



Annual Information Form
(for the fiscal year ended December 31, 2012)

February 18, 2013

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GLOSSARY OF TERMS

The following are definitions and selected abbreviations used in this Annual Information Form:

"**AIF**" means this Annual Information Form, dated February 18, 2013.

"**Annual Report**" means the Corporation's 2012 annual report.

"**Arrangement**" the court sanctioned plan of arrangement under the *Canada Business Corporations Act*, pursuant to which the Fund was converted to a corporation on December 31, 2008.

"**Arrangement Agreement**" means the agreement dated October 30, 2008, between the Fund and Ballard, among others, providing for the Conversion.

"**Ballard**" means Ballard Power Systems Inc.

"**Board of Directors**" or "**Board**" means the board of directors of the Corporation.

"**Burnaby Assets**" means a Western Canadian commercial and industrial insulation distributor consisting of three operating branches in Alberta and British Columbia, acquired by Superior LP in June 2010 and integrated into the CPD business.

"**C&I**" means commercial and industrial insulation.

"**CBCA**" means the *Canada Business Corporations Act*, as amended, including the regulations promulgated thereunder.

"**CNRL**" means Canadian Natural Resources Limited.

"**Common Shares**" means the common shares in the capital of the Corporation.

"**Computershare**" means Computershare Trust Company of Canada.

"**Convertible Debentures**" means the 5.85% Debentures, 5.75% Debentures, 6.0% Debentures, 7.5% Debentures, 7.5% Debentures (2011), all of which are described in greater detail in Note 20 to the Corporation's audited consolidated financial statements for the year ended December 31, 2012 and on page 36 in the AIF.

"**Corporation**" means Superior Plus Corp.

"**Conversion**" means the conversion of the Fund from an income trust structure to a corporation on December 31, 2008, pursuant to the Arrangement.

"**CPD**" means Superior's Construction Products Distribution business.

"**DBRS**" means Dominion Bond Rating Services Limited.

"**Debentureholders**" means the holders of Convertible Debentures of the Corporation.

"**Debenture Trustee**" means Computershare, the trustee under the indentures governing the Convertible Debentures.

"**Declaration of Trust**" means a Declaration of Trust made as of August 2, 1996, as amended and restated most recently on December 31, 2008, pursuant to which the Fund was created.

"**DRIP**" means Superior's Dividend Reinvestment Program and Optional Share Purchase Plan, which provides Shareholders with the opportunity to re-invest their cash dividends at a 5% discount to the market price of Common Shares.

"**ECF**" means elemental chlorine free in connection with the pulp bleaching process.

"**ERCO**" means ERCO Worldwide, the Corporation's Specialty Chemicals business, operated by Superior LP.

"**ERP**" means the Enterprise Resource Planning systems utilized by the Energy Services business.

"**Financial Statements**" means the audited consolidated financial statements of the Corporation and management's discussion and analysis of the financial condition and operations of the Corporation as at and for the years ended December 31, 2012 and 2011, together with the notes thereto and the auditors' report thereon;

"**First Indenture**" means the amended and restated trust indenture between Superior and the Debenture Trustee dated December 31, 2008.

"**Fund**" means Superior Plus Income Fund, a limited purpose, unincorporated trust established under the laws of the Province of Alberta by the Declaration of Trust and terminated pursuant to the Conversion.

"**General Partner**" means Superior General Partner Inc.

"**GHI**" means Griffith Holdings, Inc., a New York corporation.

"**GES**" means Griffith Energy Services Inc., a heating oil and energy distribution business acquired in 2009 by Superior Plus Energy Services, LLC and integrated into USRF.

"**GDP**" means gross domestic product.

"**GSD**" means gypsum specialty distribution.

"**HS&E**" means the Health, Safety and Environment department of USRF.

"**IFRS**" means International Financial Reporting Standards.

"**Indemnity Agreement**" means the indemnity agreement between Superior and New Ballard dated December 31, 2008.

"**KCL**" means potassium chloride, a major raw material used in the production of KOH.

"**KOH**" means potassium hydroxide.

"**KW Heating Oil Assets**" means certain assets acquired from KW Oil and Propane and integrated into USRF.

"**LDCs**" means local distribution companies who are required to provide SEM with billing and collection services as well as transportation, storage and distribution services to SEM's customers.

"**MT**" means metric tonnes.

"**New Ballard**" means the corporation created during the Conversion to carry on the business of Ballard which acquired all of the assets and assumed all of the liabilities of Ballard.

"**NYMEX**" means the New York Mercantile Exchange, a commodity futures exchange.

"**Partnership Agreement**" means the limited partnership agreement made as of September 17, 2006, as amended and restated on December 31, 2008, pursuant to which Superior General Partner Inc., as General Partner of Superior LP, has exclusive authority to manage the business and affairs of Superior LP.

"**PCS**" means Potash Corporation of Saskatchewan Inc., a major supplier of KCl to ERCO.

"**Rack**" means the position at which fuel is acquired at a refinery's or distribution terminal's fixed loading structure for a tank truck or rail tank car (with reference to the fuel price and volume obtained at that position).

"**RTP**" means standard real time pricing.

"**S&P**" means Standard & Poor's Rating Services, division of The McGraw-Hill Companies, Inc.

"**Second Indenture**" means the indenture between Superior and the Debenture Trustee dated August 28, 2009, as amended and supplemented.

"**SEM**" means Superior Energy Management, the Corporation's fixed-price energy services business and part of its Energy Services business.

"**Senior Debentures**" means \$150.0 million aggregate principal amount of 8.25% senior unsecured debentures issued by Superior LP on October 27, 2009, with a maturity date of October 27, 2016.

"**Senior Debt Indenture**" means the trust indenture among Superior, Superior LP and Computer-share dated October 27, 2009.

"**SGL**" means Superior Gas Liquids, the Corporation's a natural gas liquids wholesale marketing business and part of its Energy Services business.

"**Shareholder Rights Plan**" means the shareholder rights plan agreement between Superior and Computershare Trust Company of Canada dated February 16, 2012, as amended and restated.

"**Shareholders**" means the holders of the Common Shares of the Corporation.

"**SPI**" means the construction products distribution business, formerly operating under the trade name of Specialty Products & Insulation acquired by the Corporation in 2009 and integrated into the CPD business.

"**SRH**" means Sunoco Retail Heat, a heating oil and energy distribution business acquired in 2009 by Superior Plus Energy Services, LLC and integrated into USRF.

"**Superior**" means Superior Plus Corp.

"**Superior LP**" means Superior Plus LP, an Ontario limited partnership, that conducts the operations of the Corporation.

"**Superior Propane**" means Superior Propane, the Corporation's Canadian propane distribution and related services business.

"**Trustee**" means Computershare Trust Company of Canada.

"**TSSA**" means the Technical Standards and Safety Authority of Ontario.

"**TSX**" means the Toronto Stock Exchange.

"**U.S. Note Agreement**" means the agreement between Superior LP (as successor to Superior Plus Inc.) and certain U.S. investors dated October 29, 2003, as amended, whereby Superior issued the U.S. Notes.

"**U.S. Notes**" means US\$160.0 million Senior Secured Notes issued by Superior LP (as successor to Superior Plus Inc.) on October 29, 2003.

"**U.S. Refined Fuels**" or "**USRF**" means the Corporation's heating oil and energy distribution business, including SRH, GES and GHI operating under the trade name "Superior Plus Energy Services" in the United States.

"**Winroc**" means the Corporation's Construction Products Distribution business operating under the trade name of "Winroc".

FORWARD-LOOKING INFORMATION AND NON-IFRS MEASURES

Forward Looking Information

Certain information included herein is forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information may include statements regarding the objectives, business strategies to achieve those objectives, expected financial results (including those in the area of risk management), economic or market conditions, and the outlook of or involving Superior, Superior LP and its businesses. Such information is typically identified by words such as "anticipate", "believe", "could", "estimate", "expect", "plan", "intend", "forecast", "future", "guidance", "may", "predict", "project", "should", "strategy", "target", "will" or similar expressions suggesting future outcomes.

Forward-looking information in this AIF includes business strategy, objectives and initiatives, development plans and programs, business conditions, business expansion and improvement projects and expected timing of commercial productions associated therewith, market conditions in Canada and the U.S., expected tax consequences of the Conversion, the expected challenge by the CRA of the tax consequences of the Conversion (and the expected timing and impact of such process including any payment of taxes and the quantum of such payment), future economic conditions, future exchange rates and exposure to such rates, dividend strategy, expected weather, commodity prices and costs, product demand, production capacity, effect of operational and technological improvements, business enterprise system upgrade plans, the impact of ongoing legal proceedings, expected life of facilities and statements regarding net working capital and capital expenditure requirements of Superior or Superior Plus LP.

Forward-looking information is provided for the purpose of providing information about management's expectations and plans about the future and may not be appropriate for other purposes. Forward-looking information herein is based on various assumptions and expectations that Superior believes are reasonable in the circumstances. No assurance can be given that these assumptions and expectations will prove to be correct. Those assumptions and expectations are based on information currently available to Superior, including information obtained from third party industry analysts and other third party sources, and the historic performance of Superior's businesses. Such assumptions include anticipated financial performance, current business and economic trends, the amount of future dividends paid by Superior, business prospects, availability and utilization of tax basis, regulatory developments, currency, exchange and interest rates, trading data, cost estimates, our ability to obtain financing on acceptable terms, the assumptions set forth below and are subject to the risks and uncertainties set forth below.

By its very nature, forward-looking information involves numerous assumptions, risks and uncertainties, both general and specific. Should one or more of these risks and uncertainties materialize or should underlying assumptions prove incorrect, as many important factors are beyond our control, Superior's or Superior LP's actual performance and financial results may vary materially from those estimates and intentions contemplated, expressed or implied in the forward-looking information. These risks and uncertainties include incorrect assessments of value when making acquisitions, increases in debt service charges, the loss of key personnel, fluctuations in foreign currency and exchange rates, inadequate insurance coverage, liability for cash taxes, counterparty risk, compliance with environmental laws and regulations, our ability to access external sources of debt and equity capital, and the risks identified in (i) this AIF under the heading "Risk Factors" and (ii) Superior's Financial Statements. The preceding list of assumptions, risks and uncertainties is not exhaustive.

When relying on our forward-looking information to make decisions with respect to Superior, investors and others should carefully consider the preceding factors, other uncertainties and potential events. Any forward-looking information is provided as of the date of this AIF and, except as required by law, neither Superior nor Superior LP undertakes to update or revise such information to reflect new information,

subsequent or otherwise. For the reasons set forth above, investors should not place undue reliance on forward-looking information.

With respect to forward-looking information contained in this AIF, and in addition to other assumptions identified in this AIF, we have made the following assumptions regarding, among other things:

Corporate

- economic growth in Canada and the United States is expected to be similar or modestly higher than 2012;
- Superior is expected to continue to attract capital and obtain financing on acceptable terms;
- the foreign currency exchange rate between the Canadian and United States dollar is expected to average on par in 2013 on all unhedged foreign currency transactions;
- financial and physical counterparties are expected to continue fulfilling their obligations to Superior;
- regulatory authorities are not expected to impose any new regulations impacting Superior;
- Superior's average interest rate on floating-rate debt is expected to remain consistent with 2012 levels; and
- Canadian and United States based cash taxes are expected to be minimal for 2013 based on existing income tax rates.

Energy Services

- average temperatures across Canada and the north-eastern United States are expected to be consistent with the recent five-year average for 2013;
- total propane and U.S. refined fuels-related sales volumes are expected to increase in 2013 due to the assumption that weather will be consistent with the 5-year average and the impact of customer win-back and retention programs;
- wholesale propane, and U.S. refined fuels-related prices are not anticipated to significantly impact demand for propane, refined fuels and related services;
- supply portfolio management market results in 2013 are expected to increase as compared to 2012 due to supply chain management efforts and higher sales volumes due to a return to normal weather; and
- fixed price energy services is expected to be able to access sales channel agents on acceptable contract terms and gross profits in 2013 will decrease compared to 2012. The decrease will be primarily related to lower natural gas gross margins due to lower transportation-related gross profits and lower contribution from residential customer renewals and residential customer count. Total new customer aggregation volumes are expected to decline from 2012, as the system price for natural gas remains low. Growth in the fixed price electricity segment is expected to offset a portion of the decline in natural gas gross profits.

Specialty Chemicals

- Sodium chlorate sales volumes, pricing and margins in 2013 are expected to be consistent with 2012, as market conditions remain balanced;
- chloralkali sales volumes, pricing and margins are expected to increase in 2013 due to improved contribution from hydrochloric acid and caustic soda;
- electrical costs are expected to be consistent with 2012 as overall electrical pricing remains stable; and
- average plant utilization will approximate 94% in 2013.

Construction Products Distribution

- GSD sales revenue from Canada is expected to decline in 2013 due to branch closures and lower residential construction activity, offset in part by the successful introduction of new products and price management. GSD sales revenue from the United States is expected to increase in 2013 due to

continued expansion of existing product lines into U.S. branches, emphasis on specific product opportunities, pricing initiatives and market improvements in some regions. C&I sales revenue is expected to increase in 2013 due to emphasis on specific product opportunities and pricing initiatives;

- sales margins for both GSD and C&I are expected to increase slightly from 2012 due price management initiatives, procurement strategy and closure of low-margin branches; and
- operating costs as a percentage of revenue are expected to decrease due to the branch closures and restructuring completed in 2012.

Non-IFRS Financial Measures

EBITDA

EBITDA represents earnings before taxes, depreciation, amortization, finance expense and other non-cash expenses, and is used by Superior to assess its consolidated results and the results of its operating divisions. Superior believes measures of EBITDA are followed by the investment community and therefore provide useful information. The term EBITDA does not have a standardized meaning prescribed by IFRS and therefore Superior's calculation of EBITDA may differ from similar calculations used by comparable entities. EBITDA of Superior's operating businesses may be referred to as EBITDA from operations. The most directly comparable measure to EBITDA from operations that is calculated in accordance with IFRS is net earnings. Net earnings before income taxes is reconciled to EBITDA from operations in the Management's Discussion and Analysis ("**MD&A**") in the Financial Statements. (See page 37 of the MD&A).

Adjusted Operating Cash Flow

Adjusted operating cash flow is equal to cash flow from operating activities as defined by IFRS, adjusted for changes in non-cash working capital, other expenses, non-cash interest expense, current income taxes and finance costs. Superior may deduct or include additional items to its calculation of adjusted operating cash flow; these items would generally, but not necessarily, be items of a non-recurring nature. Adjusted operating cash flow is the main performance measure used by management and investors to evaluate the performance of Superior. Readers are cautioned that adjusted operating cash flow is not a defined performance measure under IFRS. Superior's calculation of adjusted operating cash flow may differ from similar calculations used by other issuers and is therefore unlikely to be comparable to similar measures presented by other issuers. Adjusted operating cash flow represents cash flow generated by Superior that is available for, but not necessarily limited to, changes in working capital requirements, investing activities and financing activities of Superior. The most directly comparable measure to adjusted operating cash flow that is calculated in accordance with IFRS is cash flow from operating activities. Cash flow from operating activities is reconciled to adjusted operating cash flow in the MD&A in the Financial Statements. (See page 2 of the MD&A).

The seasonality of Superior's individual quarterly results must be assessed in the context of annualized adjusted operating cash flow. Adjustments recorded by Superior as part of its calculation of adjusted operating cash flow include, but are not limited to, the impact of the seasonality of Superior's businesses, principally Superior Propane and the U.S. Refined Fuels business, by adjusting for non-cash working capital items, thereby eliminating the impact of the timing between the recognition and collection/payment of Superior's revenues and expense, which can differ significantly from quarter to quarter. Adjustments are also made to reclassify the cash flows related to natural gas and electricity customer acquisition costs in a manner consistent with the income statement recognition of these costs.

Compliance EBITDA (compliance EBITDA)

Compliance EBITDA represents earnings before interest, taxes, depreciation, amortization and other non-cash expenses calculated on a 12 month trailing basis giving pro forma effect to acquisitions and divestitures and is used by Superior to calculate its debt covenants and other credit information. Compliance EBITDA is not a defined performance measure under IFRS. Superior's calculation of compliance EBITDA may differ from similar calculations used by comparable entities. The most directly comparable measure to compliance EBITDA that is calculated in accordance with IFRS is net earnings. Net earnings are reconciled to compliance EBITDA in the Financial Statements. (See Note 24).

Unless otherwise stated, all sums of money referred to in this AIF are expressed in Canadian dollars.

CORPORATE STRUCTURE

Superior Plus Corp.

Superior is the successor to the Fund. The Fund was a limited purpose, unincorporated trust established under the laws of the Province of Alberta by the Declaration of Trust. On December 31, 2008, the Fund was converted to a corporation pursuant to the Arrangement involving, among others, the Fund and Ballard and was renamed "Superior Plus Corp." See "General Development of Superior".

Superior, directly or indirectly, holds 100% of Superior LP, a limited partnership formed between Superior General Partner Inc., as general partner and Superior as the limited partner. Specifically, Superior owns all of the Class A limited partnership units of Superior LP and all of the common shares of the General Partner. Superior's investments in Superior LP were financed through the issuance of equity securities and Convertible Debentures. See "Capital Structure – Convertible Debentures". Superior pays dividends to its Shareholders, from the income received on its investment in Superior LP, after payment of Superior's expenses and interest payments to the Debentureholders.

The head and registered office of Superior is located at Suite 1400, 840 – 7th Avenue S.W., Calgary, Alberta T2P 3G2.

Superior Plus LP

Superior LP was formed pursuant to a Partnership Agreement dated September 17, 2006 and a declaration filed under the *Limited Partnerships Act* (Ontario) on September 19, 2006 with its initial general partner being Superior General Partner Limited and its initial limited partner being Superior Plus Inc. As a result of a corporate reorganization in September 2006, Superior Plus Inc. became the general partner and the Fund became the limited partner of Superior LP. Following the conversion of the Fund to Superior under the Arrangement and the subsequent amalgamation between Superior Plus Inc. and Superior Plus Administration Inc. and a name change on January 1, 2009, Superior General Partner Inc. is the general partner and Superior is the limited partner of Superior LP.

Superior LP is a diversified limited partnership with three operating divisions comprised of the following businesses:

Energy Services, which includes:

- Superior Propane, the propane distribution and related services business operating under the trade name "Superior Propane";
- U.S. Refined Fuels, operating under the trade name "Superior Plus Energy Services";
- SEM, a fixed-price energy services business, operating under the trade name "Superior Energy Management"; and
- SGL, a natural gas liquids wholesale marketing business, operating under the trade name "Superior Gas Liquids".

Specialty Chemicals, which includes:

- ERCO, the specialty chemicals business, operating under the trade name "ERCO Worldwide".

Construction Products Distribution, which includes:

- Winroc, the gypsum specialty distribution business, operating under the trade names "Winroc"; and
- SPI, the commercial and industrial insulation distribution business, operating under the trade name "Specialty Products & Insulation".

The head and registered office of Superior LP is located at Suite 1400, 840 - 7th Avenue S.W., Calgary, Alberta T2P 3G2.

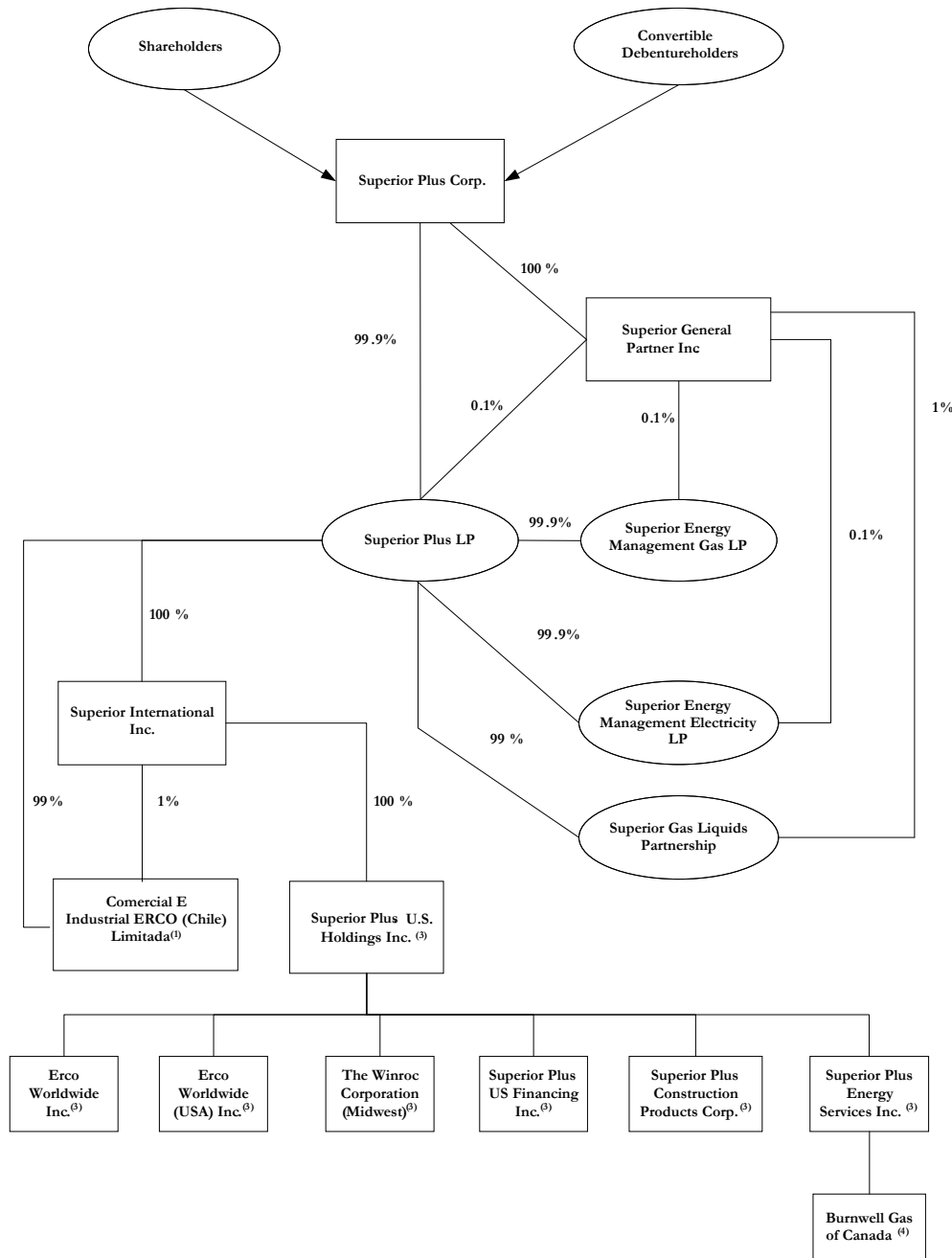
The General Partner

Superior General Partner Inc., the general partner of Superior LP, was formed on January 1, 2009 pursuant to the amalgamation of Superior Plus Inc. and Superior Plus Administration Inc. under the CBCA. The General Partner is a wholly-owned subsidiary of Superior Plus Corp. The head and registered office of the General Partner is located at Suite 1400, 840 – 7th Avenue S.W., Calgary, Alberta T2P 3G2.

In connection with the Conversion, the Partnership Agreement was amended and restated on December 31, 2008, pursuant to which the General Partner would be responsible for the administration and management of Superior LP and generally carry out the objects, purposes and business of Superior LP.

Under the Partnership Agreement, the General Partner, has exclusive authority to manage the business and affairs and generally make all decisions regarding the business of Superior LP. The General Partner is, among other things, authorized to cause Superior LP to issue at any time, securities (including debt securities) without the consent or approval of the limited partners on terms and conditions as determined by the General Partner and which the General Partner determines in good faith, to be in the best interests of Superior LP. The General Partner is to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Superior LP and to exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances.

The following is a diagram of the structure of Superior and its principal subsidiaries as of February 18, 2013.



Notes:

- (1) A corporation incorporated pursuant to the laws of Chile.
- (2) Except where otherwise noted, all corporations were incorporated pursuant to the laws of Canada and all limited partnerships have been formed pursuant to the laws of Ontario.
- (3) Superior Plus US Holdings, Inc. ("**Superior U.S. Holdings**"), ERCO Worldwide Inc., ERCO Worldwide (USA) Inc. and Superior Plus US Financing, Inc. are incorporated pursuant to the laws of Delaware. The Winroc Corporation (Midwest) is incorporated pursuant to the laws of Nevada. Superior Plus Construction Products Corp. is incorporated pursuant to the laws of Pennsylvania. Superior Plus Energy Services, Inc. is merged pursuant to the laws of New York.
- (4) A corporation incorporated pursuant to the laws of the Province of Ontario.

