
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

Dated: October 26, 2010

Commission File No. 001-33811

NAVIOS MARITIME PARTNERS L.P.

85 Akti Miaouli Street, Piraeus, Greece 185 38
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

On October 26, 2010, Navios Maritime Partners L.P. ("Navios") issued a press release announcing its cash distribution of \$0.42 per unit for the quarter ended September 30, 2010. The cash distribution will be payable on November 12, 2010 to unit holders of record as of November 10, 2010. A copy of the press release is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

In addition, on October 27, 2010, Navios issued a press release announcing its financial results for the third quarter and nine months ended September 30, 2010. A copy of the press release is furnished as Exhibit 99.2 to this Report and is incorporated herein by reference.

The information contained in this Report is hereby incorporated by reference into the Registration Statement on Form F-3, File No. 333-157000.

SIGNATURES

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

NAVIOS MARITIME PARTNERS L.P.

By: /s/ Angeliki Frangou

Angeliki Frangou

Chief Executive Officer

Date: October 27, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release dated October 26, 2010
99.2	Press Release dated October 27, 2010



**NAVIOS MARITIME PARTNERS L.P.
ANNOUNCES CASH DISTRIBUTION OF \$0.42 PER UNIT**

PIRAEUS, GREECE — October 26, 2010 — Navios Maritime Partners L.P. (“Navios Partners”) (NYSE: NMM) announced today that its Board of Directors has declared a cash distribution of \$0.42 per unit for the quarter ended September 30, 2010. This distribution represents an annual distribution of \$1.68 per unit. The cash distribution will be payable on November 12, 2010 to unit holders of record as of November 10, 2010.

About Navios Maritime Partners L.P.

Navios Partners (NYSE: NMM) is a publicly traded master limited partnership which owns and operates dry cargo vessels. For more information, please visit our website at www.navios-mlp.com.

Forward-Looking Statements

This press release contains forward-looking statements (as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and Navios Partners’ growth strategy and measures to implement such strategy; including intended distributions, expected vessel acquisitions and entering into further time charters. Words such as “expects,” “intends,” “plans,” “believes,” “anticipates,” “hopes,” “estimates,” and variations of such words and similar expressions are intended to identify forward-looking statements. Such statements include comments regarding expected revenue and time charters. Although the Navios Partners believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Navios Partners. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to changes in the demand for dry bulk vessels, competitive factors in the market in which Navios Partners operates; risks associated with operations outside the United States; and other factors listed from time to time in the Navios Partners’ filings with the Securities and Exchange Commission. Navios Partners expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Navios Partners’ expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

Contacts

Investor Relations Contact:

Navios Maritime Partners L.P.

Investor Relations

Nicolas Bornozis

Capital Link, Inc.

Tel. (212) 661-7566

E-mail:naviospartners@capitallink.com



Navios Maritime Partners L.P.
Reports Financial Results for the Third Quarter and Nine Months Ended September 30, 2010

- *Distribution of \$0.42 per unit for the three month period ended September 30, 2010*
- *80.9% increase in quarterly Operating Surplus to \$23.7 million*
- *72.6% increase in quarterly EBITDA to \$29.0 million*
- *50.9% increase in quarterly net income to \$16.3 million*

PIRAEUS, GREECE, October 27, 2010 — Navios Maritime Partners L.P. (“Navios Partners”) (NYSE: NMM), an owner and operator of dry cargo vessels, today reported its financial results for the third quarter and nine months ended September 30, 2010.

Ms. Angeliki Frangou, Chairman and Chief Executive Officer of Navios Partners, stated: “I am pleased with our results for the third quarter and first nine months of 2010. Compared to the third quarter of 2009, we increased EBITDA by approximately 73% to \$29.0 million and net income by approximately 51% to \$16.3 million.”

Ms. Frangou continued, “Our consistent performance has provided access to the capital markets. Consequently, we have enjoyed the ability to grow our fleet and profitability. Most recently, we raised \$111.6 million gross proceeds through the sale of partnership units. We aim to use these funds to increase cash flow while also increasing our average remaining charter period of 4.3 years and lowering our average fleet age of 6.0 years.”

Throughout this press release, EBITDA for the nine months ended September 30, 2009 represents net income before interest, depreciation and amortization and before non-cash consideration for the release of the obligation to acquire the Navios Bonavis.

RECENT DEVELOPMENTS

Cash Distributions

The Board of Directors of Navios Partners declared a cash distribution for the third quarter of 2010 of \$0.42 per unit. The distribution is payable on November 12, 2010 to holders of record on November 10, 2010.

Navios Libra Charter Party

Navios Partners has entered a new charter party agreement for Navios Libra at a daily net rate of \$18,525. The term of this charter party is approximately two years, commencing November 2010.

Completion of Offering of 6,325,000 Common Units raising \$111.6 million gross proceeds

On October 14, 2010, Navios Partners completed its public offering of 5,500,000 common units at \$17.65 per unit and raised gross proceeds of approximately \$97.1 million to fund its fleet expansion. On the same date, the previously exercised overallotment option was also completed, resulting in the issuance of 825,000 additional common units, raising additional gross proceeds of \$14.5 million. The net proceeds of this offering

were approximately \$106.3 million. Pursuant to this offering, Navios Partners also issued 129,082 additional general partnership units to its General Partner, raising net proceeds of \$2.3 million.

Long Term and Insured Cash Flow

Navios Partners has entered into long-term time charter-out agreements for all 14 vessels with a remaining average term of 4.3 years, providing a stable base of revenue and distributable cash flow. Navios Partners has currently contracted out 100.0% for 2010 and 2011 and 94.0% for 2012 generating revenues of approximately \$139.7 million, \$147.2 million and \$140.8 million, respectively. The average contractual daily charter-out rate for the fleet is \$28,602, \$28,807 and \$29,254 for 2010, 2011 and 2012, respectively. The average daily charter-in rate for the active long-term charter-in vessels for 2010 is \$13,449.

Navios Partners' charter-out contracts have been insured by an AA+ rated European Union governmental agency.

FINANCIAL HIGHLIGHTS

For the following results and the selected financial data presented herein, Navios Partners has compiled consolidated statement of operations for the three and nine month periods ended September 30, 2010 and 2009. The quarterly 2010 and 2009 information was derived from the unaudited condensed consolidated financial statements for the respective periods. EBITDA and Operating Surplus are non-US GAAP financial measures and should not be used in isolation or substitution for Navios Partners' results.

(in \$ '000 except per unit data)	Three Month Period ended September 30, 2010 (unaudited)	Three Month Period ended September 30, 2009 (unaudited)	Nine Month Period ended September 30, 2010 (unaudited)	Nine Month Period ended September 30, 2009 (unaudited)
Revenues	\$ 38,074	\$ 23,717	\$ 100,742	\$ 67,028
EBITDA (1)	\$ 28,967	\$ 16,774	\$ 74,900	\$ 46,691
Net income	\$ 16,345	\$ 10,789	\$ 42,114	\$ 23,340
Earnings per Common unit (basic and diluted)	0.38	0.44	1.13	1.08
Operating Surplus	\$ 23,716	\$ 13,124	\$ 75,926	\$ 35,106
Maintenance and Replacement Capital expenditure reserve	\$ 3,754	\$ 1,957	\$ 10,670	\$ 5,872

(1) EBITDA for the nine month period ended September 30, 2009 represents net income before interest, depreciation and amortization and before non-cash consideration for the release of the obligation to acquire the Navios Bonavis.