GENERAL DEVELOPMENT OF SUPERIOR

Three Year History

Superior's strategy includes developing and executing sound business strategies in each of Superior LP's businesses while further expanding and diversifying such business operations over time. The following is a general description of the development of the Corporation over the past three years.

On January 20, 2010, Superior Plus US Energy Holdings, LLC, a wholly-owned indirect subsidiary of Superior, and GHI, PNC Equity Partners, L.P. and certain shareholders of GHI entered into a stock purchase agreement and completed the acquisition by Superior Plus US Energy Holdings, LLC of all of the issued and outstanding shares of GHI, a distributor of propane, heating oil and power fuels which operates primarily in New York state, for an aggregate purchase price of US\$140.6 million, including adjustments for working capital and transaction costs. Superior initially financed the acquisition by drawing on its Credit Facility (as defined below).

On January 27, 2010, Superior LP and Superior U.S. Holdings completed an expansion of their \$570 million syndicated credit facility with eleven lenders (the "**Credit Facility**") to \$600 million and the borrower in the U.S. was changed from Superior U.S. Holdings to Superior Plus U.S. Financing, Inc. In addition, certain debt definitions and financial covenant ratios in the Credit Facility were amended. On June 25, 2010, the Credit Facility was reduced to \$450 million. On June 20, 2011, the Credit Facility was increased to \$615 million and can be expanded up to \$750 million. Additionally, in conjunction with the June 20, 2011 expansion of the Credit Facility, Superior terminated its accounts receivable securitization program (entered into in 2009) which provided up to \$130 million of additional credit on a seasonally adjusted basis. On March 28, 2012, Superior extended the maturity date of its Credit Facility to June 27, 2015 with eight financial institutions and reduced the Credit Facility to \$570 million. See "Long-Term Debt – Credit Facility".

On February 10, 2010, Superior completed a public offering of 5,002,500 Common Shares at a price of \$13.85 per Common Share for net proceeds after commissions of approximately \$69.3 million (the "**February 2010 Financing**"). The net proceeds of the February 2010 Financing were used to partially finance the GHI acquisition by repaying indebtedness incurred under the Credit Facility to acquire GHI.

On March 16, 2010, Superior completed a public offering of \$172.5 million aggregate principal amount of 5.75% Debentures (including an over-allotment option) for net proceeds after commissions of approximately \$166.0 million (the "**March 2010 Debenture Financing**"). See "Capital Structure – Convertible Debentures". The net proceeds from the March 2010 Debenture Financing were used to repay indebtedness under the Credit Facility.

On March 30, 2010, Superior LP amended certain financial covenant ratios of its U.S. Note Purchase Agreement dated October 29, 2003 to make them consistent with the financial covenant ratios under the Credit Facility. See "Long-Term Debt".

In May 2010, Superior re-established its DRIP and Optional Share Purchase Plan commencing with the May 2010 dividend. The DRIP provides Shareholders with the opportunity to re-invest their cash dividends at a 5% discount to the market price of Common Shares. The proceeds from the DRIP are being used to repay indebtedness under the Credit Facility and to fund existing and future growth opportunities.

On June 28, 2010, Superior LP completed the acquisition of a Western Canadian commercial and industrial insulation distributor for an aggregate purchase price of \$18.1 million, inclusive of transaction costs. The Burnaby Assets consist of three operating branches in Alberta and British Columbia and

allows the Construction Products Distribution business to expand its commercial and industrial insulation distribution in Canada. The acquisition was financed by the issuance of \$16 million in Common Shares and the remainder by Superior drawing on its Credit Facility.

On December 23, 2010, Superior completed a public offering of \$150.0 million aggregate principal amount of 6.0% Debentures for net proceeds after commissions of approximately \$144.4 million (the "**December 2010 Debenture Financing**"). See "Capital Structure – Convertible Debentures". The net proceeds from the December 2010 Debenture Financing were used to repay indebtedness under the Credit Facility.

On February 17, 2011, Superior announced that it revised its monthly dividend to \$0.10 per Common Share or \$1.20 per Common Share on an annualized basis from the prior monthly level of \$0.135 per Common Share or \$1.62 per Common Share on an annualized basis, effective with Superior's March 2011 dividend.

On October 4, 2011, Superior completed a public offering of \$75 million aggregate principal amount of 7.5% Debentures for net proceeds after commissions of approximately \$72.2 million (the "**October 2011 Debenture Financing**"). The net proceeds from the October 2011 Debenture Financing were used to redeem \$75 million of its 5.75% Convertible Debentures due December 31, 2012. See "Capital Structure – Convertible Debentures".

On November 2, 2011, Superior announced that it further revised its monthly dividend to \$0.05 per Common Share or \$0.60 per Common Share on an annualized basis, effective with Superior's November 2011 dividend. Superior had determined that it was prudent to reduce its dividend rate to accelerate its debt reduction plan in light of the volatility in global and North American capital markets and the performance of Superior's publicly traded securities.

On December 15, 2011, Superior redeemed \$50 million of its 5.75% Convertible Debentures due December 31, 2012 and on August 1, 2012, the remaining balance of \$49.95 was redeemed.

On February 16, 2012, the Board of Directors of Superior approved an \$18 million expansion of the hydrochloric acid production capacity at ERCO's Port Edwards, Wisconsin chloralkali facility. The existing capacity of this facility is currently 110,000 wet MT or 36,000 dry MT. The capacity will increase to 220,000 wet MT upon completion of the expansion.

On February 16, 2012, the Board of Directors of Superior approved and Superior entered into a Shareholder Rights Plan with Computershare Trust Company of Canada to ensure, to the extent possible, that all Shareholders are treated equally and fairly in connection with any takeover bid for Superior. The Shareholder Rights Plan was amended, restated and ratified by Shareholders at an annual and special meeting of Shareholders held on May 2, 2012. According to the rules of the TSX, Shareholders must confirm the Shareholder Rights Plan every three years. See "Capital Structure – Shareholder Rights Plan".

On November 1, 2012, the Board of Directors of Superior approved a \$25 million expansion of the hydrochloric acid production capacity at ERCO's Saskatoon, Saskatchewan chloralkali facility. The existing capacity of this facility is currently 70,000 wet MT or 24,500 dry MT. The capacity will increase to 140,000 wet MT upon completion of the expansion. The Saskatoon facility is strategically located to service customers in the Western Canada oil and gas industry.

On January 3, 2013, Superior redeemed \$50 million of its 5.85% Convertible Debentures due October 31, 2015, leaving an outstanding balance of \$25.0 million. See "Capital Structure – Convertible Debentures".

Since the beginning of 2010, the Canada Revenue Agency ("**CRA**") has requested information relating to Superior's Conversion and Superior has responded to such requests and engaged in extensive discussions, including detailed settlement discussions, with representatives of the CRA. In September 2012, the CRA advised Superior of its intentions to issue a proposal letter challenging the tax consequences of the Conversion. On February 11, 2013, Superior received a proposal letter from the CRA challenging the tax consequences of the Conversion. Superior remains confident in the appropriateness of its tax filing position and intends to vigorously defend such position. See "Risk Factors – General - Tax Reassessments".

SUPERIOR LP'S OPERATIONS

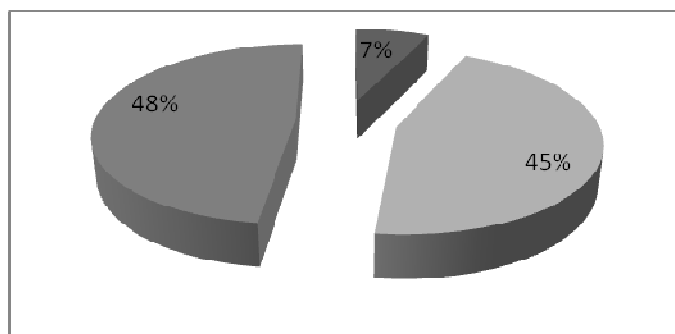
Superior LP strives to generate stable cash flows and achieve long-term value-based growth driven from its core businesses.

Superior LP, through its three operating segments, is engaged in the distribution and retail marketing of propane, related products and services, distribution of liquid fuels such as heating oil and propane gas, provision of natural gas liquids wholesale marketing services and marketing of fixed-price energy services; the production and sale of specialty chemicals and related technology; and the distribution of construction products to retail, commercial and industrial markets.

Superior and its businesses have approximately 4,500 full-time employees. Superior's corporate office acts as strategic capital manager for the overall portfolio of Superior's assets. As such, the corporate office is focused on strategy execution, capital allocation, risk management and succession planning. The corporate office is comprised of 18 employees including executive management, treasury, tax, financial reporting, business development, business compliance and oversight, investor relations and corporate secretarial functions.

Since operational management is key, there is an experienced and strong management team in place at each business. Management at this level is compensated to maintain and grow cash flows generated by their business over time.

The graph below details the composition of Superior's EBITDA from operations by operating segment for the 12-month period ended December 31, 2012. See "Forward-Looking Statements and Non-IFRS Measures".



48% Energy Services
45% Specialty Chemicals
7% Construction Products Distribution

U.S. and Foreign Operations

Superior, through its Energy Services (in particular USRF), Specialty Chemicals and Construction Products Distribution businesses, has a material portion of its business operations in the United States and in other foreign countries. Geographically, for the year ended December 31, 2012, consolidated revenues from customers were derived: 58% from the United States, 39% from Canada and 3% from other countries. For the fiscal year ended December 31, 2011, 54%, 44%, and 2% of Superior's revenues were generated from operations in the United States, Canada and other foreign countries, respectively. In addition, as at December 31, 2012, 65%, 32%, and 3% of Superior's assets were located in Canada, the United States and other foreign countries, respectively.

On a segmented basis, Energy Services' 2012 revenues were generated 41% from operations in Canada and 59% from operations in the United States. Specialty Chemicals' 2012 revenues were generated 26% from operations in Canada, 56% from operations in the United States and 18% from operations in other foreign countries. Construction Products Distributions' 2012 revenues were generated 41% from operations in Canada and 59% from operations in the United States. See "Superior LP's Operations - Energy Services", "Superior LP's Operations - Specialty Chemicals" and "Superior LP's Operations - Construction Products Distribution."

Energy Services

Superior LP's Energy Services segment is engaged in the distribution and retail marketing of propane, related products and services, distribution of liquid fuels such as heating oil and propane gas, provision of natural gas liquids, wholesale marketing services and marketing of fixed-price energy services.

Operational Overview

Propane Distribution and Related Services

The propane distribution and related services business operates under the trade name of "Superior Propane". Superior Propane began operations in 1951 and is engaged primarily in the distribution and retail sales of propane, refined fuels, propane-consuming equipment and related services in Canada. The services provided include the rental of tanks, cylinders and other equipment as well as the supply, installation and repair of equipment and appliances, and warranty and preventative maintenance programs for installed equipment and appliances.

U.S. Refined Fuels

With a series of acquisitions, the majority of which were completed in 2009, the Energy Services business expanded its product capabilities into the heating oil and refined fuels distribution business and its geographic reach into the north-eastern United States.

USRF distributes liquid fuels and propane gas in the states of Pennsylvania, Delaware, Maryland, New Jersey, Connecticut, Rhode Island, Massachusetts, Vermont and New York. Its products are used by a wide range of customers in a variety of applications, including home heating, water heating and motor vehicle fuel. In addition, USRF provides services, which include heating, ventilation and air-conditioning installation, maintenance and repair.

Fixed-Price Energy Services

The fixed-price energy services business commenced operations in June of 2002 under the trade name "Superior Energy Management". SEM started providing natural gas retailing services under fixed-price, term contracts, predominantly to residential and to mid-sized commercial and industrial customers in Ontario and added electricity products to this market in 2007. In Quebec, SEM also provides gas hedging products to commercial and light industrial markets in the Gaz Metropolitan franchise region.

Supply Portfolio Management Services

The Energy Services business also provides value-added supply portfolio management services under the trade name "Superior Gas Liquids", primarily to Superior Propane and small and medium sized propane retailers in the United States and Canada. SGL provides transportation, storage, risk management, supply and logistics services to its customers.

Acquisitions and Expansions

The U.S. Refined Fuels and Canadian propane distribution businesses are highly fragmented throughout the north-eastern United States and Canada. Superior may pursue smaller consolidation opportunities in the Energy Services market to enhance its propane and service offerings, expand refined fuels at some of Superior Propane's locations and offer its fixed-price services to its Canadian propane and U.S. Refined Fuels customers.

During 2011, Superior made a number of asset and business acquisitions in the amount of \$12.7 million in aggregate which supplemented USRF's operations in Rhode Island, Pennsylvania, New York and Connecticut. No USRF-related acquisitions were made during 2012.

In July 2012, Superior Propane expanded its operations with the acquisition of a British Columbia propane distribution business for an amount of \$5.5 million.

Headquarters and Main Office Locations

The Energy Services division is headquartered in Calgary, Alberta, where Superior Propane and SGL conduct their operations. SEM maintains an office in Mississauga, Ontario and USRF maintains its main business office in Rochester, New York.

Products and Services

For 2012, products and services of the Energy Services division can generally be grouped into the following categories:

Product and Service category	% of Gross Profit	
	2012	2011
Propane and delivery	53%	49%
Heating oil	28%	30%
Other services	9%	9%
Wholesale liquids marketing	4%	4%
Fixed-price energy	6%	8%

Superior Propane, USRF and SGL

Propane is extracted from natural gas during production and processing and both propane and heating oil are extracted from crude oil during the refining process. As propane is colourless and odourless, an odourant is added to propane to facilitate its detection and a dye is added to heating oil and diesel for tax purposes.

Propane and heating oil are efficient energy sources. Heating oil is a low viscosity, flammable liquid petroleum product, mainly used as a fuel for furnaces in boilers and buildings. Propane gas can be compressed at low pressures into liquid form. When the pressure is reduced, the liquid propane becomes a gas which is ignited and burned to create energy for many different uses.

Competitive Conditions

Key competitive factors across Superior Propane, SGL and USRF include selling prices, service levels, cost efficiencies, logistical capability and competition from other sources of energy.

In Canada, Superior Propane through its 1,519 employees and 208 operating locations, serves approximately 152,000 customers from coast to coast. Superior Propane is Canada's largest national retailer. While Canadian market data is very difficult to validate, management estimates current market share in the range of 35% - 40%. Superior Propane competes in a highly fragmented industry with approximately 200 local and regional propane retailers across Canada. Propane distribution is a local, relationship based business in which Superior Propane competes for market share based on price and level of service.

The retail propane industry in Canada is mature, representing less than 2% of Canada's total energy consumption. Propane competes with other energy sources such as natural gas, fuel oil, electricity and wood for traditional uses, and gasoline and other alternative fuels for transportation uses. In Canada, the cheapest source of heating fuel is predominately natural gas. Where natural gas is available, propane can be used as a portable fuel and a standby fuel for peak period requirements in industrial applications. In areas where natural gas is not available, propane is an alternative due to its portability and its similarity as an energy source to natural gas. Due to the changes in the energy marketplace, propane has become a less expensive fuel than heating oil, which represents opportunities for customer conversion. In addition, the cleanliness, versatility and operating efficiencies of propane make it attractive as a heating fuel when compared to other options.

The wholesale natural gas liquids market is very competitive with companies trying to expand their presence in a market which has had little growth in demand. This increased competition has reduced volatility in the market, resulting in shrinking margins. Continuous innovation and a wider variety of pricing structures with customers should allow SGL to remain competitive.

The refined fuels market in the United States is highly fragmented. USRF through its 1,078 employees and 27 Customer Care Centers, serves over 200,000 heating oil and refined fuels customers in the north-eastern United States.

Residential space heating is the primary use for heating oil, making the demand highly seasonal. Between winters of 2003-04 and 2010-11, the number of north-eastern United States households using natural gas heating increased by 651,000 (from 10.14 million to 10.80 million), while the number of households using heating oil fell by 1,197,000 (from 6.88 million to 5.68 million). Also known as number 2 high-sulfur fuel oil, heating oil is a low viscosity, flammable, liquid petroleum product produced at crude oil refineries as a part of the distillate fuel oil product family.

United States households are expected to use more heating fuel this winter compared with last winter because temperatures are expected to be near normal this winter in relation to last winter's above-normal temperatures in the northeast. Heating oil is burned by 6% of United States households for winter fuel, with eight out of 10 of those heating oil users located in the northeast. Propane is used to warm about 5% of households, many located in rural areas.

While heating oil no longer maintains an appreciable share of new home construction, turnover on existing homes is slow due to the cost requirements to switch. Therefore, heating oil demand is declining at a modest rate of 2% in the north-eastern United States. Large fuel distribution platforms typically are very successful in retaining existing customers or gaining new customers that are switching from heating oil due to their brand recognition, service reputation, diverse offering of fuel alternatives, and ability to offer attractive prices.

Business Operations

During 2012, Superior Propane implemented a new "region led" business model designed to improve decision making and put accountability closer to the customer. During the previous five years Superior Propane had moved to a more centralized, functional model with a dependence on shared services across the organization. This change, combined with the ERP system challenges discussed below, resulted in a number of challenges in customer service and business execution. In order to improve customer satisfaction, Superior Propane initiated a series of changes to business processes, organization structure, and systems, designed to improve local accountability and to make it easier to do business with Superior Propane. This transition to a region led model maintains some of the benefits of national oversight of logistics and processes with a more accountable and focused regional team to improve local execution.

This transition will continue in 2013 and, combined with other initiatives, is anticipated to assist in improving growth and customer retention.

In Canada, Superior Propane operates in six geographical market regions, which are managed by general managers. The general managers have direct responsibility for multiple markets including satellite operations, customers, administration and the overall profitability of their geographic business units. Superior Propane's 50 market offices are typically located in a rural, industrial or commercial setting on two to five acre parcels of land with propane storage tanks, a cylinder dock, surplus land to store a working supply of customer tanks and cylinders, truck parking, warehouse space for rental equipment, appliance, materials and supplies inventories, and an office. These market locations are supplemented by 158 satellite locations and storage yards. Product is delivered by a fleet of 746 delivery and service vehicles.

The satellite locations and storage yards are strategically located close to customers to minimize distribution costs and enhance security of supply, particularly during peak winter demand periods when road conditions may be poor and can interrupt efficient distribution. The operating area is generally limited to a radius of 80 to 150 kilometres around the market office or satellite locations, depending on the nature of the customer base and local road infrastructure. Under Superior Propane's business structure, each market maintains a local presence through field operational teams that include a Market Manager, fuel delivery truck drivers and service technicians. Local selling opportunities are face-to-face sales and inside sales. Each region provides leadership, program and administrative support through a regional office and the field is supported by two national operating centres and one sales and administration centre located respectively in Ste. Catherines, Quebec, Thunder Bay, Ontario and Guelph, Ontario. The national operating centers perform all routing and scheduling activities for existing customers with fuel orders and service requests. The sales and administration centre assists customers with opening accounts and general inquiries, billing inquiries and credit and collection issues. The field is further supported by services provided by Superior Propane's national offices in Calgary, Alberta and Mississauga, Ontario including propane supply and transportation, invoicing, credit and collections, business systems, marketing, human resources, information systems and health and safety.

In the United States, USRF operates in nine states, which are managed by three regional General Managers. The regional General Managers have direct responsibility for their market areas, including satellite operations, customers, administration and the overall profitability of their geographic business units.

In order to effectively serve its customer base USRF utilizes an industry-leading operating infrastructure. Fuel storage assets and supply points are leveraged through pipeline supplied fuel terminals and 67 retail bulk plants that are strategically located in key markets and provide about 40 million gallons of storage capacity. These storage assets are complemented by throughput agreements and access to third party supply points, which provide flexible distribution capacity and market reach. Product is delivered through a fleet of 1,012 delivery and service vehicles that are maintained by a combination of in-house mechanics and third party vendors. Local sales representatives and customer service personnel are responsible for new customer acquisition and customer retention in each market area. Each region provides leadership, program and administrative support locally. USRF utilizes an energy specific reporting system, which provides a highly integrated software solution that includes real-time inventory tracking, delivery coordination, billing, and daily reconciliation of account activity.

Superior Propane and USRF operate from and store product at 115 owned locations in Canada and 55 locations in the United States. In addition, 93 Superior Propane locations in Canada and 12 in the United States are leased from third parties under normal course operating leases. See Note 19 to the Financial Statements.

The Energy Services business maintains comprehensive service capabilities in both Canada and the United States. Services offerings through USRF include heating, ventilation and air conditioning installation, maintenance and repair services. Services through Superior Propane include the supply, installation and repair of equipment and appliances as well as warranty and preventative maintenance programs for installed equipment and appliances. Superior Propane performs maintenance and repairs on its own facilities, supplementing expertise that is utilized for customers who have more complex service needs. These services improve the ability of the Energy Services business to retain customers by providing them with a comprehensive energy supply and maintenance solution.

Over the next year, Superior Propane intends to continue to implement process and operational improvements to enhance customer service and improve operational efficiency and effectiveness. In particular, Superior Propane will be implementing an order to cash, billing and logistics IT system, which is expected to address current systems limitations, enhance the customer experience and reduce the cost to serve.

Superior Propane experienced invoicing challenges subsequent to the implementation of its ERP system in April, 2010. The invoicing issues were addressed in 2010 and were stabilized in early 2011; however, the resolutions introduced a number of lags in the cash collection cycle. Additionally, some customers had grown accustomed to not paying within agreed upon terms, which has negatively impacted accounts receivables. Throughout 2012, an organization-wide focus on collections was implemented, which included contacting customers for payment, reconciling customer accounts and withholding propane deliveries on overdue accounts to accelerate the collections of the accounts receivable. This resulted in a significant decrease in trade accounts receivables at December 31, 2012.

During the year, USRF continued to implement process and operational improvements and continued to build a focused sales and marketing structure to leverage its rebranded 'Superior Plus Energy Services' name and increase sales.

Under the trade name Superior PetroFuels, Superior Propane offers a variety of fuels and lubricants to commercial, industrial, agricultural and residential customers throughout Southwestern Ontario. This business allows Superior's Energy Services division to apply its rural energy presence and experience in propane distribution to the fuels and lubricants market in Canada.

SGL offers value-added supply portfolio management services, primarily to Superior Propane and small and medium sized propane retailers in the United States and Canada. It provides transportation, storage, risk management, supply and logistics services with annual sales volumes of approximately 1.7 billion litres with over 60 counterparties.

SGL's position in the energy value chain is that of an intermediary between upstream natural gas liquids producers and downstream retail customers. SGL's value proposition is to effectively manage the volume, delivery and pricing requirements of the end use customer (variable volumes, predictable pricing) and at the same time, meet the volume, delivery and pricing requirements of upstream producers (ratable volumes, variable pricing). Within this niche, is the opportunity for SGL to optimize storage, supply requirements, pipeline deliveries, railcar and truck transportation sales. Through effective management of pricing relationships between Edmonton, Alberta; Sarnia, Ontario; Conway, Kansas; and Mt. Belvieu, Texas; across various points in time, SGL attempts to maximize profitability while maintaining seamless supply for its customers throughout North America.

In support of this activity, SGL leases approximately 85 million litres of combined underground propane storage capacity in Marysville, Michigan; Conway, Kansas; Regina, Saskatchewan; and Fort Saskatchewan, Alberta; primarily to secure supply for its fixed-price customer offerings and to enhance security of supply and distribution capacity in periods of supply disruption and high demand in the winter season.

The storage lease agreements expire between March 31, 2013 and March 31, 2014 and SGL intends to negotiate extensions in the ordinary course of business, only entering into long-term storage contracts if it is economically advantageous to do so. SGL utilizes approximately 20 propane suppliers as well as numerous short-term storage positions to service its wholesale customers in North America. In order to satisfy customer needs and take advantage of opportunities, SGL will enter into short-term forward purchase and sale agreements.

Sales and Marketing

In Canada, Superior Propane primarily sells propane and related products and services to the residential, commercial, agricultural, industrial and automotive customer markets. Approximately 36% of Superior Propane's sales volumes are related to heating related applications and 64% are related to non-heating commercial and industrial applications. Approximately 80% of Superior Propane's annual cash flows are typically generated in the October to March winter heating season.

Superior Propane has one customer, CNRL, that represents approximately 11% of revenues and 18% of delivered volume for 2012.

Residential/Commercial: In these markets, propane is consumed primarily in areas where natural gas is not readily available. It is used for home and facilities heating, water and pool heating, cooking, refrigeration, laundry, off grid electrical generation, and residential fireplaces. Consumption in these markets is sensitive to winter weather conditions and energy conservation initiatives. In addition, residential consumption is dependent on product costs, while commercial consumption varies with economic activity levels.

Agricultural: In the agricultural market, propane is used for space heating, for brooding and greenhouse operations, grain drying, and tobacco curing and weed control. The agricultural business is extremely competitive, particularly as natural gas availability expands in rural markets. Propane demand for crop drying depends on seasonal weather conditions and crop values.