Three month periods ended September 30, 2010 and 2009

Time charter and voyage revenues for the three month period ended September 30, 2010 increased by \$14.4 million or 60.8% to \$38.1 million, as compared to \$23.7 million for the same period in 2009. The increase was mainly attributable to the acquisitions of the Navios Apollon on October 29, 2009, the Navios Hyperion on January 8, 2010, the Navios Aurora II on March 18, 2010 and the Navios Pollux on May 21, 2010. As a result of the vessel acquisitions, available days of the fleet increased to 1,270 days for the three month period ended September 30, 2010, as compared to 920 days for the same period in 2009.

EBITDA increased by \$12.2 million to \$29.0 million for the three month period ended September 30, 2010 as compared to \$16.8 million for the same period of 2009. This \$12.2 million increase in EBITDA was due to: (a) a \$14.4 million increase in revenue as a result of the acquisitions of the Navios Apollon in October 2009, the Navios Hyperion in January 2010, the Navios Aurora II in March 2010 and the Navios Pollux in May 2010; and (b) a \$0.7 million decrease in time charter and voyage expenses as a result of the exercise of the purchase option of the Navios Sagittarius which became part of the owned fleet on January 12, 2010. The above increase was mitigated by a \$2.5 million increase in management fees and \$0.5 million increase in general and administrative

expenses as a result of the increased number of vessels in Navios Partners' fleet.

The reserve for estimated maintenance and replacement capital expenditures for the three month periods ended September 30, 2010 and 2009 was \$3.8 million and \$2.0 million, respectively. Expansion capital expenditures reserve for the each of the three month periods ended September 30, 2010 and 2009 was \$0 (please see Reconciliation of Non-GAAP Financial Measures on Exhibit 3).

Navios Partners generated an Operating Surplus for the three month period ended September 30, 2010 of \$23.7 million, in comparison with \$13.1 million for the three month period ended September 30, 2009. Operating Surplus is a non-GAAP financial measure used by certain investors to measure the financial performance of Navios Partners and other master limited partnerships (please see Reconciliation of Non-GAAP Financial Measures on Exhibit 3).

Net income for the three months ended September 30, 2010 amounted to \$16.3 million compared to \$10.8 million for the three months ended September 30, 2009. The increase in net income by \$5.5 million was due to: (a) a \$12.2 million increase in EBITDA; (b) a \$0.2 million increase in interest income; and (c) a \$0.1 million decrease in direct vessel expenses. The overall increase of \$12.5 million was partly offset by a \$6.8 million increase in depreciation and amortization expense due to the acquisition of the Navios Sagittarius, the Navios Apollon, the Navios Hyperion, the Navios Aurora II and the Navios Pollux and the favorable lease terms recognized in relation to these acquisitions and a \$0.2 million increase in interest expense.

Nine month periods ended September 30, 2010 and 2009

Time charter and voyage revenues for the nine month period ended September 30, 2010 increased by \$33.7 million or 50.3% to \$100.7 million as compared to \$67.0 million for the same period in 2009. The increase was mainly attributable to the acquisition of the rights to the Navios Sagittarius in June 2009 and the acquisition of the Navios Apollon on October 29, 2009, the Navios Hyperion on January 8, 2010, the Navios Aurora II on March 18, 2010 and the Navios Pollux on May 21, 2010. As a result of the vessels' acquisitions, available days of the fleet increased to 3,498 days for the nine month period ended September 30, 2010, as compared to 2,570 days for the same period in 2009.

EBITDA increased by \$28.2 million to \$74.9 million for the nine month period ended September 30, 2010, as compared to \$46.7 million for the same period of 2009. This \$28.2 million increase in EBITDA was due to: (a) a \$33.7 million increase in revenue as a result of the acquisition of the rights to the Navios Sagittarius in June 2009 and the acquisition of the Navios Apollon in October 2009, the Navios Hyperion in January 2010, the Navios Aurora II in March 2010 and the Navios Pollux in May 2010; and (b) a \$1.3 million decrease in time charter and voyage expenses as a result of the exercise of the purchase option of the Navios Sagittarius which became part of the owned fleet on January 12, 2010. The above increase was mitigated by: (a) a \$6.2 million increase in management fees as a result of the increased number of vessels in Navios Partners' fleet; and (b) a \$0.7 million increase in general and administrative expenses.

The reserve for estimated maintenance and replacement capital expenditures for the nine month periods ended September 30, 2010 and 2009 was \$10.7 million and \$5.9 million, respectively. Expansion capital expenditures reserve for the nine month periods ended September 30, 2010 and 2009 was \$285.8 million and \$34.6 million, respectively (please see Reconciliation of Non-GAAP Financial Measures on Exhibit 3).

Navios Partners generated an Operating Surplus for the nine month period ended September 30, 2010 of \$75.9 million in comparison with \$35.1 million for the nine month period ended September 30, 2009. Operating Surplus is a non-GAAP financial measure used by certain investors to measure the financial performance of Navios Partners and other master limited partnerships (please see Reconciliation of Non-GAAP Financial Measures on Exhibit 3).

Net income for the nine months ended September 30, 2010 amounted to \$42.1 million compared to \$23.3 million for the nine months ended September 30, 2009. The increase in net income by \$18.8 million was due to: (a) a \$28.2 million increase in EBITDA; (b) a \$6.1 million non-cash compensation expense incurred during the nine months ended September 30, 2009; (c) a \$1.4 million decrease in interest expense; (d) a \$0.4 million increase in interest income; and (e) a \$0.3 million decrease in direct vessel expenses. The overall increase of \$36.4 million was partly offset by a \$17.7 million increase in depreciation and amortization expense due to the acquisition of the Navios Sagittarius, the Navios Apollon, the Navios Hyperion, the Navios Aurora II and the Navios Pollux and the favorable lease terms that were recognized in relation to these acquisitions.

Fleet Employment Profile

The following table reflects certain key indicators indicative of the performance of Navios Partners and its core fleet performance for the three and nine month periods ended September 30, 2010 and 2009.

	Three Month Period ended September 30, 2010 <small>(unaudited)</small>	Three Month Period ended September 30, 2009 <small>(unaudited)</small>	Nine Month Period ended September 30, 2010 <small>(unaudited)</small>	Nine Month Period ended September 30, 2009 <small>(unaudited)</small>
Available Days (1)	1,270	920	3,498	2,570
Operating Days (2)	1,269	920	3,487	2,569
Fleet Utilization (3)	99.9%	100.0%	99.7%	99.9%
Time Charter Equivalent (per day)	\$ 29,978	\$ 25,779	\$ 28,801	\$ 26,081
Vessels operating at period end	14	10	14	10

- (1) Available days for the fleet represent total calendar days the vessels were in our possession for the relevant period after subtracting off-hire days associated with major repairs, drydockings or special surveys. The shipping industry uses available days to measure the number of days in a relevant period during which a vessel is capable of generating revenues.
- (2) Operating days is the number of available days in the relevant period less the aggregate number of days that the vessels are off-hire due to any reason, including unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a relevant period during which vessels actually generate revenues.
- (3) Fleet utilization is the percentage of time that our vessels were available for revenue generating available days, and is determined by dividing the number of operating days during a relevant period by the number of available days during that period. The shipping industry uses fleet utilization to measure efficiency in finding employment for vessels.

Conference Call details:

Navios Partners' management will host a conference call to discuss the results today, Wednesday, October 27, 2010, at 8:30 am EDT.

Participants should dial into the call 10 minutes before the scheduled time using the following numbers:

US Toll Free Dial In: +1866 819 7111
 UK Toll Free Dial In: +0800 953 0329
 International Dial In: +44 (0) 1452 542 301
 Please quote "NAVIOS MLP".