Industrial: Industrial usage includes forklift truck, welding, resale agent, construction and roofing markets, process heating and heat treatment for manufacturing, forestry, mining and fuel for oilfield applications in Western Canada. Industrial demand is generally tied to economic activity levels.

Automotive: In the automotive market, propane is used as a transportation fuel, particularly for public and private fleets and other large volume users. Propane vehicle emissions are low in greenhouse gas emissions and other pollutants that contribute to ground level ozone and respiratory health problems. Auto propane has the potential to make a significant contribution to Canada's greenhouse gas emission performance. While this sector has declined over the last 10 years, new developments in engine conversion technology combined with the lower price of propane relative to oil have resulted in a renewed interest in automotive propane.

USRF sells heating oil, gasoline, diesel fuel, kerosene, propane and related services to a diverse group of commercial, residential and retail customers, including homeowners, agricultural and construction companies, municipalities and schools. The customer mix consists of approximately 17% retail heating oil and propane, 21% commercial and 62% wholesale/dealer, based on 2012 volumes, although more than 62% of profitability is driven by the residential business.

Residential: In these markets, heating oil and propane is consumed primarily in areas where natural gas is not available. It is used for space heating, water and pool heating, cooking, and other requirements. Consumption in these markets is sensitive to winter weather conditions. In addition, residential

consumption is dependent on product costs, while commercial consumption varies with economic activity levels.

Commercial Accounts: Commercial customers use heating fuel, including propane and heating oil, and motor fuels, including diesel and various grades of gasoline for fleets, farming and other commercial enterprises. This market place is less sensitive to weather and presents opportunities for additional growth in non weather related business. The fuels are consumed for agriculture, construction, commercial heating and manufacturing. Consumption is somewhat weather dependent; but is more sensitive to overall economic conditions.

Bulk Delivery: In this market, gasoline and diesel fuels are sold to large commercial and industrial customers, resellers, state, schools and other large organizations that have bulk fuel requirements. This business is highly competitive and carries high volumes and lower margins over the other lines of service. In the service station market, gasoline and diesel is sold through branded and unbranded fuel stations. This demand is driven by a combination of general economic conditions and pricing, as both can drive conservation. Service stations also have retail confectionaries in addition to gasoline, which contribute to results.

Within the Energy Services business, marketing was refocused in 2012 on three main segments: residential and small commercial; large commercial, national and industrial customers; and oilfield customers. Marketing efforts will focus on retaining and acquiring customers in residential and small commercial segment, while focusing on market sizing, customer grouping and identification of target customers within the commercial, national and industrial segments. The oilfield segment will focus on identification of target customers as well as value added offerings.

Pricing: Superior Propane customer pricing is primarily based on a margin above product and transportation costs. Increases or decreases in retail prices can have an immediate and direct impact on competitors and customer demand. Propane margins vary between end-use applications and geographic segments. Customer pricing is managed at the corporate, regional and local market level and reflects local marketplace and alternate fuel cost conditions. Factors contributing to the consumer's buying decision include: reliability of supply, long-term availability, price, convenience, portability, storage requirements, available space, capital cost, equipment efficiency and the supplier's local presence and service reputation in the community.

Refined fuel pricing to customers is primarily based on a margin above product and transportation costs. There are minor delays that affect retail margins as price changes from producers may not be immediately passed through to customers. When the wholesale price of refined fuels increases, the retail gross margins tend to erode in the short-term as it takes more time to pass on all of the price increases to customers. Conversely, when wholesale prices decrease, retail gross margins and profitability tend to increase.

Increases or decreases in retail prices can have an immediate and direct impact on competitors and customer demand. Refined fuel margins vary between end-use applications and geographic segments. Customer pricing is managed at the corporate, regional and local market level and reflects local marketplace and alternate fuel cost conditions. Factors contributing to the consumer's buying decision include: reliability of supply, long-term availability, price, fuel quality, convenience, portability, storage requirements, available space, capital cost, equipment efficiency and the supplier's local presence and service reputation in the community.

Supply and Storage

Superior Propane: An estimated 10 billion litres of propane are produced in Canada annually, of which, approximately five billion litres are consumed domestically in the energy and petro-chemical feedstock markets and the balance is exported to the United States. Of the approximately five billion litres remaining in Canada, this is split between retail and non-retail consumption. Approximately 85% of the propane produced in Canada is extracted from natural gas during gas processing operations at field plants or at large straddle plants located on the major natural gas trunk line systems. Extraction from crude oil occurring during the refining process accounts for the remaining 15% of propane produced. Superior's retail propane supply is currently purchased from approximately 20 propane producers and suppliers across Canada. Propane is purchased mainly under annual contracts, negotiated and administered by SGL, with pricing arrangements based on industry posted prices at the time of delivery. Superior Propane arranges propane supply to be provided at multiple supply points in order to match supply to where customer demand is located. Some of Superior Propane's supply contracts provide it with the ongoing option to increase or decrease its monthly volume of supply and thereby provide flexibility to meet fluctuating demand requirements. Propane supply from Superior Propane's various suppliers has, historically, been readily available because of the substantial surplus of propane in Canada and the relationship Superior Propane typically enjoys with its principal suppliers.

Superior Propane's supply contract year ends March 31, 2013 with new supply contracts negotiated in the normal course of business. Approximately 80% of Superior Propane's annual propane requirement is supplied by the following major suppliers, each of which supplies approximately 5% or more of Superior Propane's annual propane requirement:

- Plains Midstream Canada, a subsidiary of Plains All American Pipeline LP
- Keyera Partnership
- Spectra Energy Empress LP
- Imperial Oil Limited
- Shell Canada Limited
- Ultramar Ltd.

Approximately 15 other producer/suppliers supply the remaining 20% of Superior Propane's annual propane requirement. Superior Propane renews its supply contracts annually.

U.S. Refined Fuels: Refined fuel products are purchased in bulk in New York and Philadelphia and shipped by pipeline to upstate New York and Pennsylvania. Rack volumes are also purchased in upstate New York, Pennsylvania, Connecticut and Rhode Island. Pipeline transit time is 7-10 days on the Buckeye Pipeline from Linden, New York and on the Atlantic Pipeline from Philadelphia. Term supply is contracted by ConocoPhillips, Philadelphia Energy Solutions (previously Sunoco R&M Inc. ("**Sunoco**")) and Morgan Stanley. This makes up about 65% of purchased volume. These volumes are bought on a market related index basis. Pipeline volumes are priced as USRF takes title to the product and hedges using NYMEX future contracts. These hedging activities carry some risk as ultra low sulphur diesel and premium gasoline are hedged with heating oil and conventional blend stock for oxygenate blending futures and this does create quality differential exposure. Rack volumes are purchased in upstate New York, Pennsylvania, Connecticut and Rhode Island from third party marketing companies. To supply retail operations in the Philadelphia area, heating oil is purchased in bulk at the Del City/Paulsboro refineries and barged to the greater Philadelphia market. Spot volumes are purchased to meet the balance of seasonal demand.

The Sunoco Rack and pipeline contracts were not renewed in 2012 when Sunoco was sold and divided into multiple entities. Pipeline volumes continue to source from the Philadelphia Energy Solutions

(previously Sonoco) refinery, though significantly less than in previous years. This change in the supply market has resulted in USRF engaging with additional bulk and Rack suppliers and has resulted in USRF carrying inventories in eleven new third party terminals, increasing operating inventories over previous years.

Branded gasoline contracts are supplied at upstate New York Racks for Mobil, Citgo, Sunoco and Valero.

Spot gasoline and distillates are purchased daily at Rack sellers from upstate New York to New England. Winter contracts for heating oil basis in Connecticut and Rhode Island assure supply at market level.

Propane is purchased from Sarnia, Ontario and transported through company owned storage near Buffalo into upstate New York. In addition, product is supplied off the Teppco pipeline system, from three term suppliers, several rail/refinery sources, and from stored and purchased volumes at the caverns at Bath and Hartfold Mills, New York.

Transportation

Primary Distribution

Primary transportation at Superior Propane is the delivery of propane from product supply points to market and satellite locations or storage yards and to certain large volume customers. Road cargo liners and pressurized railcars are the two primary transportation modes. The capacities of the cargo liners vary from 35,000 to 65,000 litres per trailer. Railcars carry approximately 115,000 litres per car. Cargo liner requirements are provided by third party carriers.

Approximately 10% of Superior Propane's supply is transported by rail. Superior Propane, through SGL, leases approximately 67 railcars to provide an estimated 20% of its rail transportation requirements. Railcar lease agreements typically have a three year term. The remainder is transported in railcars provided by propane suppliers in conjunction with their annual propane supply contract obligations to Superior Propane.

SGL primarily transports propane volumes by truck, rail and pipeline to wholesale customers in both Canada and the United States.

For USRF, the primary transportation is the delivery of refined fuels from regional refineries via pipeline and barge to terminal locations located along the Buckeye and Atlantic pipelines. Refined fuels are then transported to satellite locations and large volume customers via internal and contracted large volume tractor trailers. Propane is transported from refinery and pipeline terminals via internal and contract large volume tractor trailers to regional bulk storage facilities. The capacities of the tractor trailers vary from 8,000 to 13,000 gallons per trailer, depending on local regulations.

Secondary Distribution

For Superior Propane, secondary distribution is the delivery of propane, refined fuels and lubricants from market and satellite locations, and storage yards to customers. Superior Propane operates a fleet of owned and leased trucks to transport the propane, refined fuels and lubricants it sells. Propane is delivered in bulk and in pressurized cylinders. Heating oil, refined fuels and lubricants are also transported and sold in bulk volumes. Superior Propane employs full-time, part-time and seasonal drivers who assist with deliveries during the peak winter demand periods. It operates 301 pressurized bulk delivery trucks that vary in load capacity from 13,000 litres to 32,000 litres, six refined fuel and lubricant bulk delivery trucks with load capacities of 10,000 to 25,000 litres and 80 cylinder trucks with

boxes that vary in length from 12 feet to 26 feet. It also operates 22 tractors and 38 pressurized trailers, which have capacities ranging from 25,000 litres to 54,000 litres for secondary distribution use. Additionally, it operates 56 crane trucks and 243 service vehicles. At December 31, 2012, 38% of the vehicles described above were owned by Superior General Partner Inc. while the remaining 62% were leased under financing leases.

For the USRF, the secondary distribution of propane, heating oil, refined fuels and lubricants to customers is from satellite locations, company owned pipeline terminals and third party terminals. USRF operates a fleet of owned and leased trucks to transport the propane, heating oil, refined fuels and lubricants it sells. Propane is delivered in bulk and in pressurized cylinders. Heating oil, refined fuels and lubricants are also transported and sold in bulk volumes. USRF employs full-time, part-time and seasonal drivers who assist with deliveries during the peak winter demand periods. It operates 123 pressurized propane delivery trucks that vary in load capacity from 2,400 gallons to 3,500 gallons, 303 refined fuels delivery trucks that vary in load capacity from 2,800 to 5,000 gallons, 51 tractors used to pull trailers and 53 refined fuel trailers with load capacities of 9,000 to 12,500 gallons. Additionally, it operates 334 service vehicles and 148 utility vehicles. At December 31, 2012, approximately 70% of the vehicles described above were owned by USRF while the remaining 30% were leased under financing leases.

Environmental, Safety and Regulatory

In Canada, Superior Propane, through its proprietary "Guardian" health and safety and environment management system, ensures safety practices and regulatory compliance are an important part of its business. Guardian's purpose is to help safeguard the lives, health and property of Superior Propane's employees, contractors and customers as well as the communities in which it operates. Beyond simply complying with the various provincial and federal acts which govern health, safety and environmental responsibilities, Guardian seeks to further enhance workplace and community health and safety by applying ongoing management, rigorous monitoring and frequent audits to provide continuous learning and improvement. The storage and transfer of propane has limited impact on the environment as there is limited impact to soil or water when propane is released, because it disperses into the atmosphere.

USRF has a centralized safety and environment management system, that ensures safety practices and regulatory compliance are an important part of its business. The HS&E department's purpose is to help safeguard the lives, health and property of employees, contractors and customers of USRF as well as the communities in which it operates. USRF seeks to further enhance workplace and community health and safety by applying ongoing management, rigorous monitoring and frequent audits to provide continuous learning and improvement. The storage and delivery of refined fuels possess the potential for spills which impact the soils and water of storage facilities and customer properties.

USRF operated bulk storage areas and loading/unloading points have secondary containment to prevent spills from reaching soil or ground water. Customer locations are inspected by drivers and technicians during visits to identify potential release hazards and necessary corrections are performed before product is delivered. Releases that impact soil or ground water are reported to the appropriate government agencies and clean up operations are conducted by internal and third party technicians. Some of the commodities sold by USRF, when used, create greenhouse gases. The regulatory landscape related to greenhouse gases could change, based on ongoing discussions in various political and environmental forums.

The Energy Services business has customer, technical, occupational health and safety and fleet support representatives operating nationally which support its regional and local operations. They are responsible for providing market area personnel with emergency response support services, inspections, advice and training in an effort to ensure that facilities and equipment are maintained and operated safely and in

compliance with corporate and regulatory standards. They also provide support to the field operations in the design, construction and inspection of large scale customer installations.

SEM – Fixed Price Energy Services Business

Competitive Conditions

Key competitive factors across the fixed-price energy services business include commodity prices, sales channel activity, product diversification, cost efficiencies, and service.

SEM has been in the Ontario natural gas market since its inception in 2002 and has maintained a strong commercial and industrial base during this period. In April 2009, it discontinued new Ontario residential activity to focus on the commercial and industrial market. The value of SEM's product offering to customers is determined based on current commodity prices and its long term supply costs. New customer acquisitions and customer retention can vary significantly depending on the fluctuations between those two variables.

During 2007, SEM expanded its market with the entry into the Ontario electricity market. As a result of the challenges in the acquisition and retention of SEM's Ontario residential natural gas and electricity customers based on the regulatory framework and market rules, SEM has refocused its efforts away from direct residential natural gas and electricity marketing in Ontario. Instead, efforts are being concentrated on the acquisition and retention of commercial natural gas and electricity customers in Ontario and commercial natural gas customers in Quebec. The change in SEM's strategy has had a positive impact on its current cost structure, while maintaining the scalability and infrastructure of its existing business model which may allow SEM to re-enter Ontario's and other residential markets when direct residential conditions improve. SEM will continue to extend or renew its existing Ontario based residential customers; however, low spot market conditions in 2011 and 2012 have resulted in many customers returning to utility spot pricing programs which has resulted in a decline in revenues in this market.

Natural Gas

The natural gas market in Ontario has been deregulated since 1986 and since January 2004 in Quebec for commercial and light industrial customers who consume greater than 285 gigajoules per year. Consumers are able to choose their natural gas supplier and can elect between various prices and terms. The market of supplying fixed price gas to customers is competitive, with a number of companies supplying different market sectors. The residential sector in Ontario has approximately four significant active market suppliers, while commercial and industrial consumers have approximately eight significant active market suppliers in Ontario and four in Quebec. Each competitor offers different options relating to price, term and service. Under deregulation, consumers also have the option of having their gas supply provided by their utility company at a variable price that is adjusted on a quarterly basis and is subject to retroactive adjustments.

Natural gas competes favourably with other fuel sources, such as oil, electricity and propane. Natural gas enjoys both environmental and price advantages over other fuel options. However, since gas is delivered through pipeline systems, its availability is constrained by distribution system infrastructure.

Electricity

Ontario opened its electricity markets in April of 2002; however, a government sponsored rate freeze was implemented in the fall of 2002 essentially suspending retail opportunities until 2005. This price freeze was lifted in 2005, once again exposing consumers to price volatility and price increases which

afforded retailers the opportunity to promote fixed price products. The Ontario electricity market is estimated at 140 terawatt hours annually and currently serviced by eight marketers.

SEM has expanded its electricity sales to the commercial sector through a variety of structured and full requirement offerings and is now offering Pennsylvania and New York USRF customers with power products. The residential sector in Pennsylvania has approximately seven significant active market suppliers while New York has approximately four significant market suppliers. Each competitor offers different options relating to price and term. Commercial and industrial customers in both Pennsylvania and New York have approximately six significant active market suppliers.

Business Operations

SEM provides fixed-price natural gas solutions for contract terms up to five years. In order to capture a fixed selling margin for the term of the customer contract, a fixed-price natural gas supply matching the volume and term of the customer obligation is contracted with various producers and financial counterparties. The LDCs are required to provide SEM with transportation, storage and distribution services to SEM's customers as well as billing and collection services.

Sales and Marketing

For the year ended December 31, 2012, SEM supplied approximately 18.7 million gigajoules (2011 – 21.1) of natural gas to approximately 21,850 (2011 – 54,066) residential and 4,156 (2011 – 4,723) commercial flowing customers under term, fixed-price contracts in Ontario, Quebec, British Columbia, Pennsylvania and New York. SEM markets its gas supply service to consumers throughout Ontario, Quebec, British Columbia and New York through an internal sales force and through independent sales agencies. Commercial sales channels are also through a combination of internal and external sales forces and association affiliations. SEM continues to leverage off its current strong commercial base as it strives to further develop commercial sales channels. Customer contracts are registered with and administered by the local utilities. The gas supply contracts have terms typically ranging from one to five years and are at a fixed-price.

In Ontario, Pennsylvania and New York, SEM focuses on selling electricity to commercial customers and flowed 816.7 megawatts ("MW") in 2012 (555.0 MW in 2011). Customer counts are not referenced as they are not relevant when referencing commercial electricity customers.

A detailed analysis of sales volumes and gross profit is provided in the Financial Statements.

Supply and Transportation

During 2012, SEM had nine financial and physical natural gas suppliers and contracts for natural gas for fixed-term and price to match contractual customer supply requirements. SEM's largest supplier represented approximately 49% of its supply commitments at December 31, 2012. SEM's supply commitments for the next five years as at December 31, 2012, are detailed in the notes to the Financial Statements. The financial condition of each counter party is evaluated and credit limits are established to reduce SEM's exposure to the credit risk of non-performance.

Although customers purchase their gas supply through SEM, LDCs such as Union Gas Ltd., Enbridge Gas Distribution, Fortis BC Energy Inc. (formerly Terasen) and Gaz Metro LP are required on a regulated basis to distribute the gas to SEM's customers. LDCs are also required to assign SEM pipeline transportation and storage capability sufficient to service its customers under contract.

Environmental, Safety and Regulatory

SEM supplies natural gas to end-use customers. The natural gas is transported through pipeline systems by pipeline and utility companies. These pipeline and utility companies are regulated by the National Energy Board, the Ontario Energy Board, the British Columbia Utilities Commission and the Régie du L'Énergie and are required to maintain environmental and safety standards.

The Ontario government passed legislation (Bill 235) that took effect January 1, 2011. The legislation includes limitations on renewals; increased marketer accountability, including licensing of individual sales agents; the elimination of telemarketing; and increased cancellation alternatives for residential consumers, including limitations of exit fees.

Employee and Labour Relations

As at December 31, 2012, the Energy Services business had 2,448 fulltime, 65 part-time and 139 temporary, casual and seasonal employees as follows:

Superior Propane had 1,346 fulltime, 23 part-time employees and 133 temporary, casual, and seasonal employees. Approximately 285 of these employees are unionized through provincial or regional certifications in British Columbia/Yukon and Quebec. There are three union agreements, with expiry dates ranging from December 31, 2013 to April 30, 2014. Collective bargaining agreements are renegotiated in the normal course of business.

USRF had 1,034 fulltime, 42 part-time and two temporary employees. Approximately 50 of these employees are unionized. One of the union agreements expires on March 31, 2013 and the other expires on May 24, 2013. Collective bargaining agreements are renegotiated in the normal course of business.

SEM had 46 full time and four temporary non-union employees. Approximately 12 independent contract sales agencies were engaged at December 31, 2012 in the marketing of energy contracts.

SGL had 22 full-time employees located in Calgary, Alberta.

Intellectual Property

Superior LP owns all the right, title and interest in the "Superior Propane" ("Superieur" in French), "Superior Gas Liquids" and "Superior Energy Management" trademarks, related design and other trade names, registered or acquired at various times over the years and relating to specific programs or services provided by Superior Propane or to marketing activities of Superior Propane. Superior Propane's trademarks are significant as they provide it with ownership of the names, designs and logos associated with its business which are recognizable to the public and useful in developing and maintaining brand loyalty. The duration of each of the trademarks is 15 years from the date they were first registered subject to renewals for further 15 year periods.

Financial Information

For selected historical financial information for the past five years, see "Selected Financial Information – Energy Services".

Risk Factors

For the risk factors related to the Energy Services business see "Risk Factors – Energy Services".

Specialty Chemicals

The specialty chemicals business operates under the trade name of ERCO Worldwide, a leading provider of specialty chemicals and related technology. The business, which is headquartered in Toronto, Ontario, has been operating since the late 1890s.

Product

ERCO is a manufacturer of sodium chlorate, chlorine dioxide, sodium chlorite, chlorine, caustic soda, hydrochloric acid, potassium hydroxide and produces hydrogen as a by-product to the electrolysis processes. It owns and operates eight production facilities across North America and one in Chile. In addition, ERCO provides chlorine dioxide generators and related technology to pulp and paper customers worldwide. Chlorine dioxide generators use sodium chlorate as the primary feedstock in the production of chlorine dioxide, an environmentally preferred bleaching agent used in the production of bleached pulp which, in turn, is used in a wide range of products, including high quality print and writing paper.

Competitive Conditions

Key competitive factors across its business include selling prices, cost efficiencies, product quality, logistical capability, reliability of supply, technical expertise and service.

ERCO is the second largest producer of sodium chlorate in North America and second largest worldwide with an estimated production capacity share of 25% and 14%, respectively. The sodium chlorate industry is consolidated with the four largest producers comprising approximately 87% and 66% of estimated North American and global market capacity, respectively.

ERCO's patented chlorine dioxide generators and related technology are installed in the majority of pulp and paper mills worldwide. Chlorine dioxide is the basis for elemental chlorine free bleaching. ECF bleaching is considered to be the best available technology for the production of bleached pulp for paper around the world.

In the sodium chlorate business, ERCO (14%) competes primarily with three other producers on a worldwide basis with respect to estimated production capacity, Eka Chemicals (26%), Kemira (14%) and Canexus (12%). Only ERCO and Eka Chemicals provide chlorine dioxide generators. By providing generator technology and services in addition to chemicals, ERCO is able to establish strong, long-term relationships with customers and gain an in-depth forward view on market developments.

ERCO is the third largest producer of potassium chloralkali products in North America and has a strong competitive position. In the potassium hydroxide (caustic potash) business, ERCO (14%) competes with three other companies in North America based on production capacity, Occidental Chemical Corporation (53%), Olin Corporation (23%) and ASHTA Chemicals Inc. (10%).

The five companies that account for approximately 80% of total North American chloralkali production capacity are the Dow Chemical Company (24%), Occidental Chemical Corporation (22%), Georgia Gulf Corporation, which merged with PPG Industries in 2012 (15%), Olin Corporation (13%) and Formsa Plastics Corporation (6%). Chlorine production by Dow Chemical Corporation and Formosa Plastics Corporation is integrated into their chlorine derivatives production, and chlorine production from Occidental Chemical Corporation, Georgia Gulf Corporation and Olin Corporation is partially integrated, with all three participating in significant merchant market sales. Most caustic soda production in North America is sold into the merchant domestic and export markets.

ERCO is a regional competitor in the chloralkali business in Western Canada and the United States Midwest. Its total production capacity represents just over 1% of North American chloralkali production capacity.

Business Operations

ERCO's operations have become increasingly more diversified with the acquisition of the Port Edwards, Wisconsin chloralkali/potassium facility in June 2005, and the completion of the sodium chlorate plant in Chile in September 2006, reducing its dependency on the North American pulp and paper industry. Furthermore, investments in export capacity at the Buckingham, Quebec sodium chlorate plant have enabled growth of export sales.

For the year ended December 31, 2012, global sodium chlorate, sodium chlorite and technology related sales represented 66% of ERCO's revenue. Chloralkali products in total represented 34% of revenue. Geographically, 56% of revenue is derived from the United States, 26% from customers in Canada, and 18% from outside North America.

The following chart provides a detailed overview of ERCO's business operations:

Product Line	% of 2012 Revenue	Market Structure	Product Fundamentals	Technology Capability	Revenue Diversification	Operating Efficiency
Sodium Chlorate, related chlorine dioxide technology and Sodium Chlorite	66%	Leader in its market	<ul style="list-style-type: none"> • Mature to declining in North America • Growing globally • Industry operates historically in excess of 90% capacity utilization 	<ul style="list-style-type: none"> • Leading global installer of chlorine dioxide generators • ERCO "SMARTS" technology enables optimization of customer chlorine dioxide generator process • 127 patents 	<ul style="list-style-type: none"> • 65% Chemical sales • 1% Technology • More than 50 customers 	<ul style="list-style-type: none"> • Competitive cost position in North America • Seven plants and ability to ramp production up or down quickly enables centralized production management and industry leading operational flexibility
Chloralkali Products <ul style="list-style-type: none"> • Chlorine • Hydrochloric acid • Potassium hydroxide • Caustic Soda 	34%	Leader in regional Western Canada and U.S. Midwest markets	<ul style="list-style-type: none"> • Stable regional demand supported by robust North American pricing environment for Hydrochloric acid and Caustic Soda 	<ul style="list-style-type: none"> • New membrane technology conversion completed in Port Edwards in 2009 	<ul style="list-style-type: none"> • More than 100 customers 	<ul style="list-style-type: none"> • Average cost structure, supported by transportation cost advantage in regional markets • Port Edwards product flexibility facilitates profit optimization • Competitive cost structure and operating flexibility

Production Facilities

ERCO's production facilities use proven and safe manufacturing processes and are located close to major rail terminals and reliable supplies of raw materials. Electrical energy costs generally represent 70 to 85% and salt approximately 10% of the variable costs of producing sodium chlorate.

Chloralkali/potassium products also utilize electrical energy and potassium chloride, each of which is a significant input cost.

ERCO's current production capacity at the six sodium chlorate plants in North America equals 454,000 MT. Internationally, ERCO designed and oversaw construction of a 55,000 MT facility in Chile. The facility commenced production in September 2006, taking advantage of continued growth opportunities in lower cost pulp and paper producing regions of South America. This brings ERCO's total annual sodium chlorate production capacity to approximately 509,000 MT.

ERCO has entered into a long-term contract with CMPC Celulosa S.A. ("**CMPC**") for 100% of the production capacity at the Mininco, Chile sodium chlorate facility. The contract has provisions which protect ERCO's investment in Chile.

ERCO's annual sodium chlorite capacity is 10,000 MT.

In August 2007, ERCO announced the approval to convert its Port Edwards, Wisconsin potassium chloralkali facility from an older mercury-based process to newer membrane technology. The conversion was completed in 2009 for US\$138 million. This conversion was prudent, as new legislation was tabled in the United States in 2009, requiring mercury-based chloralkali manufacturers to convert or cease production by 2015. Although this legislation has not yet been passed, the membrane technology now in place at ERCO's Port Edwards plant combined with the membrane technology at the Saskatoon, Saskatchewan production facility strengthens ERCO's market position and expands access to non-mercury grade customers. Furthermore, the conversion provides significant improvement in process efficiency with increased capacity from 78,000 ST to 113,000 ST, as stated in electrochemical units ("**ECUs**") at Port Edwards. ERCO's annual chloralkali capacity as stated in ECUs is 142,000 MT.

The chart below provides a summary of ERCO's production facilities:

Facility	Product	Production Capacity (MT/Year)	Power Source	Transportation
Buckingham, Quebec	Sodium Chlorate Sodium Chlorite	125,000 3,600	Regulated Hydro Quebec	Rail, truck and ocean freight
North Vancouver, British Columbia	Sodium Chlorate	99,000	Regulated BC Hydro	Rail, truck and ocean barges and freight
Grande Prairie, Alberta	Sodium Chlorate	50,000	Deregulated Fixed-price PPA Expiry: Dec, 2017 ⁽¹⁾	Rail, truck and pipeline
Saskatoon, Saskatchewan	Sodium Chlorate Chlorine Caustic Soda Hydrochloric acid	40,000 39,000 39,200 dry 24,500 dry	Regulated Sask Hydro	Rail and truck
Hargrave, Manitoba	Sodium Chlorate	40,000	Regulated Manitoba Hydro	Rail
Thunder Bay, Ontario	Sodium Chlorite	6,400	N/A	Rail
Valdosta, Georgia	Sodium Chlorate	100,000	Regulated Georgia Power	Rail
Port Edwards, Wisconsin	Chlorine Caustic Soda Hydrochloric Acid Potassium Hydroxide	63,500 72,000 dry 36,000 dry 80,000 dry	Regulated Energy Wisconsin Power & Light	Rail and Truck
Mininco, IX Region, Chile	Sodium Chlorate	55,000	Provided by CMPC	Liquids piped to adjacent CMPC mills; some products trucked to customers

(1) See "Supply Arrangements" on page 27 of this AIF.

Hydrochloric Acid Capacity Expansion

During the first quarter of 2012, Superior's Board of Directors approved an \$18 million expansion of the hydrochloric acid production capacity at the Port Edwards, Wisconsin chloralkali facility. The existing capacity of 110,000 wet MT or 36,000 dry MT will increase to approximately 220,000 wet MT upon completion of the expansion. Work on the project has begun with commercial production expected in the second quarter of 2014. During the third quarter of 2012, Superior's Board of Directors approved a \$25 million expansion of the hydrochloric acid production capacity at the Saskatoon, Saskatchewan chloralkali facility. The existing capacity of 70,000 wet MT or 24,500 dry MT will increase to approximately 140,000 wet MT upon completion of the expansion. The project was initiated in 2012 with commercial production expected in the fourth quarter of 2014. Upon completion of both projects, Superior will have total hydrochloric acid production capacity of 360,000 wet MT. The expansion of the production capacity will allow Superior to optimize overall returns at both facilities by converting a larger portion of its chlorine into higher value hydrochloric acid.

Products

Sodium Chlorate

General Overview: Sodium chlorate is an inorganic chemical manufactured through the electrolysis of brine. Sodium chlorate is primarily used to produce chlorine dioxide, an environmental preferred bleaching agent used in the production of bleached pulp. ERCO is one of two suppliers in the world to offer patented chlorine dioxide generator technology to the pulp and paper industry as well as the primary raw material (sodium chlorate). Sodium chlorate is an essential ingredient in pulp bleaching and accounts for approximately 5% or less of the cash cost to manufacture bleached pulp. A minor amount of sodium chlorate is also used in the production of agriculture herbicides and defoliants and other industrial applications.

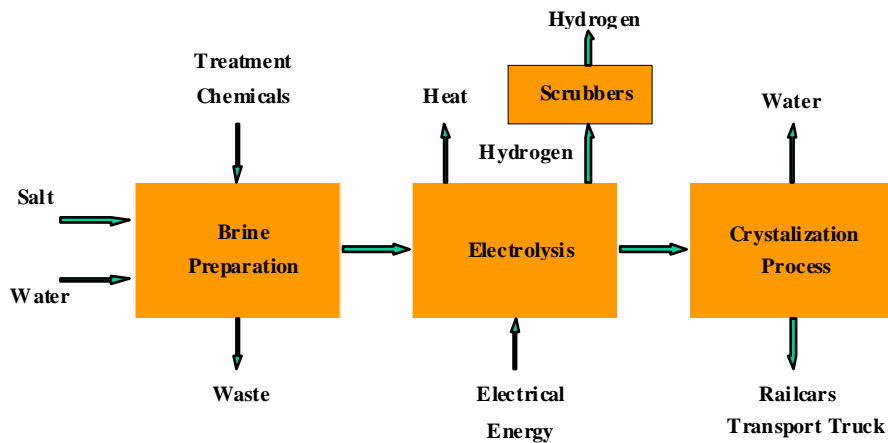
The current market demand for sodium chlorate in North America is estimated at 1.6 million MT and the world market at 3.2 million MT. The demand for sodium chlorate in North America is mature and further growth is expected from developing economic regions of the world, particularly the Asia Pacific and South American regions, as they increase their paper consumption and adopt more stringent environmental standards. North American bleached pulp producers continue to experience global competitive pressures as a result of increased fibre and energy costs and the impact of foreign exchange rates. Increasingly, new world scale pulp mills locate and/or expand production capacity in off-shore regions with significant access to low cost, renewable wood fibre, relatively stable energy supply and supportive government policies. Given the large size of these projects and the transportation challenges experienced in the South American and Asia Pacific markets, these customers prefer to have sodium chlorate facilities constructed in close proximity to their pulp and paper mills and captive to their requirements.

Production Process: As electrical energy costs generally represent 70% - 85% of the variable costs of manufacturing sodium chlorate, ERCO's ability to manage its North American customer demand with production from its six geographically diverse sodium chlorate plants facilitates efficient and cost effective supply to its customer base.

An electrochemical process using salt, water and electricity as the primary raw materials, which is summarized in the diagram below, produces sodium chlorate. Salt is dissolved in water and the solution, known as saturated brine, is fed through a series of electrolytic cells used to conduct direct electrical current. The chlorine ions in the brine form chlorine gas. The chlorine gas mixes and reacts further with the brine to form sodium chlorate in solution. The hydrogen atoms separate from the water molecules and form hydrogen gas.

A co-product, hydrogen gas, is produced in the electrolytic cells and is purified. Some of the hydrogen gas is then fed to boilers where it is burned as fuel to produce steam for process heating. The hydrogen gas that is not required for fuel can be vented, sold or used as fuel for other applications.

The following is a flow chart of the production process:



The sodium chlorate solution produced is treated and filtered to remove impurities and crystallized by removing excess water. Once cooled, the final product resembles a white crystal that is transported to customers by rail car, truck, pipeline or is bagged and shipped to international customers. ERCO exports sodium chlorate from its Vancouver, British Columbia and Buckingham, Quebec production facilities.

Chlorine Dioxide Generators

ERCO is the largest worldwide supplier of modern chlorine dioxide generators, which converts sodium chlorate into chlorine dioxide. Chlorine dioxide bleaching is currently recognized worldwide as the best available technology in the production of bleached pulp for paper. These generators, which are sold under the ERCO™ brand name, are designed and engineered for pulp mills to meet their specific needs for size, technology, pulping conditions, desired whiteness and strength of the final bleached product. ERCO provides engineering, design, equipment specification, equipment procurement, on-site technical assistance and operator training and plant start-up services. The business, which licenses its technology to its customers, also provides ongoing technical support services and spare parts. Each mill that uses chlorine dioxide as a bleaching agent requires at least one chlorine dioxide generator. Revenues from the sale of chlorine dioxide generators are received as those generators are constructed at customer sites.

The ERCO Smarts™ product provides customers with an advanced automation software package that optimizes the operating efficiency of the chlorine dioxide generator. Six customers currently use the ERCO Smarts™ product, and one other customer is implementing it.

Sodium Chlorite

Sodium chlorite is used as a feedstock in the production of chlorine dioxide in smaller scale operations, a disinfectant for municipal water treatment, industrial process applications, a biocide/disinfectant for food processing and sanitization, a bacteria scavenger in ethanol production as well as other industrial

applications. The primary feedstock for sodium chlorite is sodium chlorate. ERCO currently produces sodium chlorite at its plants located in Buckingham, Quebec and Thunder Bay, Ontario.

Demand for the product increased significantly in 2007, as new industrial environmental applications and more stringent water treatment regulations arose. This has continued through 2012.

Chloralkali Products

ERCO's chloralkali operations are located at Saskatoon, Saskatchewan and Port Edwards, Wisconsin. Both of these locations produce caustic soda, chlorine and hydrochloric acid. In addition, Port Edwards produces potassium hydroxide.

ERCO was a manufacturer of potassium carbonate in Wisconsin but has discontinued production of potassium carbonate in order to focus more on its growth opportunities in the potassium hydroxide sector.

Chloralkali products provide for an important diversification of ERCO's product lines, as nearly all of ERCO's chlorine, hydrochloric acid and potassium hydroxide production are sold to end markets not related to the pulp and paper industry.

Chlorine: The market for chlorine in North America is estimated at 12.1 million MT. Chlorine is used in a variety of chemical processes including the production of polyvinyl chloride "PVC", water treatment disinfection and other chemical businesses. Chlorine is used directly or in bleach form to eliminate water-borne diseases in drinking water. Chlorine is also used to produce hydrochloric acid, which is used in a variety of industrial applications, including application in the oil and gas industry and steel pickling.

The basis of chlorine production involves dissolving salt (either NaCl or KCl) in water, supplying the brine into the anode compartment of a divided cell. When power is applied, the chlorine ions (negative) move towards the anode (positive) where they are oxidized to form chlorine gas. The water is supplied to the cathode compartment of the cell, whereby the hydrogen ion (positive) is reduced at the cathode (negative), releasing hydrogen gas, a by-product of the chlor-alkali process. ERCO recovers some hydrogen for sale, to produce hydrochloric acid or to make steam.

The sodium (or potassium) ions pass through the membrane from the anode compartment to the cathode compartment where they continue with the hydroxide ions left from the water to create the sodium (or potassium) hydroxide. Overall the chemical equation (using sodium salt as the example) is:



The basic reaction follows the laws of chemistry and therefore the chemicals are produced in a definite and consistent ratio to one another. Chemical equivalent amounts of the products will always be produced. Specifically, for every ton of chlorine produced with sodium salt, approximately 1.12 tons of caustic soda will be produced. In the case of potassium salt the ratio is approximately 1.58.

ERCO's Saskatoon plant runs exclusively on sodium salt and uses the membrane cell process to produce chlorine and caustic soda. The Port Edwards facility operates membrane technology.

Caustic Soda: The market for caustic soda in North America is estimated at 11.9 million dry MTs. Caustic soda is used primarily in the pulp and paper, soaps and detergents, alumina, textile and petroleum industries as a chemical intermediate.

Potassium Hydroxide: The market for potassium hydroxide in North America is estimated at 460,000 MTs. Potassium hydroxide is used primarily in the production of potassium carbonate, potassium phosphates, potassium soaps and other potassium chemicals such as potassium acetate. Generally, potassium hydroxide is used in applications where the potassium ions are of value. Potassium acetate is gaining popularity as a deicing agent for airport runways due to environmental pressures to reduce use of glycol or urea based deicers. The replacement of sodium with potassium in food is also gaining popularity.

Sales and Marketing

ERCO sodium chlorate sales are conducted by its business managers who have technical expertise related to chlorine dioxide generation and pulp bleaching applications. They develop long-term relationships with clients through the provision of technical service and support. ERCO sells sodium chlorate directly to pulp and paper mills typically under one to five year supply arrangements, most of which provide for a significant percentage of total mill requirements at market-based prices. Due to the highly technical nature of ERCO's chlorine dioxide generator operations, a coordinated selling approach between its product sales and marketing team and its technical service and engineering groups is employed.

Increasing portions of ERCO's sodium chlorate sales are to the growing South American and Asia/Pacific markets and ERCO has offices in Chile, Japan and China.

Chloralkali products are sold through a combination of dedicated sales people and distributors.

ERCO's top ten customers account for approximately 49% of its revenues with its largest customer comprising approximately 7% of its revenues.

Supply Arrangements

ERCO uses four primary raw materials to produce its chemical products: electrical energy, sodium chloride, KCl and water. The business has tariff driven long-term contracts or contracts that renew automatically with power producers in each of the jurisdictions in which its plants are located with the exception of the plant in Grande Prairie, Alberta where electricity is publicly traded. In Alberta, 100% of its power requirements were hedged through 2017 under an electrical sales agreement with TransCanada Energy Ltd., whose parent company TransCanada Corporation holds a power purchase agreement with TransAlta Corporation. Effective February 8, 2011, TransAlta Corporation issued a notice of termination for destruction on its Sundance 1 and 2 coal-fired generation units under the terms of the Sundance A Power Purchase Agreement (the "**PPA**"), as TransAlta Corporation had determined that the units cannot be economically repaired. On February 9, 2011 TransCanada Corporation announced it had received a notice from TransAlta Corporation and would resolve any issues arising through the dispute resolution procedure under the terms of the PPA. On July 20, 2012, TransCanada Energy Ltd. received a favourable decision from an independent arbitration panel regarding the dispute. The independent panel determined that the PPA should not be terminated and limited TransAlta Corporation's force majeure claim from November 20, 2011 until such time that the units can be reasonably be returned to service. During the third quarter of 2012, Superior received a payment of \$15.8 million from TransCanada Energy Ltd., a subsidiary of TransCanada Energy Ltd., in connection with the arbitration panel ruling. As a result, Superior included a one-time gain of \$12.5 million, representing Superior's share of the gross settlement net of certain settlement costs, as a reduction to cost of goods sold in the third quarter of 2012. See Note 22 to the Financial Statements. Without the power purchase agreement, ERCO will incur market-based power rates at the Alberta facility.

Also, in Georgia, ERCO has a power arrangement with Georgia Power based on a combination of a standard Real Time Pricing and a firm tariff.

The electricity contracts generally provide ERCO with some portion of firm power and a portion that may be interrupted by the producer based on the terms of the various agreements. ERCO can quickly reduce its power consumption at minimal cost, which in some jurisdictions, allows ERCO to reduce its overall power costs by selling ancillary services back to the power producer or to the power grid.

ERCO purchases sodium and potassium salts from third-party suppliers to fulfill the requirements at six of its eight plants. The salt contracts are typically fixed-price contracts with terms of one or more years, often with automatic renewals. The Hargrave and Saskatoon facilities are self-supplied through solution mining at the plant site.

KCl is a major raw material used in the production of Potassium Hydroxide at ERCO's Port Edwards, Wisconsin facility. Substantially all of ERCO's KCl is received from PCS. PCS operates two KCl mines that are able to provide the product specifications required by ERCO. ERCO currently has a limited ability to source KCl from additional suppliers.

Transportation

Approximately 59% of ERCO's North American product transportation requirements are provided by railcar, 27% by transport truck and the remaining 14% by pipeline, ocean or marine barge vessel. ERCO's South American product is transported via pipeline (40%) and in trucks (60%). ERCO utilizes third party carriers to transport all of its products. Rail transportation requirements are provided by 1,539 railcars, of which 220 are owned and 1,319 are leased with staggered expiration terms through to 2021. ERCO generally extends leases in advance of the expiration date. In 2010, ERCO purchased 17 chlorine railcars, which can operate until the mid 2020's, ensuring access to a sufficient number of specialized cars until the next generation cars are available.

All of the plants are located close to major rail terminals and customer sites to facilitate delivery of ERCO Worldwide products to the relevant markets.

Employee and Labour Relations

As at December 31, 2012, ERCO had 541 full-time employees of which 127 were unionized. The three plants in Vancouver, Saskatoon and Buckingham are subject to collective bargaining agreements; the Vancouver agreement will be renegotiated in 2013. The Saskatoon and one of the two Buckingham agreements were renegotiated in 2010 and expire on September 30, 2013 and March 15, 2017, respectively. The second Buckingham agreement was renegotiated in 2011 and expires on November 30, 2017. Collective bargaining agreements are renegotiated in the normal course of business.

Environmental, Safety and Regulatory

ERCO's operations involve the handling, production, transportation, treatment and disposal of materials that are regulated by environmental, safety, and transportation laws and regulations. ERCO is a founding member of Responsible Care®, an initiative of the Chemistry Industry Association of Canada, the American Chemistry Council, and ASIQUIM (in Chile). Responsible Care® is the chemistry industry's commitment to sustainability - the betterment of society, the environment and the economy. ERCO has been verified against the Responsible Care® ethic and codes of practice for a fifth time which represents over 18 years of externally verified compliance to the codes. ERCO continually strives to achieve an environmental and safety record that is "best-in-class" in the chemistry industry. ERCO has received many awards for its safety and environmental performance. In addition, the conversion to membrane

technology at the Port Edwards chloralkali facility has eliminated future legacy and liability risks associated with mercury use and emissions at the facility.

Intellectual Property

Superior LP owns all the right, title and interest in the "ERCO Worldwide" ("ERCO Mondial" in French) trade name in Canada, the "ERCO" trademark and related design and certain other trademarks and patents registered or acquired at various times over the years relating to specific technology, products or services that it provides. ERCO is also in the process of registering the "ERCO Worldwide" Trade-mark in various other countries. ERCO's trademarks are significant as they provide it with ownership of the names, designs and logos associated with its business and technology and are well recognized internationally in the pulp and paper and the water treatment industries. The duration of each of the trademarks is between 10 and 15 years from the date of the first registration, subject to renewals for further 10 to 15 year periods, depending on the country of registration.

The patents and patent applications held by General Partner are in the process of being transferred to Superior LP. Once this process is completed, it is expected that Superior LP will have 70 patents and 26 patent applications worldwide, protecting its proprietary chlorine dioxide, sodium chlorate and sodium chlorite technologies. The duration of each patent is between 15 and 20 years from the date the patent was first registered, depending on the country of registration.

Financial Information

For selected historical financial information for ERCO for the last five years, see "Selected Historical Information – Specialty Chemicals".

Risk Factors

For the risk factors related to ERCO's business see "Risk Factors – Specialty Chemicals".

Construction Products Distribution

The CPD business is one of North America's leading distributors of commercial and industrial insulation and specialty walls and ceiling products. It is the largest distributor of specialty construction products to the walls and ceilings industry in Canada. CPD operates under a number of trade names in Canada and the U.S. See "Construction Products Distribution – Intellectual Property".

Gypsum Specialty Distribution includes the distribution of a full line of construction products related to the walls and ceilings industry in both Canada and the United States, including drywall and components, acoustical ceilings, steel framing and accessories, building insulation and stucco, roofing, tools and other related products. The majority of the GSD business came from the acquisition of Winroc in 2004 and a number of regional acquisitions since that time. Winroc was founded in 1971.

Commercial and Industrial Insulation distribution includes the distribution of insulation as well as value added fabrication services in North America. Fabrication services involve converting raw insulation materials to exact size and shape specifications for industrial and commercial uses. CPD entered the C&I market as a result of the acquisition of SPI in 2009. SPI was founded in 1982. With the acquisition of the Burnaby Assets in June of 2010, CPD entered the Canadian C&I market.

With the acquisition of SPI, the CPD business began selectively expanding SPI's existing U.S. architectural facilities to carry the full line of walls and ceilings products and services. The CPD business recognized opportunities to leverage GSD and C&I operations and the product mix, geographic service and broader network of locations to service customers.

The CPD business is headquartered in Calgary, Alberta, with a U.S. administrative office in Lancaster, Pennsylvania.

Products

Sales of the CPD business can generally be grouped into the following product categories:

Product category	% of revenue	
	2012	2011
Commercial and industrial insulation	31%	35%
Drywall and Components	22%	23%
Ceilings	21%	18%
Residential insulation	9%	9%
Steel framing and accessories	8%	10%
Stucco, tools and miscellaneous	9%	5%

Competitive Conditions

Selling price, service quality, product availability and ability to source product at competitive prices are major competitive factors in the CPD market.

The sectors in which CPD operates are largely fragmented. A small number of competitors cover multiple states or provinces. CPD will generally attempt to attain a target market position in key products in any market area. Local market position, distribution and service network, and purchasing volume, including the additional volume from third party buying group members, provide CPD and its buying group members with an advantage over smaller competitors.

The business is a local, relationship-based business in which distributors compete for installing contractors' purchases on the basis of both price and service, and additionally in the case of insulation, competing with other distributors to sell to end users like industrial plants for a portion of the business. Barriers to entry are relatively low, but include proficiency in stock and scatter service, the ability to aggregate significant purchase quantities and corresponding volume discounts, as well as distribution agreements with suppliers. CPD establishes its position in a market as a productivity partner with the installing contractor, providing value added "stock and scatter" job site service for GSD and in services, including fabrication of insulation products, thereby allowing the contractor to focus on installation and optimization of jobsite labour efficiency.

The business approach is to achieve (a) strategically located centres, stocked with a comprehensive selection of products, (b) a knowledgeable team to ensure quick order turnaround, (c) a close working relationship with the customers to understand exact product needs and ensure on-time delivery while managing operating expenses, working capital levels, and (d) a close working relationship with suppliers to achieve joint market objectives.

Business Operations

During 2012, CPD performed a detailed review of its existing operations and adopted a hub-and-spoke model to service large regional markets. This enabled CPD to close 15 branches.

CPD operates 113 distribution branches which are generally run by local managers that have direct responsibility for customer sales and service, pricing, warehouse and delivery operations, expense management and branch administration. Of these 113 operating locations, 15 are either primarily insulation fabrication facilities or include such operations. Two locations are owned and the remaining 111 are leased from third parties under normal course operating leases. See Note 19 to the Financial Statements.

The branches are typically located in industrial or commercial settings and range from smaller warehouse locations to larger operations on up to five acres of land, complete with office and showroom areas, covered and uncovered product storage areas, and receiving and shipping space. The operating area for a branch is usually focused within a radius of 100 kilometres around branch locations, depending on the nature of the customer base and local transportation infrastructure.

Sales and Marketing

CPD enjoys considerable geographic and customer diversification, servicing over 17,000 active customers across 113 distribution branches with 79 branches in the United States and 34 branches in seven provinces in Canada. The ten largest customers represent approximately \$51 million of annual distribution sales or 7.2%. Sales are modestly seasonal, with slightly over 51% typically generated during the second and third quarters. Geographically, 59% of 2012 sales were derived from customers in the United States and 41% from Canada.