A telephonic replay of the conference call will be available until November 3, 2010 by dialing the following numbers:

US Toll Free Dial In: +1866 247 4222
UK Toll Free Dial In: +0800 953 1533
International Dial In: +44 1452 550 000
Access Code: 33433537#

Slides and audio webcast:

There will also be a live webcast of the conference call, through the Navios Partners website (www.navios-mlp.com) under “Investors”. Participants to the live webcast should register on the website approximately 10 minutes prior to the start of the webcast.

A supplemental slide presentation will be available on the Navios Partners website under the “Investors” section at 7:45 am EDT on the day of the call.

About Navios Maritime Partners L.P.

Navios Partners (NYSE: NMM) is a publicly traded master limited partnership which owns and operates dry cargo vessels. For more information, please visit our website at www.navios-mlp.com

Forward Looking Statements

This press release contains forward-looking statements (as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and Navios Partners’ growth strategy and measures to implement such strategy; including expected vessel acquisitions and entering into further time charters. Words such as “may,” “expects,” “intends,” “plans,” “believes,” “anticipates,” “hopes,” “estimates,” and variations of such words and similar expressions are intended to identify forward-looking statements. Such statements include comments regarding expected revenue and time charters. Although the Navios Partners believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Navios Partners. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to changes in the demand for dry bulk vessels, competitive factors in the market in which Navios Partners operates; risks associated with operations outside the United States; and other factors listed from time to time in the Navios Partners’ filings with the Securities and Exchange Commission. Navios Partners expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Navios Partners’ expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

Contacts

Public Relations:

Navios Maritime Partners L.P.

Investor Relations

Nicolas Bornozis

Capital Link, Inc.

Tel. (212) 661-7566

E-mail: naviospartners@capitallink.com

NAVIOS MARITIME PARTNERS L.P.
CONDENSED CONSOLIDATED BALANCE SHEETS

(Expressed in thousands of U.S. Dollars except unit data)

	September 30, 2010 (unaudited)	December 31, 2009
ASSETS		
Current assets		
Cash and cash equivalents	\$ 45,095	\$ 77,878
Restricted cash	824	13,322
Accounts receivable, net	927	602
Prepaid expenses and other current assets	2,452	777
Total current assets	49,298	92,579
Vessels, net	487,087	299,695
Deferred financing costs, net	2,154	1,431
Other long term assets	279	179
Intangible assets	131,389	40,372
Deposits for vessel acquisitions	—	2,500
Total non-current assets	620,909	344,177
Total assets	\$ 670,207	\$ 436,756
LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities		
Accounts payable	\$ 879	\$ 518
Accrued expenses	2,236	1,844
Deferred voyage revenue	8,680	9,025
Amounts due to related parties	2,948	1,964
Total current liabilities	14,743	13,351
Long-term debt	271,500	195,000
Unfavorable lease terms	1,165	2,662
Deferred voyage revenue	12,682	17,753
Total non-current liabilities	285,347	215,415
Total liabilities	300,090	228,766
Commitments and contingencies		
Partners' capital:		
Common Unitholders (34,666,034 and 24,291,815 units issued and outstanding at September 30, 2010 and December 31, 2009, respectively)	532,557	369,747
Subordinated Unitholders (7,621,843 units issued and outstanding at September 30, 2010 and December 31, 2009)	(167,809)	(164,004)
General Partner (883,428 and 671,708 units issued and outstanding at September 30, 2010 and December 31, 2009, respectively)	(713)	(3,835)
Subordinated Series A Unitholders (1,000,000 units issued and outstanding at September 30, 2010 and December 31, 2009)	6,082	6,082
Total partners' capital	370,117	207,990
Total liabilities and partners' capital	\$ 670,207	\$ 436,756

NAVIOS MARITIME PARTNERS L.P.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Expressed in thousands of U.S. Dollars except unit and per unit amounts)

	Three Month Period ended September 30, 2010 (unaudited)	Three Month Period ended September 30, 2009 (unaudited)	Nine Month Period ended September 30, 2010 (unaudited)	Nine Month Period ended September 30, 2009 (unaudited)
Time charter and voyage revenues	\$ 38,074	\$ 23,717	\$ 100,742	\$ 67,028
Time charter and voyage expenses	(2,986)	(3,729)	(8,808)	(10,088)
Direct vessel expenses	(18)	(117)	(75)	(365)
Management fees	(5,170)	(2,668)	(14,064)	(7,917)
General and administrative expenses	(966)	(542)	(2,973)	(2,341)
Depreciation and amortization	(10,966)	(4,195)	(28,675)	(10,973)
Interest expense and finance cost, net	(1,862)	(1,698)	(4,566)	(6,045)
Interest income	224	25	530	114
Compensation expense	—	—	—	(6,082)
Other income	27	79	85	92
Other expense	(12)	(83)	(82)	(83)
Net income	\$ 16,345	\$ 10,789	\$ 42,114	\$ 23,340

Earnings per unit:

	Three Month Period ended September 30, 2010 (unaudited)	Three Month Period ended September 30, 2009 (unaudited)	Nine Month Period ended September 30, 2010 (unaudited)	Nine Month Period ended September 30, 2009 (unaudited)
Net income	\$ 16,345	\$ 10,789	\$ 42,114	\$ 23,340
Earnings attributable to:				
Common unit holders	13,125	7,644	35,581	16,776
Subordinated unit holders	2,886	2,923	5,684	6,061
General partner unit holders	334	222	849	503
Subordinated Series A unit holders	—	—	—	—
Weighted average units outstanding (basic and diluted)				
Common unit holders	34,666,034	17,374,893	31,428,339	15,585,261
Subordinated unit holders	7,621,843	7,621,843	7,621,843	7,621,843
General partner unit holders	883,428	530,546	817,352	480,641
Subordinated Series A unit holders	1,000,000	1,000,000	1,000,000	1,000,000
Earnings per unit- overall (basic and diluted):				
Common unit holders	\$ 0.38	\$ 0.44	\$ 1.13	\$ 1.08
Subordinated unit holders	\$ 0.38	\$ 0.38	\$ 0.75	\$ 0.80
General partner unit holders	\$ 0.38	\$ 0.42	\$ 1.04	\$ 1.05
Subordinated Series A unit holders	\$ —	\$ —	\$ —	\$ —

NAVIOS MARITIME PARTNERS L.P.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of U.S. Dollars)

	Nine Month period Ended September 30, 2010 (unaudited)	Nine Month Period Ended September 30, 2009 (unaudited)
OPERATING ACTIVITIES		
Net income	\$ 42,114	\$ 23,340
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28,675	10,973
Amortization and write-off of deferred financing cost	302	190
Amortization of deferred dry dock costs	75	365
Compensation expense	—	6,082
Changes in operating assets and liabilities:		
Increase in restricted cash	(2)	(821)
(Increase)/decrease in accounts receivable	(325)	80
(Increase)/decrease in prepaid expenses and other current assets	(1,675)	108
Increase in other long term assets	(175)	—
Increase in accounts payable	361	50
Increase in accrued expenses	392	656
(Decrease)/increase in deferred voyage revenue	(5,416)	24,996
Increase in amounts due to related parties	984	3,580
Net cash provided by operating activities	65,310	69,599
INVESTING ACTIVITIES:		
Acquisition of vessels	(174,591)	—
Acquisition of intangibles	(111,165)	(34,600)
Net cash used in investing activities	(285,756)	(34,600)
FINANCING ACTIVITIES:		
Cash distributions paid	(51,338)	(27,461)
Proceeds from issuance of general partner units	3,566	1,642
Proceeds from issuance of common units, net of offering costs	147,460	66,033
Proceeds from long term debt	89,000	—
Decrease/(increase) in restricted cash	12,500	(10,000)
Repayment of long-term debt and payment of principal	(12,500)	(40,000)
Debt issuance costs	(1,025)	(200)
Net cash provided by/(used in) financing activities	187,663	(9,986)
(Decrease)/Increase in cash and cash equivalents	(32,783)	25,013
Cash and cash equivalents, beginning of period	77,878	28,374
Cash and cash equivalents, end of period	\$ 45,095	\$ 53,387
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid for interest	\$ 4,141	\$ 6,020
Issuance of units in connection with the non-cash compensation expense related to the relief of the obligation on Navios Bonavis	—	\$ 6,082
Issuance of common units to Navios Holdings related to the acquisition of Navios Aurora II in March 2010	\$ 20,325	\$ —