Demand Profile

For walls and ceiling products, the demand factors include GDP, demographic trends, level of activity in the residential and non-residential construction markets, interest rates, employment levels, consumer confidence and availability of financing. These factors impact the level of existing housing sales, new home construction, new non-residential construction and office/commercial space turnover.

Housing starts reflect the level of new residential construction activity. New commercial construction activity has historically lagged new residential activity, as commercial infrastructure is later put in place to

service residential development. Renovation activity trends have historically followed re-sale of existing homes and turnover of commercial building space. CPD sales are comprised of 56% commercial (new construction and renovation segments), 28% residential (new construction and renovation segments) and 16% industrial segments. A full product line, excluding industrial insulation, is sold to commercial, residential and industrial customers. Gypsum board and accessories, insulation and plaster products are the primary products sold to residential construction customers while industrial insulation is primarily sold to the industrial segments.

Annual sales revenues for the North American GSD industry are estimated to exceed \$17 billion in 2013. CPD is estimated to be the largest gypsum specialty distributor in Canada and a leading GSD and C&I distributor in North America. Specialty distributors, such as CPD, servicing the builder/renovation contractor market, represent an estimated 50% to 60% of total industry revenues with the remainder sold through retailers and independent lumber yards who service the builder/contractor market as well as the do-it-yourself market.

In the C&I market, demand is driven largely by construction spending and economic growth. Products are provided for use in new construction, renovation of existing facilities, ongoing maintenance and OEM applications. It is estimated that 35% of CPD's C&I products are used in replacement/mechanical system maintenance applications with the remaining 65% used in new construction projects. Sectors within the C&I market that are particularly influential to demand include: commercial construction and renovation, the construction, maintenance and expansion of industrial process facilities (i.e. oil refineries, petrochemical plants and power generation facilities), and institutional facilities (i.e. government, healthcare and education).

The U.S. C&I market is estimated at US\$1.8 billion to US\$2.0 billion in 2013. It is estimated that slightly more than 80% of manufacturers' sales to end-users and contractors are through distributors, with the balance sold directly to contractors or end users.

Product Pricing

Subject to market conditions, pricing to customers is primarily based on market supply and demand. At times, price changes from manufacturers are not immediately passed through to customers, which can create variation in profit margins. In addition, product gross margins vary between product categories and geographic areas. Customer pricing is managed at both the regional and local market level.

Supply Arrangements

Product purchasing is a critical component of the CPD business. The cost of products, product specification and knowledge, and the ability to source products in periods of tight supply are key to differentiating the division's service position to its customers. Additionally, the ability to place product creates value for suppliers.

Products are purchased from over 1,250 suppliers, of which the top ten provide 63% of the CPD's total supply requirements. A large portion of the GSD purchasing operations are conducted through the Allroc trade name. Allroc also provides third party purchasing services for other independent companies. This relationship allows the business to further leverage its purchasing power and improves buying group member profitability. CPD purchases its products pursuant to various purchasing programs and does not enter into long-term purchasing contracts.

Transportation

Suppliers are typically responsible for arranging transportation of products from the manufacturing facility to the operating locations or, in a small percentage of cases, directly to the customer job site. Deliveries are primarily made via common highway carrier or rail.

The CPD business operates a fleet of trucks and forklifts, both owned and leased, to transport product from its branch locations to customer job sites and to handle product within its branch locations. It employs full-time, part-time and seasonal drivers and stockers who deliver products. As at December 31, 2012, the CPD business owned and leased 728 primary delivery vehicles and 135 trailers. In addition, it owned or leased 250 forklifts, which are used at its warehouse locations and customer job sites to load and unload product from delivery vehicles. Truck leases are not full service leases.

Employee and Labour Relations

As at December 31, 2012, Superior's CPD business had 1,451 employees, of which 602 were salaried and 849 were hourly employees. 55 of the hourly employees are unionized through collective bargaining agreements at six of its operating locations: Victoria, Campbell River and Nanaimo in British Columbia, London and Windsor in Ontario, and Oakdale in Minnesota.

The Minnesota branch current contract expires in August of 2013 and the other agreements have expiry dates ranging from 2014 to 2015. Collective bargaining agreements are renegotiated in the normal course of business.

Environmental, Safety and Regulatory

Distribution of walls and ceilings and certain C&I products is a physically challenging job. In addition, fabricating insulation products requires care and skill in operating equipment. CPD invests significant resources and time in maintaining a safe, clean and healthy workplace. This is achieved through proper procedures and direction, incorporating a comprehensive delivery hazard assessment process and safe utilization of equipment such as forklifts, boom trucks, fabrication equipment and carts/dollies. The CPD business handles and stores a variety of construction materials and maintains appropriate material handling compliance programs.

The division participates in a number of environmental programs with its suppliers, including return/recycling of supply materials and return/recycling of acoustical ceiling products removed from renovation jobs by their customers. CPD has two locations that are certified by the Forest Stewardship Council as recognition of our environmental efforts. One location is in Calgary, Alberta and the other in Chicago, Illinois.

Intellectual Property

Superior LP and its subsidiaries own all the rights, title and interest in "Winroc", "Allroc", "Interior Building Supplies" "Inland Building Supplies (IBS)", "Fackoury's Building Supplies", "Leon's Insulation", "SPI", "International Technifab", "Construction Systems", "CSI", "Pamrod", "Paragon Industries Inc.", "Presnell Insulation Co.", "Extol of Texas", "Pamrod Products", "House of Ladders", "Richlar Industries", "Abacus", "Proven Products SPI" and "Mulligan" trademarks, and in certain cases, the related design and certain trade names, registered or acquired at various times over the years and relating to specific programs or services provided.

CPD's trademarks are significant as they provide Superior LP and its subsidiaries with ownership of the names, designs and logos associated with the business, which are recognizable to the industries and customers served and useful in developing and maintaining brand loyalty.

Financial Information

For selected historical financial information for the past five years see "Selected Financial Information – Construction Products Distribution".

Risk Factors

For the risk factors related to the construction products distribution division, see "Risk Factors – Construction Products Distribution".

SELECTED FINANCIAL INFORMATION

ENERGY SERVICES

(millions of dollars)	Years Ended December 31				
	2012 ⁽¹⁾	2011 ⁽¹⁾	2010 ⁽¹⁾⁽³⁾	2009 ⁽¹⁾⁽²⁾	2008 ⁽¹⁾
Revenues	2,301.6	2,686.1	2,339.1	1,312.1	1,491.2
Cost of products sold	1,854.2	2,230.9	1,904.2	971.9	1,159.3
Gross profit	447.4	455.2	434.9	340.2	331.9
Cash operating, and administrative costs	313.2	321.6	320.2	242.6	228.6
EBITDA from operations ⁽⁶⁾⁽⁷⁾	134.2	133.6	114.7	97.6	103.3

SPECIALTY CHEMICALS

(millions of dollars)	Years Ended December 31				
	2012 ⁽¹⁾	2011 ⁽¹⁾	2010 ⁽¹⁾	2009 ⁽¹⁾	2008 ⁽¹⁾
Revenues	542.2	529.1	481.1	456.8	479.6
Cost of products sold	283.9	290.4	260.9	246.8	244.3
Gross profit	258.3	238.7	220.2	210.0	235.3
Cash operating, and administrative costs	130.8	123.5	118.7	117.0	118.8
EBITDA from operations ⁽⁶⁾⁽⁷⁾	127.5	115.2	101.5	93.0	116.5

CONSTRUCTION PRODUCTS DISTRIBUTION

(millions of dollars)	Years Ended December 31				
	2012 ⁽¹⁾	2011 ⁽¹⁾	2010 ⁽¹⁾	2009 ⁽¹⁾⁽⁴⁾	2008 ⁽¹⁾
Revenues	778.9	711.8	717.6	469.5	523.6
Cost of products sold	595.0	537.1	545.3	347.2	382.9
Gross profit	183.9	174.7	172.3	122.3	140.7
Cash operating, and administrative costs	163.1	150.5	145.5	99.5	103.3
EBITDA from operations ⁽⁶⁾⁽⁷⁾	20.8	24.2	26.8	22.8	37.4

CONSOLIDATED FINANCIALS

(millions of dollars except average number of shares/trust units and per share/trust unit amounts)	Years Ended December 31				
	2012 ⁽¹⁾	2011 ⁽¹⁾	2010 ⁽¹⁾	2009 ⁽¹⁾	2008 ⁽¹⁾
Revenues	3,624.3	3,925.6	3,537.4	2,246.7	2,487.3
Gross profit	846.3	827.5	780.6	653.4	669.1
EBITDA from operations ⁽⁶⁾⁽⁷⁾	282.5	273.0	243.0	213.4	257.2
Adjusted operating cash flow	193.5	180.4	162.9	163.9	192.3
Per share/trust unit	\$1.73	\$1.65	\$1.54	\$1.80	\$2.18
Average number of shares/trust units outstanding (millions)	111.9	109.2	105.6	91.0	88.3
Capital expenditures, net	44.8	49.8	214.5	456.5	147.5
Total assets	2,036.3	2,193.4	2,696.9	2,274.0	2,026.9
Total revolving term bank credit and term loans ⁽⁵⁾	577.6	690.4	670.3	738.1	577.7

⁽¹⁾ Financial information for the years ended December 31, 2012 and 2011 are based on IFRS, 2010 financial information has been restated for the impact of IFRS, and 2009 and 2008 financial information is based on GAAP.

⁽²⁾ SRH and GES were acquired effective September 30, 2009 and December 11, 2009, respectively.

⁽³⁾ GHI was acquired effective January 20, 2010.

⁽⁴⁾ SPI was acquired effective September 24, 2009.

⁽⁵⁾ Includes accounts receivable securitization program and excludes leasing obligations.

⁽⁶⁾ See "Forward-looking Statements and Non-IFRS Measures".

⁽⁷⁾ See Financial Statements for reconciliation to net income or loss.

CAPITAL STRUCTURE

The following is a summary of the material attributes and characteristics of the securities of Superior, including the Common Shares and Debentures.

Share Capital

Superior is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. The following is a summary of the rights, privileges, restrictions and conditions of the Common Shares and preferred shares. As at the date of this AIF, approximately 113.0 million Common Shares and no preferred shares are issued and outstanding.

Common Shares

The holders of Common Shares are entitled to (i) dividends if, as and when declared by the board of directors, (ii) one vote per share at meetings of the holders of Common Shares; and (iii) upon liquidation, dissolution or winding up of Superior, receive pro rata the remaining property and assets of Superior, subject to the rights of shares having priority over the Common Shares.

Preferred Shares

The preferred shares are issuable in series and each class of preferred shares will have such rights, restrictions, conditions and limitations as the board of directors may from time to time determine. The holders of preferred shares will be entitled, in priority to holders of Common Shares, to be paid rateably with holders of each other series of preferred shares the amount of accumulated dividends, if any, specified to be payable preferentially to the holders of such series and upon liquidation, dissolution or winding up of Superior, to be paid rateably with holders of each other series of preferred shares the amount, if any, specified as being payable preferentially to holders of such series.

Convertible Debentures

During 2012, Superior redeemed all of its 5.75% Convertible Debentures due December 31, 2012.

Superior has five separate series of Convertible Debentures consisting of the 5.85% Debentures 7.5% Debentures, 5.75% Debentures, 6.0% Debentures and 7.5% Debentures (2011) (collectively, the "**Outstanding Debentures**" and any one series, the "**Debentures**"). The 5.85% Debentures are issued pursuant to the First Indenture. The 7.5% Debentures, 5.75% Debentures, 6.0% Debentures and 7.5% Debentures (2011) are issued pursuant to the Second Indenture (the First Indenture and Second Indenture collectively referred to as the "**Indentures**"). Superior can issue additional debentures under the Indentures from time to time.

5.85% Debentures

As of the date of this AIF, there are approximately \$25.0 million aggregate principal amount of 5.85% Debentures issued and outstanding which mature on October 31, 2015. The 5.85% Debentures are issuable in denominations of \$1,000 principal amount and bear interest at a rate of 5.85% per annum, which is payable semi-annually in arrears on April 30 and October 31 of each year. The 5.85% Debentures are convertible at the holder's option into Common Shares at any time prior to the close of business on October 31, 2015 and the business day immediately prior to a date specified by Superior for redemption of the 5.85% Debentures at a conversion price of \$31.25 per common share.

On or after November 1, 2010, the 5.85% Debentures are redeemable prior to maturity in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days prior notice at a price equal to the principal amount thereof plus accrued and unpaid interest.

7.5% Debentures

As of the date of this AIF, there are approximately \$69.0 million aggregate principal amount of 7.5% Debentures issued and outstanding which mature on December 31, 2014. The 7.5% Debentures are issuable in denominations of \$1,000 principal amount and bear interest at a rate of 7.5% per annum, payable semi-annually in arrears on June 30 and December 31 of each year. The 7.5% Debentures are convertible at the holder's option into Common Shares at any time prior to the close of business on December 31, 2014 and the business day immediately prior to a date specified by Superior for redemption of the 7.5% Debentures at a conversion price of \$13.10 per Common Share.

The 7.5% Debentures are not redeemable by Superior on or before August 31, 2012. On or after August 31, 2012 and on or before August 31, 2013, the 7.5% Debentures are redeemable in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days' notice at a price equal to the principal amount thereof plus accrued and unpaid interest provided that the volume weighted average trading price of the Common Shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of redemption is given (the "**Current Market Price**") on the day preceding the notice of redemption is at least 125% of the conversion price. On or after August 31, 2013, the 7.5% Debentures are redeemable prior to maturity in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days prior notice at a price equal to the principal amount thereof plus accrued and unpaid interest.

5.75% Debentures

As at the date of this AIF, there are approximately \$172.5 million aggregate principal amount of 5.75% Debentures issued and outstanding which mature on June 30, 2017. The 5.75% Debentures are issuable in denominations of \$1,000 principal amount and bear interest at a rate of 5.75% per annum, payable semi-annually in arrears on June 30 and December 31 of each year. The 5.75% Debentures are convertible at the holder's option into Common Shares at any time prior to the close of business on June 30, 2017 and the business day immediately prior to a date specified by Superior for redemption of the 5.75% Debentures at a conversion price of \$19.00 per Common Share.

The 5.75% Debentures are not redeemable by Superior on or before June 30, 2013. On or after June 30, 2013 and on or before June 30, 2015, the 5.75% Debentures are redeemable in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days' notice at a price equal to the principal amount thereof plus accrued and unpaid interest provided the Current Market Price on the day preceding the notice of redemption is at least 125% of the conversion price. On or after June 30, 2015, the 5.75% Debentures are redeemable prior to maturity in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days prior notice at a price equal to the principal amount thereof plus accrued and unpaid interest.

6.0% Debentures

As at the date of this AIF, there are approximately \$150.0 million aggregate principal amount of 6.0% Debentures issued and outstanding which mature on June 30, 2018. The 6.0% Debentures are issuable in denominations of \$1,000 principal amount and bear interest at a rate of 6.0% per annum, payable semi-annually in arrears on June 30 and December 31 of each year. The 6.0% Debentures are convertible at the holder's option into Common Shares at any time prior to the close of business on June 30, 2018 and the business day immediately prior to a date specified by Superior for redemption of the 6.0%

Debentures at a conversion price of \$15.10 per Common Share. Upon conversion of the Debentures, in lieu of delivering Common Shares, Superior may, at its option, elect to pay the holder cash (the "**Cash Conversion Option**"). If Superior elects, in its sole discretion, to settle the conversion obligation in cash, Superior shall deliver to the holder an amount in cash based on the daily volume weighted average price of the Common Shares on the TSX as measured over a period of 10 consecutive trading days commencing on the third day following the conversion date. Any payments pursuant to the Cash Conversion Option are subject to the subordination provisions contained in the Second Indenture as though such payments were payments of principal or interest on the Debentures.

The 6.0% Debentures are not redeemable by Superior on or before June 30, 2014. On or after June 30, 2014 and on or before June 30, 2016, the 6.0% Debentures are redeemable in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days' notice at a price equal to the principal amount thereof plus accrued and unpaid interest provided the Current Market Price on the day preceding the notice of redemption is at least 125% of the conversion price. On or after June 30, 2016, the 6.0% Debentures are redeemable prior to maturity in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days prior notice at a price equal to the principal amount thereof plus accrued and unpaid interest.

7.5% Debentures (2011)

As at the date of this AIF, there are approximately \$75.0 million aggregate principal amount of 7.5% Debentures issued and outstanding which mature on October 31, 2016. The 7.5% Debentures (2011) are issuable in denominations of \$1,000 principal amount and bear interest at a rate of 7.5% per annum, payable semi-annually in arrears on April 30 and October 31 of each year. The 7.5% Debentures are convertible at the holder's option into Common Shares at any time prior to the close of business on October 31, 2016 and the business day immediately prior to a date specified by Superior for redemption of the 7.5% Debentures (2011) at a conversion price of \$11.35 per Common Share. Upon conversion of the Debentures, in lieu of delivering Common Shares, Superior may, at its option, elect to pay the holder cash pursuant to the Cash Conversion Option. If Superior elects, in its sole discretion, to settle the conversion obligation in cash, Superior shall deliver to the holder an amount in cash based on the daily volume weighted average price of the Common Shares on the TSX as measured over a period of 10 consecutive trading days commencing on the third day following the conversion date. Any payments pursuant to the Cash Conversion Option are subject to the subordination provisions contained in the Second Indenture as though such payments were payments of principal or interest on the Debentures.

The 7.5% Debentures (2011) are not redeemable by Superior on or before October 31, 2014. On or after October 31, 2014 and on or before October 31, 2015, the 7.5% Debentures (2011) are redeemable in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days' notice at a price equal to the principal amount thereof plus accrued and unpaid interest provided the Current Market Price on the day preceding the notice of redemption is at least 125% of the conversion price. On or after October 31, 2015, the 7.5% Debentures (2011) are redeemable prior to maturity in whole or in part from time to time at the option of Superior on not more than 60 days and not less than 30 days prior notice at a price equal to the principal amount thereof plus accrued and unpaid interest.

General Terms

Each series of Outstanding Debentures have the following general terms:

Superior will, on redemption or maturity of the Outstanding Debentures, repay the indebtedness represented by the Outstanding Debentures by paying the Debenture Trustee an amount equal to the principal amount of the Outstanding Debentures, together with accrued and unpaid interest thereon.

Superior has the option, on not more than 60 days and not less than 30 days (40 days in respect of the 7.5% Debentures, the 5.75% Debentures, the 6.0% Debentures and the 7.5% Debentures (2011)) prior notice and subject to regulatory approval, to satisfy its obligation to repay the principal amount and/or accrued interest thereon of the Outstanding Debentures which are to be redeemed or have matured, by issuing common shares to holders thereof. The number of Common Shares to be issued will be determined by dividing the aggregate principal amount to be redeemed (or applicable portion thereof) or which have matured by 95% of the Current Market Price of the particular series of Debentures on the date fixed for redemption or maturity, as the case may be.

The payment of the principal of, and interest on, the Outstanding Debentures is subordinated in right of payment to the prior payment (or provision made for such payment) in full of all Senior Indebtedness. "Senior Indebtedness" in this context generally means the principal of and premium, if any, and interest on and other amounts in respect of all indebtedness of Superior, other than indebtedness evidenced by the Debentures and all other existing or future indebtedness or other instruments of Superior which, by the terms of the instrument creating or evidencing the indebtedness, is expressed to be *pari passu* with, or subordinate in right of payment to, the Debentures.

The Indentures provide that an event of default ("**Event of Default**") in respect of Outstanding Debentures issued under the Indentures, will occur if any one or more of the following described events has occurred and is continuing with respect to such Outstanding Debentures: (i) failure for 15 days to pay interest on such Debentures when due; (ii) failure to pay principal or premium, if any, on such Debentures when due, whether at maturity, upon redemption, by declaration or otherwise; or (iii) certain events of bankruptcy, insolvency or reorganization of Superior under bankruptcy or insolvency laws. If an Event of Default has occurred, is continuing and is not otherwise waived by the respective holders of Debentures, the Debenture Trustee may, in its discretion, and shall, upon request of holders of not less than 25% in principal amount of such Debentures, declare the principal of and interest on all outstanding Debentures issued under the Indentures, to be immediately due and payable.

With respect to the 5.85% Debentures, upon the occurrence of a change of control of Superior involving the acquisition of voting control or direction over 66 2/3% or more of the Common Shares of Superior or securities convertible into or carrying the right to acquire Common Shares of Superior (a "**Extraordinary Change of Control**"), each holder of such Debentures may require Superior to purchase, on the date which is 30 days following the giving of notice of the Extraordinary Change of Control (the "**Put Date**"), the whole or any part of such holder's Debentures at a price equal to 101% of the principal amount thereof (the "**Put Price**") plus accrued and unpaid interest up to, but excluding, the Put Date. If 90% or more in aggregate principal amount of the particular series of Debentures issued and outstanding under a particular Indenture on the date of the giving of notice of the Extraordinary Change of Control have been tendered for purchase on the Put Date, Superior will have the right to redeem all the remaining Debentures of such series on such date at the Put Price, together with accrued and unpaid interest up to, but excluding, such date. Notice of such redemption must be given to the Debenture Trustee prior to the Put Date and as soon as possible thereafter, by the Debenture Trustee, to the holders of the Debentures not tendered for purchase.

With respect to the 7.5% Debentures, 5.75% Debentures, 6.0% Debentures and 7.5% Debentures (2011), upon the occurrence of a change of control of Superior involving the acquisition of voting control or direction over 50% or more of the Common Shares but excluding an acquisition, merger, reorganization, amalgamation, arrangement, combination or other similar transaction if the holders of voting securities of Superior immediately prior to such transaction hold securities representing at least 50% of the voting control or direction in Superior or the successor entity upon completion of the transaction (a "**Change of Control**"), each holder of such Debentures may require Superior to purchase, on the date which is 30 days following the giving of notice (the "**Debenture Offer**") of the Change of Control (the "**Change of Control Purchase Date**"), the whole or any part of such holder's Debentures

at a price equal to 100% of the principal amount thereof (the "**Offer Price**") plus accrued and unpaid interest up to, but excluding, the Change of Control Purchase Date. If 90% or more in aggregate principal amount of the particular series of Debentures issued and outstanding under the Second Indenture on the date of the giving of notice of the Change of Control have been tendered for purchase on the Change of Control Purchase Date, Superior will have the right to redeem all the remaining Debentures of such series on such date at the Offer Price, together with accrued and unpaid interest up to, but excluding, such date. Notice of such redemption must be given to the Debenture Trustee prior to the Change of Control Date and as soon as possible thereafter, by the Debenture Trustee, to the holders of the Debentures not tendered for purchase.

Furthermore, and with respect to the 7.5% Debentures, 5.75% Debentures, 6.0% Debentures and 7.5% Debentures (2011), if a Change of Control occurs in which 10% or more of the consideration for the voting shares in the transaction or transactions constituting a Change of Control consists of: (i) cash; (ii) equity securities that are not traded or intended to be traded immediately following such transactions on a stock exchange; or (iii) other property that is not traded or intended to be traded immediately following such transactions on a stock exchange, then during the period beginning ten trading days before the anticipated date on which the Change of Control becomes effective and ending 30 days after the Debenture Offer is delivered, holders of such Debentures will be entitled to convert their Debentures at a discounted conversion price determined in accordance with the terms of the Second Indenture.

The Indentures provide that if an offer is made for all of the outstanding Debentures issued under such Indenture, which is a take-over bid for Debentures within the meaning of the *Securities Act* (Alberta) and not less than 90% of such Debentures (other than Debentures held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror (the "**Offeror**")) are taken up and paid for by the Offeror, the Offeror will be entitled to acquire such Debentures held by the holders of such Debentures who did not accept the offer on the same terms as the Offeror acquired the first 90% of the Debentures.

The rights of the holders of the Debentures as well as any other series of debentures that may be issued under the Indentures may be modified in accordance with the terms of the Indentures. For that purpose, among others, the Indentures contain certain provisions which make binding on all holders of Debentures, resolutions passed at meetings of holders of Debentures issued under the Indentures by the holders of not less than 66 2/3% of the principal amount of the Debentures issued under the Indenture which are voted at the meeting, or rendered by instruments in writing signed by the holders of not less than 66 2/3% of the principal amount of the Debentures issued under such Indenture. In certain cases, the modification will require the prior approval of the TSX or such other exchange on which the Debentures are then listed.

Shareholder Rights Plan

The Board of Directors of Superior approved and Superior entered into a Shareholder Rights Plan with Computershare Trust Company of Canada effective February 16, 2012. The Shareholder Rights Plan was amended and restated on March 30, 2012 and ratified by Shareholders at the annual and special meeting of Shareholders held May 2, 2012. According to the rules of the TSX, Shareholders must confirm the Shareholder Rights Plan every three years. The Shareholder Rights Plan was not adopted in response to, or in contemplation of, any proposed takeover bid for Superior.

The objectives of the Shareholder Rights Plan are to ensure, to the extent possible, that all Shareholders are treated equally and fairly in connection with any takeover bid for Superior. The Shareholder Rights Plan is not intended to prevent a takeover of Superior or to deter fair offers for the Common Shares. Takeover bids may be structured to be coercive or may be initiated at a time when the Board of Directors will have a difficult time preparing an adequate response to the offer. Accordingly, such offers

do not always result in Shareholders receiving equal or fair treatment or full or maximum value for their investment. Under current Canadian securities legislation, a takeover bid is required to remain open for 35 days, a period of time which may be insufficient for the directors to: (i) evaluate a takeover bid; (ii) explore, develop and pursue alternatives which are superior to the takeover bid and which could maximize Shareholder value; and (iii) make reasoned recommendations to the Shareholders.

The Shareholder Rights Plan discourages discriminatory, coercive or unfair takeovers of Superior and gives the Board of Directors time if, in the circumstances, the Board of Directors determines it is appropriate to take such time, to pursue alternatives to maximize Shareholder value in the event an unsolicited takeover bid is made for all or a portion of the outstanding Common Shares. The Shareholder Rights Plan discourages coercive hostile takeover bids by creating the potential that any Common Shares which may be acquired or held by such a bidder will be significantly diluted. The potential for significant dilution to the holdings of such a bidder can occur as the Shareholder Rights Plan provides that all holders of Common Shares who are not related to the bidder will be entitled to exercise rights issued to them under the Shareholder Rights Plan and to acquire Common Shares at a substantial discount to prevailing market prices. The bidder or the persons related to the bidder will not be entitled to exercise any rights under the Shareholder Rights Plan. Accordingly, the Shareholder Rights Plan will encourage potential bidders to make takeover bids by means of a "permitted bid" or to approach the Board of Directors to negotiate a mutually acceptable transaction wherein the Board of Directors can waive the operation of the Shareholder Rights Plan in accordance with its terms. The "permitted bid" provisions of the Shareholder Rights Plan are designed to ensure that in any takeover bid for outstanding Common Shares, all Shareholders are treated equally and are given adequate time to properly assess such takeover bid on a fully-informed basis (as the bid must remain open for at least 60 days).

A complete copy of the Shareholder Rights Plan is available on SEDAR under Superior's issuer profile at www.sedar.com.

RATINGS

Credit Ratings

Credit ratings are intended to provide banks and capital market participants with a framework for comparing the credit quality of securities. Disruptions in the banking and capital markets not specifically related to Superior LP may affect its ability to access these funding sources or cause an increase in the return required by investors. Credit rating agencies consider quantitative and qualitative factors when assigning a rating to an individual company. Outlooks fall into one of four categories: positive, negative, stable, or developing and should not be seen as a precursor to a rating change or future action. Superior LP provides the Rating Agencies with confidential, in-depth information in support of the rating process. Credit ratings are not recommendations to buy, sell or hold securities and are subject to revision or withdrawal at any time by the assigning rating agency. Superior LP's credit ratings at the date of this AIF were as follows:

	DBRS	S&P
Corporate Credit Rating	BB(high) Stable Trend	BB(-) Stable
Senior Secured Notes	BB(high) Stable Trend	BB(+)
Senior Unsecured Debentures	BB(low) Stable Trend	BB(-)

DBRS Ratings

DBRS' credit ratings for long-term debt instruments range from AAA to D. A rating of BB is defined to be speculative and non-investment grade, where the degree of protection afforded interest and principal is uncertain, particularly during periods of economic recession. Entities in the BB range may have limited access to capital markets and additional liquidity support. In many cases, deficiencies in critical mass, diversification, and competitive strength are additional negative considerations. A rating of B is defined to be highly speculative, and there is a reasonably high level of uncertainty as to the ability of the entity to pay interest and principal on a continuing basis in the future, especially in periods of economic recession or industry adversity.

DBRS uses the "high" and "low" grades to indicate the relative standing of a credit within a particular rating category. The lack of one of these designations indicates a rating that is essentially in the middle of the category.

DBRS also uses "rating trends" to provide guidance regarding the outlook for the rating, with rating trends falling into one of three categories – "Positive", "Stable" and "Negative". The rating trend indicates the direction in which DBRS considers the rating is headed should present tendencies continue, or in some cases, unless challenges are addressed.

S&P Ratings

S&P's credit ratings for long-term debt instruments range from AAA to D. A rating of BB is defined as less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation. A rating of B is defined as more vulnerable to non-payment than obligations rated BB, but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation.

A plus (+) or minus (-) on an S&P credit rating is used to show the relative standing of an issue within the major rating categories.

A S&P rating outlook assesses the potential direction of a long-term credit rating over the intermediate term (typically six months to two years). In determining a rating outlook, consideration is given by S&P to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change or future CreditWatch action.

LONG-TERM DEBT

Credit Facility

On December 31, 2008 and in connection with the Conversion, Superior and its subsidiaries including Superior Plus LP and Superior US Holdings as borrowers (the "**Borrowers**"), along with additional subsidiaries as guarantors ("**Guarantors**"), entered into an amended and restated credit agreement ("**Amended and Restated Credit Agreement**") with eleven financial institutions as lenders (and such additional lenders as may be added from time to time) ("**Lenders**") providing for, among other things, a revolving term credit facility in the aggregate amount of \$595 million.

Pursuant to an amending agreement dated May 19, 2009 among the Borrowers, the Guarantors and the Lenders, the Credit Facility was amended to add an additional lender to the consortium of lenders, extend the maturity date from June 28, 2010 to June 28, 2011 and reduce the size of the facility from

\$595 million to \$570 million. The Credit Facility was further amended on August 26, 2009 to address certain amendments of a "house-keeping" nature.

On January 27, 2010, Superior and its subsidiaries, Superior LP and Superior Plus U.S. Financing, Inc., completed an expansion of the Credit Facility from \$570 million to \$600 million. The Credit Facility was subsequently reduced to \$450 million on June 25, 2010 and on June 20, 2011, the Credit Facility was increased to \$615 million in conjunction with the termination of Superior's accounts receivable securitization program.

On March 28, 2012, Superior extended the maturity date of its Credit Facility to June 27, 2015 with eight financial institutions and reduced the size of the facility to \$570 million. The Credit Facility can be expanded up to \$750 million. Under the Credit Facility, Superior must maintain a Consolidated Secured Debt (which excludes the Senior Debentures issued by Superior LP but includes obligations owing under an accounts receivable securitization program and capital lease obligations) to Compliance EBITDA ratio of not more than 3.0 to 1.0 and a Consolidated Debt, excluding convertible unsecured subordinated debentures, to Compliance EBITDA coverage ratio of no more than 5.0 to 1.0. Additionally, distributions (including payments to Debentureholders and to Superior and its shareholders) cannot exceed Compliance EBITDA less non-adjusted interest expense and cash income taxes, plus \$35.0 million on a trailing twelve month rolling basis. However, the test with respect to distributions does not apply if Superior's Consolidated Secured Debt to Compliance EBITDA ratio is less than 2.5 times in any respective compliance reporting period, including the impact of any restricted payments incurred within the respective compliance period. In addition, as a result of acquisitions, Superior is permitted to increase its Consolidated Secured Debt to Compliance EBITDA ratio to 3.5 times for a period of 90 days. For compliance purposes, convertible unsecured subordinated debentures are excluded from the determination of financial covenant ratios. In addition, Superior cannot make any distributions or pay dividends to its shareholders if a default or event of default exists under the Amended and Restated Credit Agreement or would occur as a result thereof.

At December 31, 2012, the Consolidated Secured Debt to Compliance EBITDA ratio when calculated in accordance with Superior's Credit Facility was 1.8 times to 1.0 (December 31, 2011 – 2.3 times) and the Consolidated Debt to Compliance EBITDA ratio when calculated in accordance with Superior's Credit Facility was 2.4 times to 1.0 (December 31, 2011 – 2.9 times). These ratios are within the requirements contained in Superior's debt covenants under the Credit Facility and the U.S. Notes, which restrict its ability to incur additional long-term debt and make payment of dividends to Superior and its shareholders.

U.S. Notes

On October 29, 2003, Superior Plus Inc. issued, by way of private placement pursuant to an agreement between Superior LP (as successor to Superior Plus Inc.) and certain U.S. private placement investors, primarily consisting of U.S. insurance companies (the "**U.S. Note Agreement**"), an aggregate of US\$160.0 million Senior Secured Notes (the "**U.S. Notes**"), of which US\$10.0 million mature on October 29, 2013 (the "**Series A Notes**") with the remainder maturing on October 29, 2015 (the "**Series B Notes**"). The Series A Notes have annual principal repayments commencing October 29, 2009 with the Series B Notes having equal annual repayments commencing October 29, 2011. The U.S. Notes bear interest at fixed rates. Pursuant to the terms of the U.S. Notes, repayment of principal began in 2009.

On March 30, 2010, certain financial covenant ratios of the U.S. Note Agreement were amended to make them consistent with the financial covenant ratios under its amended Credit Facility other than the exclusion of any obligations owing under an accounts receivable securitization program from the calculation of Consolidated Secured Debt for purposes of the Consolidated Secured Debt to Compliance EBITDA ratio calculation. Accordingly, under the amended U.S. Note Agreement, Superior is not

permitted to have a Consolidated Secured Debt (which excludes obligations owing under the accounts receivable securitization) to Compliance EBITDA ratio of more than 3.0 to 1.0 and a Consolidated Debt to Compliance EBITDA ratio of more than 5.0 to 1.0.

In addition, Superior LP cannot make any distributions to Superior or its shareholders if (a) a default or event of default exists under the U.S. Note Agreement or would occur as a result thereof, or (b) if the ratio of Consolidated Secured Debt to Consolidated EBITDA for the immediately preceding four consecutive fiscal period exceeded 3.0 to 1.

Senior Unsecured Debentures

Pursuant to the Senior Debt Indenture, Superior LP issued an aggregate of \$150 million Senior Debentures with a final maturity date of October 27, 2016. The Senior Debentures bear interest at a rate of 8.25% per annum payable semi-annually in arrears on April 27 and October 27 of each year, commencing on April 27, 2010.

Under the terms of the Senior Debentures, Superior LP cannot make distributions to Superior or its shareholders if (a) a default or event of default exists under the Senior Debt Indenture or would occur as a result thereof, or (b) if after giving effect thereto Superior LP, the General Partner or any Designated Subsidiary (as defined in the Senior Debt Indenture) could not, on a pro forma basis, incur at least \$1.00 of additional Debt (other than Permitted Debt as defined in the Senior Debt Indenture) without the Consolidated Debt to Consolidated EBITDA ratio under the Senior Debt Indenture exceeding 5.0 to 1. In addition, Superior LP cannot make distributions to Superior or its shareholders in any fiscal quarter if after making such payment the aggregate amount of Restricted Payments (as defined in the Senior Debt Indenture) made for that fiscal quarter and the three previous fiscal quarters would exceed an amount equal to Adjusted Operating Cash Flow for such four fiscal quarters plus \$35.0 million.

Accounts Receivable Sales Program

On December 20, 2012, Superior LP entered into a master receivables purchase agreement (the "**Receivables Purchase Agreement**") with a Canadian chartered bank, under which Superior LP may sell to such bank from time to time, on an uncommitted revolving basis, a 100% interest in certain accounts receivable due from certain customers of Superior LP. Under the Receivables Purchase Agreement, Superior LP repurchases unpaid purchased receivables each week, subject to certain exceptions. The maximum aggregate amount of accounts receivable which may be purchased from Superior LP under the Receivables Purchase Agreement is limited to \$15 million.

DIVIDENDS/CASH DISTRIBUTIONS

Dividend/Distribution Policies

The Board of Directors of Superior has the discretion to determine if and when dividends are declared and the amount that is paid to Shareholders through any such dividends of Superior. As a CBCA corporation, the dividend policy must comply with the requirements of the CBCA, including the satisfaction of the liquidity test contained therein.

The members of the Board of Directors adopted a dividend policy to provide sustainable dividends to Shareholders to the extent that it is appropriate considering cash flow from operations, financial condition, financial leverage, working capital requirements and investment opportunities. Dividends are expected to continue to be paid monthly to Shareholders of record on the last business day of each calendar month with actual payment to be made to such Shareholders on or about the 15th day of the

following month, subject to any contractual restrictions on such dividends including any agreements entered into with lenders of Superior or its affiliates. The Board of Directors can modify the dividend policy from time to time in its discretion.

On February 17, 2011, Superior announced that it revised its monthly dividend to \$0.10 per Common Share or \$1.20 per Common Share on an annualized basis from the prior monthly level of \$0.135 per Common Share or \$1.62 per Common Share on an annualized basis, effective with Superior's March 2011 dividend.

On November 2, 2011, Superior announced that it further revised its monthly dividend to \$0.05 per Common Share or \$0.60 per Common Share on an annualized basis, effective with Superior's November 2011 dividend. Superior had determined that it was prudent to reduce its dividend rate to accelerate its debt reduction plan in light of the volatility in global and North American capital markets, and the performance of Superior's publicly traded securities.

The directors of the General Partner have the discretion, subject to the limits prescribed in the Partnership Agreement, to determine the amount and the frequency of Superior LP's distributions to Superior. The directors of the General Partner have implemented a distribution policy that enables Superior to maintain its dividend policy from time to time, subject to any contractual restrictions on such distributions including any agreements entered into with lenders of Superior LP or its affiliates. However, the board of directors of the General Partner can modify the current distribution policy from time to time in its discretion. Superior will designate all dividends to be "eligible dividends" for purposes of the Tax Act such that Superior Shareholders who are individuals will benefit from the enhanced gross-up and dividend tax credit mechanism under the Tax Act.

Cash Dividends

The following table sets forth the amount of dividends Superior has paid on the Common Shares for the three most recently completed financial years.

Record Date	Payment Date	Dividend Per Common Share (\$)	Annual Distribution
December 31, 2012	January 15, 2012	0.05	2012: \$0.60
November 30, 2012	December 14, 2012	0.05	
October 31, 2012	November 15, 2012	0.05	
September 30, 2012	October 15, 2012	0.05	
August 31, 2012	September 14, 2012	0.05	
July 31, 2012	August 15, 2012	0.05	
June 30, 2012	July 13, 2012	0.05	
May 31, 2012	June 15, 2012	0.05	
April 30, 2012	May 15, 2012	0.05	
March 31, 2012	April 13, 2012	0.05	
February 29, 2012	March 15, 2012	0.05	
January 31, 2012	February 15, 2012	0.05	
December 31, 2011	January 13, 2012	0.05	2011: \$1.205
November 30, 2011	December 15, 2011	0.05	
October 31, 2011	November 15, 2011	0.10	
September 30, 2011	October 14, 2011	0.10	
August 31, 2011	September 15, 2011	0.10	
July 31, 2011	August 15, 2011	0.10	
June 30, 2011	July 15, 2011	0.10	
May 31, 2011	June 15, 2011	0.10	
April 30, 2010	May 15, 2011	0.10	
March 31, 2011	April 15, 2010	0.135	
February 28, 2011	March 15, 2011	0.135	
January 31, 2011	February 15, 2011	0.135	
December 31, 2010	January 14, 2011	0.135	2010: \$1.62
November 30, 2010	December 15, 2010	0.135	
October 31, 2010	November 15, 2010	0.135	
September 30, 2010	October 15, 2010	0.135	
August 31, 2010	September 15, 2010	0.135	
July 31, 2010	August 14, 2010	0.135	
June 30, 2010	July 15, 2010	0.135	
May 31, 2010	June 15, 2010	0.135	
April 30, 2010	May 15, 2010	0.135	
March 31, 2010	April 15, 2010	0.135	
February 28, 2010	March 13, 2010	0.135	
January 31, 2010	February 16, 2010	0.135	

Dividend Reinvestment Program

In May 2010, Superior restarted the DRIP (originally implemented in January 2007 and terminated on December 19, 2008 in connection with the Conversion), allowing participants to have their monthly cash dividends reinvested in additional Common Shares at an effective discount of 5% of the average market price of the Common Shares over the five day trading period ending on the business day immediately prior to the dividend payment date.

MARKET FOR SECURITIES

Superior's Common Shares and Debentures trade on the TSX under the following symbols:

Trading Symbol	Security
SPB	Common Shares
SPB.db.c	5.85% Debentures
SPB.db.d	7.5 % Debentures
SPB.db.e	5.75% Debentures
SPB.db.f	6.0 % Debentures
SPB.db.g	7.5 % Debentures (2011)

The following table summarizes the trading activity of Superior's securities on the TSX for the year ended December 31, 2012:

Common Shares : SPB	High	Low	Volume
January	6.46	5.83	5,740,713
February	7.83	5.62	12,072,594
March	7.98	6.95	8,956,541
April	7.65	7.20	3,306,193
May	7.74	6.80	4,685,445
June	6.95	5.96	3,930,168
July	7.54	6.06	5,802,569
August	9.45	7.28	4,808,568
September	9.67	8.41	4,719,796
October	9.96	8.60	5,296,949
November	10.28	9.13	4,781,324
December	10.50	9.85	3,000,479
2012	10.50	5.62	67,101,339

5.85% Debentures: SPB.db.c	High	Low	Volume
January	90.00	83.00	10,530
February	96.00	89.00	13,630
March	98.00	95.25	8,730
April	97.68	96.03	6,780
May	100.00	97.00	9,410
June	98.50	96.02	6,480
July	100.75	97.00	7,960
August	101.48	99.75	16,720
September	102.00	101.25	10,120
October	101.30	100.00	6,680
November	102.00	100.31	7,780
December	100.68	100.01	28,809
2012	102.00	83.00	133,629

7.5% Debentures: SPB.db.d	High	Low	Volume
January	99.75	94.75	23,978
February	101.72	96.76	21,050
March	102.00	99.75	25,240
April	102.23	100.84	9,660
May	101.90	100.72	2,870
June	101.10	100.60	3,110
July	102.38	100.75	3,860
August	103.50	101.46	10,850
September	103.75	101.50	19,310
October	103.80	101.50	8,555
November	104.15	103.00	5,320
December	103.75	103.00	1,900
2012	104.15	94.75	135,703

5.75% Debentures: SPB.db.e	High	Low	Volume
January	82.00	71.00	17,230
February	89.00	79.00	14,005
March	89.99	88.00	22,740
April	89.50	86.01	8,040
May	90.14	88.00	15,750
June	89.49	87.40	10,825
July	92.21	88.52	17,450
August	97.51	91.31	36,940
September	96.66	94.40	26,630
October	98.89	95.00	124,460
November	99.40	97.05	32,730
December	99.70	98.01	20,360
2012	99.70	71.00	347,160

6.0% Debentures: SPB.db.f	High	Low	Volume
January	83.79	72.88	28,300
February	89.00	82.00	17,180
March	90.74	87.77	24,460
April	89.69	87.75	11,880
May	91.00	88.50	9,600
June	91.00	89.00	8,560
July	93.00	88.26	34,670
August	97.25	92.00	35,730
September	97.05	95.00	23,600
October	99.00	95.50	59,160
November	99.57	97.25	39,660
December	99.75	98.00	30,840
2012	99.75	72.88	323,640

7.5% Debentures: (2011) SPB.db.g	High	Low	Volume
January	95.00	84.00	20,650
February	100.20	93.75	62,140
March	100.25	98.98	33,210
April	100.25	99.05	24,080
May	101.50	100.10	17,200
June	100.10	98.61	8,690
July	103.45	99.00	15,130
August	108.00	102.75	16,990
September	109.75	106.00	35,590
October	111.00	107.00	32,490
November	112.11	109.50	8,060
December	113.30	111.25	5,390
2012	113.30	84.00	279,620

DIRECTORS AND OFFICERS OF SUPERIOR

Shareholders elect the directors of the Corporation at each annual meeting of the Corporation's Shareholders. The directors of the Corporation serve until the next annual meeting of Shareholders or until their successors are duly elected or appointed.

Currently, the Board of Directors consists of 10 members, all of whom are standing for re-election by the Shareholders at the Corporation's Annual General Meeting of Shareholders, scheduled to be held on May 1, 2013 (the "**2013 Annual Meeting**").

Director independence is determined by the Board based on the definition of independence in National Instrument 58-101 – "Disclosure of Corporate Governance Practices" (the "Corporate Governance Rule") and National Policy 58-201 - "Corporate Governance Guidelines" which refers to sections of National Instrument 52-110 – "Audit Committees" (the "**Audit Committee Rule**"). Director independence for the Corporation's Audit Committee is determined in accordance with the Audit Committee Rule.

Of the ten members of the Board, eight are independent. Mr. Desjardins, President and Chief Executive Officer, is a non-independent director. Mr. Billing is non-executive Chairman of the Board and, based on the terms of the Corporate Governance Rule, cannot be regarded as independent until three years following his November 14, 2011 retirement as Chief Executive Officer. Mr. Green serves as Lead Director to ensure greater independence of the Board from management.

The Board of Directors has three standing committees, being the Audit Committee, the Governance and Nominating Committee, and the Compensation Committee, each of which are made up of independent directors with no relationship to management. Additional information regarding the responsibilities of these committees will be contained in the Corporation's information circular for its 2013 Annual Meeting.

The names, municipalities of residence, and principal occupations for the five most recently completed financial years and committee membership of the directors of Superior as of the date of this AIF are set out below.

As at February 18, 2013, the directors and executive officers of the Corporation as a group owned, directly or indirectly 2,935,065 Common Shares of Superior, representing approximately 2.6% of Superior's outstanding Common Shares. The number of Common Shares that each director beneficially owns, directly or indirectly, or exercises control or direction over, as at February 18, 2013, is included in the following table. The information as to the ownership or control or direction of Common Shares, not being within the knowledge of the Corporation, has been furnished by the directors individually.

Name, Province and Country of Residence	Director Since	Number of Common Shares	Principal Occupation
Catherine M. (Kay) Best ⁽¹⁾ Alberta, Canada	2007	7,000	Corporate director and Consultant. Ms. Best was Executive Vice-President, Risk Management and Chief Financial Officer of the Calgary Health Region from 2000 – 2008, and Executive Vice-President and Chief Financial Officer of Alberta Health Services until March 2009. Prior to that, Ms. Best was a partner with Ernst & Young, an accounting firm, in Calgary.
Grant D. Billing ^{(5) (6)} Alberta, Canada	1994	2,115,217	Non-executive Chairman of the Board of Superior since November 14, 2011. He served as Chairman and Chief Executive Officer of Superior from July 2006 to November 14, 2011, when he retired as Chief Executive Officer. Prior to that, Mr. Billing was the Executive Chairman of Superior, since 1998.
Luc Desjardins Alberta, Canada	November 14, 2011	224,006	President and Chief Executive Officer of Superior since November 14, 2011. Prior to that, Mr. Desjardins was an operating partner of The Sterling Group LP, a private equity firm. He also served as President and Chief Executive Officer of Transcontinental Inc., a leading publisher of consumer magazines from 2004 to 2008 and as its President and Chief Operating Officer from 2000 to 2004. During his partnership with The Sterling Group LP, Mr. Desjardins was Executive Chairman of three enterprises involved in the distribution industry, as well as the energy products and services industry.
Robert J. Engbloom, Q.C. ⁽²⁾ Alberta, Canada	1996	17,353	Deputy Chair of Norton Rose Canada LLP, (formerly Macleod Dixon LLP) (law firm), and partner since 1999.
Randall J. Findlay ⁽²⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ Alberta, Canada	2007	20,000	Corporate director. From 2001 until 2006, Mr. Findlay was President of Provident Energy Ltd. (a diversified energy business).
Norman R. Gish ^{(3) (5) (7) (8)} Alberta, Canada	2003	41,140	Corporate director and independent businessman.
Peter A.W. Green ^{(1) (2) (9)} Ontario, Canada	1996	20,466	Chairman of The Frog Hollow Group Inc. (international business advisors).
James S.A. MacDonald ^{(3) (6)(10)} Ontario, Canada	2000 ⁽¹⁰⁾ (also, May 28/98 - Dec 11/98)	167,664	Non-executive Chairman of Cormark Securities Inc. and a Corporate Director. Prior thereto, Chairman and Managing Partner of Enterprise Capital Management Inc. ("ECMI") (investment management company).
Walentin (Val) Mirosh ⁽³⁾⁽⁵⁾ Alberta, Canada	2007	5,000	Corporate director and President of Mircan Resources Ltd. (private investment and consulting company). Prior to December 2009, Vice President and Special Advisor to the President and Chief Operating Officer of NOVA Chemicals Corp.