Owned Vessels	Type	Built	Capacity (DWT)	Original Charter Expiration Date/ New Charter Expiration Date (1)	Original Charter Out Rate/ New Charter Out Rate per day (2)
Navios Gemini S	Panamax	1994	68,636	February 2014	\$ 24,225
Navios Libra II	Panamax	1995	70,136	November 2010	\$ 23,513
				November 2012	\$ 18,525
Navios Felicity	Panamax	1997	73,867	June 2013	\$ 26,169
Navios Galaxy I	Panamax	2001	74,195	February 2018	\$ 21,937
Navios Alegria	Panamax	2004	76,466	December 2010	\$ 23,750
				January 2014	\$ 16,984 ⁽³⁾
Navios Fantastiks	Capesize	2005	180,265	March 2011	\$ 32,279
				February 2014	\$ 36,290
Navios Hope	Panamax	2005	75,397	August 2013	\$ 17,562
Navios Apollon	Ultra-Handymax	2000	52,073	November 2012	\$ 23,700
Navios Sagittarius	Panamax	2006	75,756	November 2018	\$ 26,125
Navios Hyperion	Panamax	2004	75,707	April 2014	\$ 37,953
Navios Aurora II	Capesize	2009	169,031	November 2019	\$ 41,325
Navios Pollux	Capesize	2009	180,727	July 2019	\$ 42,250
Long-term Chartered-in Vessels					
Navios Prosperity (4)	Panamax	2007	82,535	July 2012	\$ 24,000
Navios Aldebaran (5)	Panamax	2008	76,500	March 2013	\$ 28,391

- (1) Represents the initial expiration date of the time charter and, if applicable, the new time charter expiration date for the vessels with new time charters.
- (2) Net time charter-out rate per day (net of commissions). Represents the charter-out rate during the time charter period prior to the time charter expiration date and, if applicable, the charter-out rate under the new time charter.
- (3) Profit sharing 50% above \$16,984/ day based on Baltic Panamax TC Average.
- (4) The Navios Prosperity is chartered-in for seven years starting from June 19, 2008 and we will have options to extend for two one-year periods. We have the option to purchase the vessel after June 2012 at a purchase price that is initially 3.8 billion Yen declining each year by 145 million Yen.
- (5) The Navios Aldebaran was delivered on March 17, 2008. Navios Aldebaran is chartered-in for seven years and we have options to extend for two one-year periods. We have the option to purchase the vessel after March 2013 at a purchase price that is initially 3.6 billion Yen declining each year by 150 million Yen.

Disclosure of Non-GAAP Financial Measures**1. EBITDA**

EBITDA represents net income plus interest and finance costs plus depreciation and amortization and income taxes, if any, unless otherwise stated. EBITDA is included because it is used by certain investors to measure a company's financial performance. EBITDA is a "non-GAAP financial measure" and should not be considered a substitute for net income, cash flow from operating activities and other operations or cash flow statement data prepared in accordance with accounting principles generally accepted in the United States or as a measure of profitability or liquidity.

EBITDA is presented to provide additional information with respect to Navios Partners' ability to satisfy its obligations including debt service, capital expenditures, working capital requirements and determination of cash distribution. While EBITDA is frequently used as a measure of operating results and the ability to meet debt service requirements, the definition of EBITDA used here may not be comparable to that used by other companies due to differences in methods of calculation.