Name, Province and Country of Residence	Director Since	Number of Common Shares	Principal Occupation
David P. Smith ⁽¹⁾ Ontario, Canada	1998	46,048	Corporate director. Prior thereto, Managing Partner of ECMI.

Notes:

- (1) Member of Audit Committee.
- (2) Member of Governance and Nominating Committee.
- (3) Member of Compensation Committee.
- (4) Mr. Findlay was a director of Wellpoint Systems Inc. (“**Wellpoint**”) from June 2008 to January 31, 2011. Wellpoint was placed into receivership by two of its lenders on January 31, 2011. Wellpoint is a TSX Venture Exchange company, supplying software to the energy industry in Canada, the U.S. and internationally.
- (5) Messrs. Billing, Findlay, Gish and Mirosh also own \$4,383,000, \$50,000, \$82,000 and \$120,000 principal amount of Convertible Debentures of Superior, respectively.
- (6) Messrs. Billing, Findlay and MacDonald also own \$1,800,000, \$30,000 and \$250,000 principal amount of Senior Debentures, respectively.
- (7) Mr. Gish served as a trustee of the Fund from September 2000 to October 2003 and as Chairman of ICG Propane Inc. (“**ICG**”) from December 1998 to September 2000, at which time ICG was amalgamated with Superior.
- (8) Mr. Gish was until August 20, 2009 a director of 4504020 Canada Inc. (formerly Railpower Technologies Corp. (“**Railpower**”)), a reporting issuer in all provinces and territories of Canada that filed for court protection under the Companies’ Creditors Arrangement Act (Canada) in Canada and under Chapter 15 of the U.S. Bankruptcy Code with the United States Bankruptcy Court for the Western District of Pennsylvania on February 4, 2009 and February 6, 2009, respectively. On May 29, 2009, Railpower concluded the sale of all of its assets, except cash on hand and on deposit in financial institutions, the land and property located in St-Jean-sur-Richelieu (Québec) and two road switching locomotives, to R.J. Corman Railroad Group, LLC, a Kentucky limited liability company. The largest creditor, Ontario Teacher’s Pension Plan, subsequently filed a Petition in Bankruptcy against Railpower which was granted on March 8, 2010.
- (9) Mr. Green was appointed Lead Director of Superior on August 11, 2003.
- (10) Mr. MacDonald was the Director of ICG for the duration of the Hold-Separate Order of the Competition Bureau which required Superior to keep ICG’s operations separate from its own. ICG was amalgamated with Superior effective September 30, 2000.
- (11) The Corporation does not have an Executive Committee.

Executive Officers of Superior who are not Directors

Name and Municipality of Residence	Principal Occupation
Wayne M. Bingham Calgary, Canada	Executive Vice-President and Chief Financial Officer of Superior and its predecessor since November 1, 2006. Also Executive Vice-President and Chief Financial Officer of Finning International Inc. (a heavy equipment distribution business) from May 1, 2003 to January 31, 2006 and Executive Vice-President and Chief Financial Officer of Ontario Power Generation from April, 1999 to April, 2003.
Greg McCamus Branchton, Ontario	President of Energy Services, including Superior Propane since November 2012 and from June 2012 to November 2012, Interim President of Superior Propane and President of U.S. Refined Fuels and SEM. Prior thereto President of SEM since September 2005 and President of U.S. Refined Fuels since November 2009. From 2001 to 2005, he was President of Sprint Canada Business Solutions (a telecommunications company) and prior thereto held various executive positions within the deregulated telecom industry.
Paul Timmons Mississauga, Ontario	President of Specialty Chemicals (ERCO Worldwide) and predecessor entities.
Dave Tims Calgary, Alberta	President, Energy Supply and Oilfield, since November 2012 (also President of SGL and SEM). Prior thereto, Senior Vice-President, Commodity Portfolio Management since November 4, 2009. From May 2009 to October 2009, Mr. Tims was Vice-President of Moneta Energy Services Ltd., (a natural gas storage development and trading company). From September 2007 to May 2009, he was President and CEO of Era Gas Storage Inc. (an Alberta natural gas storage development company) prior to its sale to Moneta. From April 2005 to September 2007, Mr. Tims was President of Energylogix, Inc. (a company

that developed structured energy investment and risk management products). From 1997 to 2004, Mr. Tims held various roles at BMO Nesbitt Burns where his last position was Managing Director, Capital Markets.

Paul Vanderberg
Calgary, Alberta

President of Construction Products Distribution and predecessor entities.

AUDIT COMMITTEE

Composition and Qualifications

The Audit Committee consists of three directors, Mr. Smith (Chair), Ms. Best, and Mr. Green. All of the members of the Audit Committee are “financially literate” and “independent” within the meaning of the Audit Committee Rule. In considering criteria for the determination of financial literacy, the Board looks at the ability to read and understand a balance sheet, an income statement and a statement of cash flow of a public entity. Mr. Smith is a chartered financial analyst with almost 30 years’ experience in the investment banking, investment research and management industry. His experience includes investment research, mergers and acquisitions, project finance, privatization and corporate finance. Mr. Smith is a corporate director and was managing director and founding partner of Enterprise Capital Management Inc. Ms. Best is a chartered accountant with over 30 years’ experience. Ms. Best is a corporate director and consultant. Previously, she served as Executive Vice-President, Risk Management and Chief Financial Officer for the Calgary and Alberta Health Region where she was responsible for all finance functions, including financial operations, budgeting, forecasting and planning, business support for operating and corporate portfolios, performance reporting, business planning and treasury management. Ms. Best was a chartered accountant at Ernst & Young, an accounting firm, for nineteen years, the last ten years as Corporate Audit Partner. Mr. Green is a chartered accountant and international business advisor with over 30 years of experience in senior executive roles, including 25 years as Chief Executive Officer or Chief Operating Officer of international companies.

Responsibilities and Terms of Reference

The Audit Committee reviews with management and the external auditors, and recommends to the Board of Directors for approval, the annual and interim financial statements of Superior, the reports of the external auditors thereon and related financial reporting, including management’s discussion and analysis and financial press releases. The Audit Committee reviews and oversees, in conjunction with the external auditors and management, audit plans and procedures and meets with the auditors independent of management at each quarterly meeting. The Audit Committee is responsible for reviewing auditor independence, approving all non-audit services, reviewing and making recommendations to the board of directors on internal control procedures and management information systems. In addition, the committee is responsible for assessing and reporting to the board of directors on financial risk management positions and monitoring the processes and compliance with respect to National Instrument 52-109 "Certification of Disclosure in Issuer’s Annual and Interim Filings" requirements. The complete text of the mandate of the Audit Committee is available on SEDAR at www.sedar.com and on Superior’s website at www.superiorplus.com and is incorporated by reference in this AIF.

Audit Fees

Fees billed by Deloitte LLP ("**Deloitte**") for the years ended December 31, 2012 and December 31, 2011 are detailed in the following table:

	Year Ended December 31, 2012 (\$)	Year Ended December 31, 2011 (\$)
Audit fees	1,562,651	1,056,619
Audit-related fees	124,115	325,154
All other fees	266,045	673,587
	1,952,811 ⁽¹⁾	2,055,360 ⁽¹⁾

Note:

(1) Reflects fees billed in fiscal year without taking into consideration the year to which these services relate.

Audit fees include fees for professional services rendered by the auditors for the audit and review of the Corporation's financial statements and Superior LP's annual financial statements or services provided in connection with statutory and regulatory filings.

Audit-related fees include fees for services rendered in relation to performing the audit of, or reviewing financial statements, that were not part of audit fees such as attendance at quarterly audit meetings, pension plan audits, and regulatory reviews.

All other fees: All permissible categories of non-audit services require approval from the Audit Committee. "All other fees" reported in the above table in respect of 2012 consists of fees paid to Deloitte in connection with the IFRS review and fraud risk matters. "All other fees" reported in the above table in respect of 2011 consists of fees paid to Deloitte in connection with IFRS conversion work, insurance claim review, prospectus matters and diagnostic review of the E1 system implementation.

RISK FACTORS

General

Cash Dividends to Shareholders are Dependent on the Performance of Superior LP

Superior is entirely dependent upon the operations and assets of Superior LP. Superior's ability to make dividend payments to Shareholders is dependent upon the ability of Superior LP to make distributions on its outstanding limited partnership units as well as the operations and business of Superior LP.

There is no assurance regarding the amount of cash to be distributed by Superior LP or generated by Superior LP, and therefore, funds available for dividends to Shareholders. The actual amount distributed in respect of the limited partnership units will depend on a variety of factors, including without limitation, the performance of Superior LP's operating businesses, the effect of acquisitions or dispositions on Superior LP, and other factors that may be beyond the control of Superior LP or the Corporation. In the event significant sustaining capital expenditures are required by Superior LP or the profitability of Superior LP declines, there would be a decrease in the amount of cash available for dividends to Shareholders and such decrease could be material.

Superior's dividend policy and the distribution policy of Superior LP is subject to change at the discretion of the board of directors of Superior or the board of directors of the General Partner, as applicable. Superior's dividend policy and the distribution policy of Superior LP are also limited by contractual agreements including agreements with lenders to Superior and its affiliates and by restrictions under corporate law. See "Dividends/Cash Distributions" and "Long Term Debt".

Access to Capital

The credit facilities and U.S. Notes of Superior LP contain covenants that require Superior LP to meet certain financial tests and that restrict, among other things, the ability of Superior LP to incur additional

debt, dispose of assets or pay dividends/distributions in certain circumstances. These restrictions may preclude Superior LP from returning capital or making distributions on the limited partnership units. See "Long Term Debt" for a description of the requirements contained in Superior's debt covenants.

The payout by Superior LP of a substantial amount of its available cash flow means that capital expenditures to fund growth opportunities can only be made in the event that other sources of financing are available. Lack of access to such additional financing could limit the future growth of the business of Superior LP and, over time, have a material adverse effect on the amount of cash available for dividends to Shareholders.

To the extent that external sources of capital, including public and private markets, become limited or unavailable, Superior's and Superior LP's ability to make the necessary capital investments to maintain or expand its current business and to make necessary principal payments under its term credit facility may be impaired.

Interest Rates

Superior maintains a substantial floating interest rate exposure through a combination of floating interest rate borrowings and the use of derivative instruments. Demand levels for a significant portion of Energy Services' sales and substantially all of Specialty Chemicals and Construction Products Distribution's sales are affected by general economic trends. Generally speaking, when the economy is strong, interest rates increase as does sales demand from Superior's customers, thereby increasing Superior's ability to pay higher interest costs and vice versa. In this way, there is a common relationship between economic activity levels, interest rates and Superior's ability to pay higher or lower rates. However, increased interest rates can affect Superior's borrowing costs, which may have an adverse effect on Superior.

Changes in Legislation and Expected Tax Profile

There can be no assurances that income tax laws in the numerous jurisdictions in which Superior operates will not be changed, interpreted or administered in a manner which adversely affects Superior and its Shareholders. In addition, there can be no assurance that the Canada Revenue Agency (or a provincial tax agency), U.S. Internal Revenue Service (or a state or local tax agency), or the Chilean Internal Revenue Service (collectively the "**Tax Agencies**") will agree with how Superior calculates its income for tax purposes or that the various Tax Agencies will not change their administrative practices to the detriment of Superior or its Shareholders.

Tax Reassessments

Since the beginning of 2010, the CRA has requested and reviewed information from Superior relating to the Conversion. As disclosed by Superior on September 20, 2012, Superior has received indications from the CRA that it intends to challenge the tax result of the Conversion. On February 11, 2013, Superior received a proposal letter from the CRA which confirms its intention to challenge the tax consequences of the Conversion. As disclosed in Superior's MD&A for the period ended September 30, 2012, Superior anticipated receiving a proposal letter from the CRA in due course on this matter. Superior has 30 days to respond to the letter after which the CRA will then proceed with a Notice of Reassessment for Superior's 2009, 2010 and 2011 taxation years. The proposal letter proposes to deny the availability of capital losses of approximately \$623 million and other tax basis of approximately \$1,000 million. Superior remains confident in the appropriateness of its tax filing position and the expected tax consequences of the Conversion and intends to vigorously defend such position. Superior also strongly believes that there was no acquisition of control of Ballard and that the general anti-avoidance rule does not apply to the Conversion and intends to file its future tax returns on a basis consistent with its view of the outcome of the Conversion.

Superior is required to make a payment of 50% of the tax liability claimed by the CRA in order to appeal any reassessment and, based on Superior's 2009, 2010, 2011 and 2012 taxation years, that amount would be approximately \$15 million. Superior would also be required to make a payment of 50% of the taxes the CRA claims are owed in any future tax year if the CRA were to issue a similar notice of reassessment for such years and Superior were to appeal such other years. Superior has 90 days from a Notice of Reassessment to prepare and file a Notice of Objection, which would be reviewed by the CRA's appeals division. If the CRA is not in agreement with Superior's Notice of Objection, Superior has the option to appeal to the Tax Court of Canada. While it is not possible to determine with certainty, Superior anticipates that legal proceedings through the various tax courts would take approximately two to four years. If Superior is ultimately successful in defending its position, the 50% payment on appeal plus applicable interest, will be refunded to Superior. If the CRA is successful, Superior will be required to pay the balance of the taxes claimed plus applicable interest and penalties.

Forward-Looking Information May Prove Inaccurate

Numerous statements containing forward-looking information are found in this AIF, documents incorporated by reference in this AIF and other documents forming part of Superior's public disclosure record. Such statements and information are subject to risks and uncertainties and involve certain assumptions, some, but not all, of which are discussed elsewhere in this document. The occurrence or non-occurrence, as the case may be, of any of the events described in such risks could cause actual results to differ materially from those expressed in the forward-looking information.

Foreign Exchange Risk

A portion of Superior's net cash flows are denominated in U.S. dollars. Accordingly, fluctuations in the Canadian/United States dollar exchange rate can impact profitability. Superior attempts to mitigate the short-term impact of this risk by hedging.

Capital Investment

The timing and amount of capital expenditures incurred by Superior LP or by its subsidiaries will directly affect the amount of cash available to Superior for dividends to Shareholders. Dividends may be reduced, or even eliminated, at times when significant capital expenditures are incurred or other unusual expenditures are made.

Operating Risks and Insurance Coverage

Superior LP's operations are subject to the risks associated with the operations of each of its businesses some of which are outlined below. Superior LP is and will continue to be involved in various legal proceedings and litigation that arises in the normal course of its business. Superior LP maintains insurance policies with insurers in such amounts and with such coverages and deductibles as it believes are reasonable and prudent. However, there can be no assurance that such insurance will be adequate to protect Superior LP from all material expenses related to potential future claims related to the operations of its businesses or that such levels of insurance will be available in the future at economical prices. Also there can be no assurance that Superior's insurance providers will have the ability to satisfy all future claims in accordance with our policies.

Collections from Customers

Superior's operating segments are dependent in part on the viability of its customers for collections of trade accounts receivable and notes receivable. Superior cannot assure that its customers will not

experience financial difficulties in the future or that it will be able to collect all of its trade accounts receivable or notes receivable.

Superior LP May Not Be Successful in Making Acquisitions

Superior LP and its predecessors have historically expanded their business through organic growth and acquisitions. Superior LP intends to consider and evaluate opportunities for growth acquisitions. There can be no assurance that Superior LP will find attractive acquisition candidates in the future, or that Superior LP will be able to acquire such candidates on economically acceptable terms.

Third Party Credit and Commitment Risk and Reliance on Key Customers

Superior contracts with numerous third parties, some of which represent a significant source of revenue and other which are important suppliers to Superior. In particular, CNRL, Plains Midstream Canada, Shell Canada Limited, Imperial Oil Limited, Spectra Energy Empress LP, Keyera Partnership, Provident Energy Ltd., Ultramar Ltd., Bruce Power L.P., by its general partner, Bruce Power Inc., Marcquarie Cook Energy Canada Ltd., Sunoco Energy Products Inc., TransCanada Energy Ltd., PotashCorp., CMPC Celulosa S.A., Armstrong World Industries, and CGC Inc., a USG company. As a result, if such third parties fail to fulfill their commitments or meet their contractual obligations to Superior, despite the fact that Superior takes steps to mitigate these risks, such failures could have a material adverse effect on the business, financial condition or operations of Superior.

Dependence on Personnel

The success of Superior and its operating segments has been largely dependent on the skills and expertise of its employees. The failure to attract and retain a sufficient number of qualified professionals and support staff could also have an adverse effect on Superior's profitability. Such shortages may result in the inability of Superior to accept new customers or to meet existing customer obligations. It would also be expected to result in an escalation of compensation levels of its employees which Superior may not be successful in offsetting. The continued success of Superior will be dependent upon its ability to retain the services of such personnel, as well as experienced management, and recruit and retain other key employees for its business.

Recent Acquisitions

Pursuant to the terms of the agreements providing for the purchase of SPI, SRH, GES and GHI, Superior was provided with certain representations, warranties and indemnities from the respective vendors subject to certain applicable limitations and thresholds and conducted due diligence prior to completion of such acquisitions. However, if such representations and warranties are inaccurate or limited in applicability or if any liabilities that are discovered exceed such limits or are not covered by the representations, warranties or indemnities, or the applicable vendors default in their obligations or if certain liabilities are not identified in such agreements, Superior could become liable for any such liabilities which may have an adverse effect on Superior. In addition, there may be liabilities or risks that were not discovered in such due diligence investigations which could have an adverse effect on Superior.

Limited Liability

Superior holds a 99.9% limited partnership interest in Superior LP. As a limited partner of a limited partnership existing under the laws of the Province of Ontario, Superior's liability for indebtedness, claims and other liabilities of Superior LP is limited to its investment in such partnership. However, there are certain circumstances in which Superior could lose its limited liability in connection with its

investment in Superior LP. For example, if Superior were to directly assume active management of Superior LP, its limited liability would be jeopardized.

Additional Shares

If the Board of Directors of the Corporation decides to issue additional Common Shares, preferred shares or securities convertible into Common Shares, existing Shareholders may suffer significant dilution.

Litigation and Fines

Superior LP and its subsidiaries are currently involved in certain legal proceedings and although management of Superior does not believe that an adverse decision in any such proceedings would have a material adverse effect on the financial condition of Superior, the outcome of litigation cannot be predicted with certainty. In addition, Superior has significant operations in Canada, the United States and Chile and, as a result, may be exposed to litigation or legal proceedings in such jurisdictions. A significant judgment against Superior or any of its subsidiaries, or the imposition of a significant fine or penalty, as a result of a finding that Superior or any of its subsidiaries has failed to comply with laws or regulations could have an adverse effect on Superior.

Ballard Operational Risks

The Fund has, through the contractual provisions in the agreements implementing the Conversion, including the Indemnity Agreement, and through securing certain insurance coverage, attempted to ensure that the liabilities and obligations relating to the business of Ballard are transferred to and assumed by New Ballard, that Superior is released from any such obligations and, even where such transfer or release is not effective or is not obtained, Superior is indemnified by New Ballard for all such obligations. However, in the event New Ballard fails or is unable to meet such contractual obligations to Superior, Superior could be exposed to liabilities and risks associated with the operations of Ballard which include, without limitation, risks relating to claims with respect to intellectual property matters, product liability or environmental damages.

Energy Services

Superior Propane, U.S. Refined Fuels and SGL

Competition

Propane is sold in competition with other energy sources such as fuel oil, electricity and natural gas, some of which are less costly on an energy equivalent basis. While propane is usually more cost effective than electricity, electricity is a major competitor in most areas. Fuel oil is also used as a residential, commercial and industrial source of heat and, in general, is less costly on an equivalent energy basis, although operating efficiencies, environmental and air quality factors help make propane competitive with fuel oil. Except for certain industrial and commercial applications, propane is generally not competitive with natural gas in areas where natural gas already exists. Other alternative energy sources such as compressed natural gas, methanol and ethanol are available or could be further developed and could have an impact on the propane industry and Superior Propane in the future. The trend towards increased conservation measures and technological advances in energy efficiency may have a detrimental effect on propane demand and Superior Propane's sales. Demand for automotive uses is presently stabilizing due to the development of more fuel efficient and complicated engines which increase the cost of converting engines to propane and reduce the savings per kilometre driven. Propane commodity prices are affected by crude oil and natural gas commodity prices.

Although Superior Propane is the largest provider of propane in Canada, it faces intense competition in each region of the country where it carries on business from a variety of competitors. In addition to competition from other energy sources, Superior Propane competes with approximately 200 other retail marketers. Propane retailing is a local, relationship-based business, in which propane competes for market share based on price and level of service. The industry is mature, with limited growth potential and barriers to entry are relatively low. Superior Propane's ability to remain an industry leader depends on its ability to provide reliable service at competitive selling prices. There can be no assurance that Superior Propane will be able to compete successfully against its current or future competitors or that competition will not have a material adverse effect on Superior's results of operations and financial condition, and on the amount of cash available for dividends to Shareholders.

Competition in USRF's business markets generally occurs on a local basis between large full service, multi-state marketers and smaller local independent marketers. Marketers primarily compete based upon price and service and tend to operate in close proximity to customers, typically within a 35-mile marketing radius from a central depot, to lower delivery costs and provide prompt service.

Among USRF's largest competitors, pricing tends to be competitive and generally based upon a reasonable markup of overall cost of fuel, delivery, and service. USRF is well positioned to compete with these corporations given its volume, terminal and bulk storage facilities, and attractive customer density footprint. USRF is also well positioned to compete with its other smaller regional and local suppliers, who generally have fewer than 3,000 residential customers and do not have sufficient volume or infrastructure to achieve the cost efficiencies that USRF is able to achieve.

Competition also arises from suppliers of alternative sources of energy, such as natural gas. The rate of conversion from the use of home heating oil is primarily affected by the viability of natural gas, fuel prices, and the cost of replacing the home's existing oil-fired heating system.

Volume Variability, Weather Conditions and Economic Demand

Historically, overall propane demand from non-automotive end-use applications has been stable. However, weather, general economic conditions and the volatility in the cost of propane affect propane market volumes. Weather influences the demand for propane primarily for home and facility heating uses and also for agricultural applications, such as crop drying. Approximately 80% of Superior Propane's annual cash flow is typically generated in the October to March winter heating season. Superior Propane accumulates propane inventory during the summer months for delivery to its fixed-price customers during the winter heating season. Volatility in the cost of propane influences demand for propane as high cost of prices erode demand for propane and customers undertake conservation or energy efficient actions, or seek lower cost energy alternatives.

Harsh weather can create conditions that impede the transportation and delivery of propane and increase Superior Propane's operating costs and may reduce customers' demand for propane, any of which may have an adverse effect on Superior.

Due to the nature of SGL's supply arrangements, storage contracts and available hedging strategies, in periods of declining prices and low demand, SGL may be faced with a mismatch in the timing of inventory sales and prevailing market prices.

For USRF's demand from end-use heating applications is predictable. However, weather and general economic conditions affect distillates market volumes. Weather influences the immediate demand for distillates, primarily for heating, while longer-term demand declines due to economic conditions as customers trend towards conservation and supplement heating with alternative sources such as wood pellets.

Demand, Supply and Pricing

Propane represents less than 2% of the overall Canadian energy market and is used in a wide range of applications, including residential, commercial, industrial, agricultural and automotive uses. Demand for traditional propane end-use applications is increasing marginally with general economic growth. However, increases in the cost of propane encourage customers to reduce fuel consumption and to invest in more energy efficient equipment, reducing demand. Automotive propane demand is presently stabilizing after several years of decline at 10-15% a year but this trend could return depending upon propane pricing and the market acceptance of propane conversion options and the availability of infrastructure.

Superior Propane's supply is currently purchased from approximately 20 propane producers and suppliers in Canada. If Superior Propane was not able to obtain the required supply from such producers, it could have an adverse effect on its business. The retail propane business is a "margin-based" business where the level of profitability is largely dependent on the difference between retail sales prices and wholesale product costs. Changes in propane supply costs are normally passed through to customers.

Approximately seven million households or roughly 32% use distillate fuel oil as their main space heating fuel located in the north-eastern United States. Also known as number 2 high-sulfur fuel oil, heating oil is a low viscosity, flammable, liquid petroleum product produced at crude oil refineries as a part of the distillate fuel oil product family. Residential space heating is the primary use for heating oil, making the demand highly seasonal. Based on the latest available data, residential customers in the north-eastern United States consumed over 3.9 billion gallons of heating oil.

The north-eastern United States has traditionally relied on heating oil as a household fuel source, but demand has gradually declined over the past 20 years as propane and natural gas fuels have become more readily available. While heating oil no longer maintains an appreciable share of new home construction, turnover on existing homes is slow due to the cost requirements to switch. Therefore, heating oil demand is declining at a modest 2% in the north-eastern United States. USRF is a "margin-based" business where the level of profitability is largely dependent on the difference between retail sales prices and wholesale product costs. Changes in supply costs are normally passed through to customers, but timing lags may result in positive or negative gross margin fluctuations.

SGL sources its fixed-price term propane sales commitments by entering into various physical propane purchase and sale contracts for similar terms and volumes to create an effective fixed-price cost of supply. SGL transacts with approximately 20 propane counterparties. There can be no assurance that any of these counterparties will not default on any of its obligations to SGL requiring SGL to find another source to meet its supply commitment and, any such default, could have a material adverse effect on Superior. However, the financial condition of each counterparty is evaluated and credit limits are established in an effort to minimize SGL's exposure to this risk.

System Upgrade and Collections

During the second quarter of 2010, Superior's Canadian propane distribution business upgraded its ERP system to the most recent version in order to enhance efficiencies and core business functions. As a result of the upgrade, Superior experienced complications with processing certain sales transactions and producing accurate invoices which delayed customer collections and increased net working capital. While Superior resolved the majority of the system implementation complications in 2010 and early 2011, throughout 2012 an organizational wide collection effort was implemented to collect on overdue accounts that arose from the lags in invoicing as well as from certain customers that took advantage of the system issues to extend their payments. As at December 31, 2012, trade accounts receivables were

reduced by \$69 million from the previous year, which resulted in returning to historical accounts receivable levels. One of the metrics that Superior Propane uses to manage collections is by measuring days sales outstanding (“DSO”). DSO at December 2011 of 74 days was reduced to 54 days at December 31, 2012.

In 2013, Superior Propane will implement an order to cash, billing and logistics IT system to replace the distribution and invoicing functions of the present enterprise system. To mitigate the risk associated with system changes, Superior Propane will leverage the learnings from the USRF organization who have been using this new system and implementation will be rolled out one region at a time.

Health, Safety and Environment

Slight quantities of propane may be released during transfer operations. The storage and transfer of propane has limited impact on soil or water given that a release of propane will disperse into the atmosphere. To mitigate risks, Superior Propane has established a comprehensive program directed at environmental, health and safety protection. This program consists of an environmental policy, codes of practice, periodic self-audits, employee training, quarterly and annual reporting and emergency prevention and response.

Superior Propane's operations are subject to the risks associated with handling, storing and transporting propane in bulk. The potential exists for accidents to occur or equipment to fail which could result in the release of propane and any such release could result in a fire or explosion causing damage to facilities, death or injury and liabilities to third parties.

In Canada, Federal and Provincial regulators responsible for the safe handling of hazardous materials continue to review, revise and implement new safety standards to enhance the safety of the public. New safety standards have the potential for a significant cost to implement and maintain. However, the cost and timing to comply with any new or proposed changes is unknown at this time.

USRF's operations are subject to the risks associated with handling, storage and transporting refined fuels in bulk. The potential exists for accidents to occur or equipment to fail which could result in the release of such substances and any such release could result in a fire or explosion, causing damage to facilities, death or injury and liabilities to third parties.

USRF safety practices and regulatory compliance are an important part of its business, which is managed through a centralized safety and environment management system. The storage and delivery of refined fuels poses the potential for spills which impact the soils and water of storage facilities and customer properties. USRF operated bulk storage areas and loading/unloading points have secondary containment to prevent spills from reaching soil or ground water. Customer locations are inspected by drivers and technicians during visits to identify potential release hazards and necessary corrections are performed before product is delivered. Releases that impact soil or ground water are reported to the appropriate government agencies and clean-up operations are conducted by internal and third party technicians. USRF's commodities create Greenhouse gases. The regulatory landscape related to Greenhouse gases could change based on ongoing discussions in various political and environmental forums.

Employee and Labour Relations

As of December 31, 2012, approximately 285 or 19% of Superior Propane's employees are unionized through three provincial or regional certifications in British Columbia, Yukon and Quebec. Expiry dates range from December 31, 2013 to April 30, 2014. While labour disruptions are not expected, there is always risk associated with the collective agreement negotiation process that could have an adverse impact on Superior.

As of December 31, 2012, approximately 50 or 5% of USRF's employees are unionized. One of the union agreements expires on March 31, 2013 and the other expires on May 24, 2013. Collective bargaining agreements are renegotiated in the normal course of business. If USRF is unable to renegotiate such collective bargaining agreements, it could result in an adverse impact on Superior.

Fixed-Price Offerings

Superior Propane offers its customers various fixed-price propane programs. In order to mitigate the price risk from offering these services, Superior Propane uses its physical inventory position, supplemented by forward commodity transactions with various third parties having terms and volumes substantially the same as its customers' contracts. In periods of high propane price volatility the fixed price programs create exposure to over or under supply positions as the demand from customers may significantly exceed or fall short of supply procured. In addition, if propane prices decline significantly subsequent to customers signing up for a fixed price program there is a risk that customers will default on their commitments. See Note 30 to the Financial Statements for fixed-price propane purchase and sale commitment amounts. To the extent that Superior Propane has an exposure related to US dollars, the exposure is mitigated through foreign currency hedge contracts. See "Foreign Currency Hedging" and Note 22 to the Financial Statements.

USRF offers its customers some limited fixed-price and capped-price programs. In order to mitigate the price risk from offering these services, USRF uses call options, physical positions, supplemented by forward commodity transactions with various third parties having terms and volumes substantially the same as its customers' contracts. In periods of high commodity prices volatility in the fixed price programs create exposure to over or under supply positions as the demand from customers may significantly exceed or fall short of supply procured. In addition, if commodity prices decline significantly subsequent to customers signing up for a fixed price program there is a risk that customers will default on their commitments. See Note 30 to the Financial Statements for refined fuel purchase and sale commitment amounts. Fixed Price Offerings make up under 5% of the USRF's flowing volumes.

SGL primarily purchases and sells propane, as well as butane and other refined fuel products to meet its estimated commitments to its wholesale customers based upon, among other things, the historical consumption of propane of its customers. Depending on a number of factors, including weather, pricing, customer attrition and economic conditions, customer consumption may vary from the volume purchased. This variance may require SGL to purchase or sell its products at market prices which may have a material adverse effect on the financial results of Superior. To mitigate potential balancing risk, SGL closely monitors its balancing position and leases storage facilities to secure supply for its customers, in an effort to minimize imbalances.

Regulatory Environment and Legislative Change

Superior Propane and USRF are subject to extensive federal, state and local laws and regulations, including those relating to the protection of the environment, waste management, discharge of hazardous materials and the characteristics and composition of refined products. Certain of these laws and regulations may also require assessment or remediation efforts at USRF's facilities and at third party sites. Environmental laws applicable to Superior Propane and USRF are subject to frequent change and often become more stringent over time. Compliance with current and future environmental laws and regulations may require significant expenditures, increasing the overall cost of operating the business. Failure to comply with these laws and regulations could also result in substantial fines or penalties against Superior or orders that could limit its operations and have an adverse effect on Superior.

USRF is based and operates in the United States and Canada and, as a result, such operations could be affected by changes to laws, rules or policies which may either be more favourable to competing energy

sources or increased costs or otherwise negatively affect the operations of USRF in comparison to such competing energy sources. Any such changes could have an adverse effect on Superior.

Superior Energy Management

Competition

The energy retailing business is competitive and many of SEM's competitors have greater financial and other resources than SEM. It is possible that new entrants may enter the market and compete directly for the customer base that SEM targets, reducing or otherwise negatively affecting its market share. Such competition may have an adverse effect on the results of this business.

Fixed-Price Offering

Gas Fixed-Price Offerings. SEM purchases natural gas to meet its estimated commitments to its customers based upon the historical consumption of gas of its customers. Depending on a number of factors, including weather, customer attrition and poor economic conditions affecting commercial customers' production levels, customer natural gas consumption may vary from the volume purchased. This variance must be reconciled and settled at least annually and may require SEM to purchase or sell natural gas at market prices which may have an adverse impact on the results of this business. To mitigate potential balancing risk, SEM closely monitors its balancing position and takes measures such as adjusting gas deliveries and transferring gas between pools of customers, so that imbalances are minimized. In addition, SEM maintains a reserve for potential balancing costs. The reserve is reviewed on a monthly basis to ensure that it is sufficient to absorb any losses that might arise from balancing.

Power Fixed-Price Offerings. SEM matches its customers estimated electricity requirements by entering into electricity swaps in advance of acquiring customers. Depending on several factors, including weather, customer's energy consumption may vary from the volumes purchased by SEM. SEM is able to invoice existing commercial electricity customers for balancing charges when the amount of energy used is greater than or less than the tolerance levels set initially. In certain circumstances, there can be balancing issues for which SEM is responsible when customer aggregation forecasts are not realized.

Supply and Third Party Credit

SEM resources its fixed-price term natural gas sales commitments by entering into various physical natural gas and U.S. dollar foreign exchange purchase contracts for similar terms and volumes to create an effective Canadian dollar fixed-price cost of supply. SEM transacts with nine financial and physical natural gas counterparties. There can be no assurance that any of these counterparties will not default on any of its obligations to SEM. However, the financial condition of each counterparty is evaluated and credit limits are established to minimize SEM's exposure to this risk. There is also a risk that supply commitments and foreign exchange positions may become unmatched, however, this is monitored daily in compliance with SEM's risk management policy.

Dependence on Sales Agents

SEM must retain qualified sales agents in order to properly execute its business strategy. The continued growth of SEM is reliant on the services of agents to sign up new customers. There can be no assurance that competitive conditions will allow these agents to achieve these customer additions. Lack of success in the marketing programs of SEM would limit future growth of cash flow.

Regulatory

SEM operates in the highly regulated energy industry in the provinces/states of Ontario, Quebec, New York and Pennsylvania. Changes to existing legislation could impact this business's operations. As part of the current regulatory framework, local delivery companies are mandated to perform certain services on behalf of SEM, including invoicing, collection, assuming specific bad debt risks and storage and distribution of natural gas. Any elimination or change to these rules could have a significant adverse effect on the results of this business.

In conjunction with this order, SEM is enabled to bill an additional transportation "line item" in the Ontario gas market to some of its customers. In an effort to offset these additional costs SEM is passing through to customers some of these transportation costs directly to customers. SEM needs to balance these additional costs with customers' concerns/queries regarding rate changes and have developed a communication plan in SEMs call centre.

The Ontario Energy Board issued an update to the revised Codes of Conduct supporting the Energy Consumer Protection Act. Although the industry had anticipated automatic renewal of natural gas accounts on a month-to-month basis, the OEB has confirmed that the automatic renewal of natural gas contracts will be allowed for a period of one year capped at the customer's existing rate. Only one automatic renewal will be allowed emphasizing the need to positively convert automatic renewals to other products before the customer is returned to the utility at the end of the renewal term. Renewal notifications will require a standard disclosure form and a price comparison between SEM's renewal price and the utility default rate.

Specialty Chemicals

Competition

ERCO, one of four global sodium chlorate companies, competes with Eka, Kemira and Canexus on a worldwide basis. The business also competes with a number of smaller regional producers. Key competitive factors include price, product quality, logistics capability, reliability of supply, and technical capability and service. Of the global producers, Kemira and Canexus do not provide chlorine dioxide generators or related technology. The business also competes with chloralkali producers, such as Dow Chemical Company, Occidental Chemical Corporation, Georgia Gulf Corporation and Olin Corporation, as well as Canexus in North Vancouver.

In addition, the end-use markets for ERCO's products are correlated to the general economic environment and the competitiveness of its customers which is outside of its control. North American bleached pulp producers are experiencing global competitive pressure as a result of increased fibre and energy costs and the impact of exchange rates which may result in reduced demand for sodium chlorate in North America. In addition, North American demand for chlorine and chlorine related products may be impacted by the general economic environment, which can directly impact the pricing for chloralkali products. During recessionary times pricing for alkali products (NaOH) is elevated as the slowdown usually decreases demand for Cl₂ causing a tight alkali market.

Intellectual Property

ERCO's chlorine dioxide generators and the related technology are protected by patents and patent applications. Over time, patents expire and, as ERCO employs new technology, new patent applications are made and in certain cases new patents are obtained protecting such technology. However, in the case of expired patents or applications that are not granted, ERCO would no longer have the exclusive right

to use the subject of the patent, and as a result, such technology may be available to be utilized by a competitor which could have an adverse effect on Superior.

Supply Arrangements

ERCO uses four primary raw materials to produce its chemical products: electricity, salt, potash and water. Electricity comprises 70% to 85% of variable production costs for sodium chlorate. The business has long-term contracts or contracts that renew automatically with power producers in each of the jurisdictions in which its plants are located. These contracts generally provide ERCO with some portion of firm power supply and a portion that may be interrupted by the producer based on the terms of the various agreements. The business can reduce its power consumption quickly and at minimal cost, which allows it, in some jurisdictions, to reduce its overall power costs by selling ancillary services back to the power producer or to the power grid. In jurisdictions where electrical costs are deregulated, fixed-price term supply contracts are entered into in order to manage production costs. Approximately 10% of ERCO's annual power requirements are located in deregulated electricity jurisdictions, of which 100% has been sourced through fixed-price electrical contracts, for remaining terms up to nine years. Without the PPA in Alberta, ERCO is subject to market-based power rates until the Sundance 1 and 2 coal-fired generation units are returned to service. See "Specialty Chemicals— Supply Arrangements".

Electricity for ERCO's Chilean facility is supplied from CMPC and is supplied as part of ERCO's long-term sodium chlorate supply agreement with CMPC and from a turbo generator owned by ERCO. See Note 22 to the Financial Statements for a summary of ERCO's fixed-price electricity commitments.

ERCO purchases salt from third-party suppliers at each of its plants with the exception of the Hargrave and Saskatoon facilities, which are self-supplied through long-term salt reserves that are solution-mined on site. Salt purchase contracts are typically fixed-price contracts with terms of one year or greater, often with automatic renewals. Salt costs typically comprise about 10% of variable production costs of sodium chlorate.

KCl is a major raw material used in the production of KOH at ERCO's Port Edwards Wisconsin facility. Substantially all of ERCO's KCl is received from PCS. PCS operates two KCl mines that are able to provide the product specifications required by ERCO. ERCO currently has a limited ability to source KCl from additional suppliers. In the event of a KCl supply interruption, ERCO's Port Edwards facility is able to switch production to the sodium molecule from the potassium molecule. The ability to switch between sodium and potassium significantly reduces the risks associated with a single point of supply for KCl.

The cost of electricity is far greater than all other costs of production combined for ERCO. Therefore, supply of electricity at reasonable prices and on acceptable terms is critical. If ERCO is unable to obtain electricity at reasonable prices and on acceptable terms, it will have a negative impact on its results of operations. The electricity that ERCO uses is supplied by others and may be subject to wide price fluctuations for a variety of reasons beyond ERCO's control. The current trend towards deregulation of electric power makes short-term future costs for electric power uncertain in certain jurisdictions in which this business operates. There is no assurance that ERCO will continue to be able to secure adequate supplies of electricity at reasonable prices or on acceptable terms.

Foreign Currency Exchange

ERCO's exposure to fluctuations in foreign currency exchange rates is expected to be approximately \$160 million to \$180 million in 2013, and consists of US denominated net revenue from Canadian operations and the net cash flow generated from operations in the United States and Chile. ERCO

manages its exposure to fluctuations between the United States and Canadian dollar by entering into hedge contracts with external third parties and internally with other Superior businesses.

Health, Safety and Environment

The operations of ERCO are subject to the risks normally incident to the handling, production, transportation and disposal of chemical products. ERCO's facilities produce large volumes of chemicals, using equipment with fine tolerances. The potential exists for the release of highly toxic and lethal substances, including chlorine. ERCO maintains management systems and practices to closely monitor health, safety and environmental aspects of its operations. Equipment failure could result in damage to facilities, death or injury and liabilities to third parties. If at any time the appropriate regulatory authorities deem any of the facilities unsafe, they may order that such facilities be shut down.

Regulatory

ERCO's operations and activities in various jurisdictions require regulatory approvals for the handling, production, transportation and disposal of chemical products and waste substances. The failure to obtain or comply fully with such applicable regulatory approvals may materially adversely affect ERCO.

Manufacturing and Production

ERCO's production facilities maintain complex process and electrical equipment. The facilities have existed for many years and undergone upgrades and improvements over time. Routine maintenance is regularly completed to ensure equipment is operated within appropriate engineering and technical requirements. Notwithstanding ERCO's operating standards and history of limited downtime, breakdown of electrical transformer or rectifier equipment would temporarily reduce production capacity at the affected facility. Although insurance coverage exists to mitigate substantial loss due to equipment outage, ERCO's reputation and its ability to meet customer requirements could be negatively affected due to a major electrical equipment failure.

Employee and Labour Relations

As at December 31, 2012, 127 or 24% of ERCO's employees at three plants in Vancouver, Saskatoon and Buckingham are subject to collective bargaining agreements. The Vancouver agreement will be renegotiated in 2013. Expiry dates for the other locations range from September 30, 2013 to November 30, 2017. Collective bargaining agreements are renegotiated in the normal course of business. If Superior is unable to renegotiate such collective bargaining agreements, it could result in an adverse effect on Superior.

Construction Products Distribution

Activity in the CPD business is subject to changes in the level of general economic activity and in particular to the level of activity in residential and non-residential construction subsectors. New construction in residential markets is subject to such factors as household income, employment levels, customer confidence, population changes and the supply of residential units in any local area. Residential renovation is also sensitive to these factors but can provide some balance in the demand for residential construction product distribution.

Non-residential activity can be subdivided into commercial, industrial and institutional. New construction activity in these sectors is subject to overall GDP and many of the same general economic factors as for residential activity. In the industrial and institutional subsectors, government and regulatory programs can also have a significant impact on the outlook for product usage, particularly as related to the

insulation businesses. As a result, changes to the level of general economic activity or any of the above mentioned factors that affect the amount of construction or renovation in residential and non-residential markets, can have an impact on the CPD business and Superior.

Competition

The North American GSD business is estimated to generate annual sales revenues of more than \$17 billion. Specialty distributors, such as CPD, service the builder/contractor market, traditionally representing 50% to 60% of total industry revenues. The remainder of industry revenues is earned through big-box home centres and independent lumber yards, which service the "do-it-yourself" market, as well as direct sales to modular home manufacturers.

The GSD sector is fragmented with the top 6 competitors representing an estimated 35% of overall North American industry revenues. The specialty walls and ceilings distribution business is a local, relationship-based business in which distributors compete on the basis of price and service. Barriers to entry are relatively low, but the multi-location distribution network, strong market position, purchasing scale, product line breadth and product and customer knowledge, all provide the business with a competitive advantage over smaller competitors.

The C&I market is estimated at US\$1.8 billion to US\$2.0 billion in 2013. It is estimated that slightly more than 80% of manufacturers' sales to end-users and contractors are through distributors, with the balance sold to contractors or end users.

Demand, Supply and Pricing

The CPD business is a "margin-based" business where the level of profitability is dependent on the difference earned between selling prices and wholesale product cost, as well as management of operating expenses and managing working capital turnover. Changes in product costs are normally passed through to customers, but timing lags may result in both positive and negative fluctuations of gross margins.

During periods of reduced overall demand for the CPD's products and services, market prices can become depressed as manufacturing suppliers seek to maintain capacity utilization, and specialty distribution competitors seek to protect business levels and cover fixed costs through price competition.

The business carries a comprehensive product line comprised of approximately 57,000 stock-keeping units. Its six principal product lines include products that are sourced from over 1,250 suppliers. The business is not reliant on any one supplier to source product within its principal product lines. The division purchases its products pursuant to various purchasing programs and does not enter into long-term purchase contracts.

Demand for walls and ceilings building materials is affected by changes in general and local economic factors including GDP, demographic trends, employment levels, interest rates, consumer confidence and overall economic growth. These factors in turn impact the level of existing housing sales, new home construction, new non-residential construction, and office/commercial space turnover. Housing starts reflect the level of new residential construction activity. The level of new commercial construction activity has historically lagged new residential activity as commercial infrastructure is put in place to service residential development. Renovation activity trends have historically followed existing home re-sales and turnover of occupants in commercial building space.

In the C&I market, demand is driven largely by construction spending and economic growth. Sectors within the C&I market that particularly influence demand include: commercial construction and renovation, the construction, maintenance and expansion of industrial process facilities (i.e. oil refineries,

petrochemical plants and power generation facilities) and institutional facilities (i.e. government, healthcare and education).

Health, Safety and Environment

The distribution of walls and ceilings and C&I products involves risks, including the failure or substandard performance of equipment, human error, natural disasters, suspension of operations and new governmental statutes, regulations, guidelines and policies. Operations are also subject to various hazards incidental to the handling, processing, storage and transportation of certain hazardous materials, including industrial chemicals. These hazards can result in personal injury including fatalities, damage to and destruction of property and equipment and environmental damage. There can be no assurance that as a result of past or future operations, there will not be claims of injury by employees or members of the public due to exposure, or alleged exposure, to these materials. There can be no assurance as to the actual amount of these liabilities or the timing of them, if any. The business maintains safe working practices through proper procedures and direction and utilization of equipment, including forklifts, boom trucks, fabrication equipment and carts/dollies. The business handles and stores a variety of construction materials and maintains appropriate material handling compliance programs in accordance with local, state/provincial and federal regulations.

Employee and Labour Relations

As at December 31, 2012, the CPD business had 55 (4%) of its employees unionized at six locations. The Minnesota branch contract expires in August of 2013. Renegotiations are normal course of business. If CPD is unable to renegotiate such collective bargaining agreements, it could result in an adverse impact on Superior.

CONFLICT OF INTEREST

Circumstances may arise where directors and officers of the Corporation are directors, officers of, or have similar responsibilities and roles in, other entities which may be in competition to the interests of the Corporation and, as a result, conflicts of interest may arise. No assurances can be given that opportunities identified by such directors or officers will be provided to the Corporation. Pursuant to the CBCA, directors who have an interest in a proposed transaction upon which the Board is voting are required to disclose their interest and refrain from voting on the transaction. Any such conflicts shall be resolved in accordance with the procedures and requirements of the relevant provision of the CBCA, including the duty of such directors and officers to act honestly and in good faith with a view to the best interests of the Corporation.

LEGAL PROCEEDINGS

Superior and Superior Plus LP are sometimes named as a defendant in litigation. The nature of these claims is usually related to settlement of normal operational or labor issues. The outcome of such claims against Superior are not determinable at this time; however, other than discussed in this AIF, they are not expected to have a materially adverse effect on Superior as a whole. Superior is not, and has not been at any time within the most recently completed financial year, a party to any legal proceedings, known or contemplated, where the damages involved, excluding interest and costs, exceed 10% of Superior's assets. See "Risk Factors – General - Tax Reassessments".

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as discussed in this AIF, there are no material interests, direct or indirect, of directors, executive officers, senior officers, any direct or indirect Shareholder of Superior who beneficially owns,

or who exercises control over, more than 10% of the outstanding Common Shares or any known associate or affiliate of such persons, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or will materially affect Superior.

TRANSFER AGENT AND REGISTRAR

Superior's transfer agent and registrar for all its publicly listed securities is Computershare Trust Company of Canada at its principal offices in the cities of Montreal, Toronto, Calgary and Vancouver in Canada.

EXPERTS

Deloitte is the auditor of Superior and Superior LP. Deloitte is independent of Superior and Superior LP within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Alberta.

MATERIAL CONTRACTS

Superior did not enter into any material contracts during the most recently completed financial year or prior thereto, which are still material and in effect, other than contracts entered into in the ordinary course of business other than the following:

- Amended and Restated Limited Partnership Agreement dated December 31, 2008 between Superior Plus Corp. and Superior Plus Inc.;
- Indemnity Agreement dated December 31, 2008 between Superior and New Ballard;
- Amended and Restated Credit Agreement dated as of June 23, 2010, as amended June 20, 2011 and March 28, 2012;
- the Indentures;
- Senior Debt Indenture;
- U.S. Note Agreement; and
- Shareholder Rights Plan.

For details on these contracts, see "Corporate Structure – The General Partner", "General Development of Superior – Three Year History", and "Long-Term Debt".

DOCUMENTS INCORPORATED BY REFERENCE

Documents incorporated by reference in this AIF can be found on SEDAR under Superior's profile at www.sedar.com.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Superior's securities, securities authorized for issuance under equity compensation plans and interests of insiders in material transactions and audit committee information, where applicable, is contained in the Information Circular of Superior dated February 18, 2013 which relates to the Annual and Special Meeting of Shareholders scheduled to be held on May 1, 2013. Also, additional financial information is included in the Financial Statements and MD&A, which are included in Superior's 2012 Annual Report as filed with the applicable Canadian regulatory authorities. These documents are available on SEDAR at www.sedar.com and may also be obtained without charge by writing to Superior's

Vice-President, Investor Relations and Treasurer, Jay Bachman at Suite 1400, 840 – 7 Avenue S.W.,
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