2. Operating Surplus

Operating Surplus represents net income adjusted for depreciation and amortization expense, non-cash interest expense and estimated maintenance and replacement capital expenditures and expansion capital expenditures. Maintenance and replacement capital expenditures are those capital expenditures required to maintain over the long term the operating capacity of, or the revenue generated by, Navios Partners' capital assets. Expansion capital expenditures are those capital expenditures that increase the operating capacity of, or the revenue generated by, Navios Partners' capital assets.

Operating Surplus is a quantitative measure used in the publicly-traded partnership investment community to assist in evaluating a partnership's ability to make quarterly cash distributions. Operating Surplus is not required by accounting principles generally accepted in the United States and should not be considered as an alternative to net income or any other indicator of Navios Partners' performance required by accounting principles generally accepted in the United States.

3. Available Cash

Available Cash generally means, for each fiscal quarter, all cash on hand at the end of the quarter:

- less the amount of cash reserves established by the board of directors to:
 - provide for the proper conduct of Navios Partners' business (including reserve for maintenance and replacement capital expenditures);
 - comply with applicable law, any of Navios Partners' debt instruments, or other agreements; or
 - provide funds for distributions to the unitholders and to the general partner for any one or more of the next four quarters;
- plus all cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter. Working capital borrowings are generally borrowings that are made under any revolving credit or similar agreement used solely for working capital purposes or to pay distributions to partners.

Available Cash is a quantitative measure used in the publicly-traded partnership investment community to assist in evaluating a partnership's ability to make quarterly cash distributions. Available cash is not required by accounting principles generally accepted in the United States and should not be considered as an alternative to net income or any other indicator of Navios Partners' performance required by accounting principles generally accepted in the United States.

4. Reconciliation of Non-GAAP Financial Measures

	(unaudited) Three Month Period ended September 30, 2010 (\$ '000)	(unaudited) Three Month Period ended September 30, 2009 (\$ '000)	(unaudited) Nine Month Period ended September 30, 2010 (\$ '000)	(unaudited) Nine Month Period ended September 30, 2009 (\$ '000)
Net Cash from Operating Activities	\$ 14,884	\$ 12,635	\$ 65,310	\$ 69,599
Net increase/(decrease) in operating assets	(127)	(177)	2,177	633
Net (increase)/decrease in operating liabilities	12,671	2,706	3,679	(29,282)
Net interest cost	1,638	1,673	4,036	5,931
Deferred finance charges	(99)	(63)	(302)	(190)
Adjusted EBITDA	28,967	16,774	74,900	46,691
Cash interest income	243	25	512	114
Cash interest paid	(1,740)	(1,718)	(4,141)	(6,020)
Expansion capital expenditures	—	—	(285,756)	(34,600)
Equity Issuance	—	32,882	151,026	67,675
Borrowings to fund expansion capital expenditures	—	—	87,975	—
Release of expansion capital expenditures reserve	—	(32,882)	62,080	(32,882)
Maintenance and replacement capital expenditures	(3,754)	(1,957)	(10,670)	(5,872)
Operating Surplus	23,716	13,124	75,926	35,106
Cash distribution paid relating to the first half	—	—	(36,251)	(18,787)
Recommended reserves accumulated as of beginning of January 1	4,459	2,126	4,459	2,126
Reserves accumulated during the first half distributed in the third quarter	15,959	3,195	—	—
Recommended reserves held as of quarter end	(23,156)	(6,890)	(23,156)	(6,890)
Available cash for distribution	<u>\$ 20,978</u>	<u>\$ 11,555</u>	<u>\$ 20,978</u>	<u>\$ 11,555</u>

(1) EBITDA for the nine month period ended September 30, 2009 represents net income before interest, depreciation and amortization and before non-cash consideration for the release of the obligation to acquire the Navios Bonavis.