

DCP Midstream Partners, LP  
Form 10-Q  
May 07, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2014

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-32678

DCP MIDSTREAM PARTNERS, LP  
(Exact name of registrant as specified in its charter)

Delaware 03-0567133  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

370 17th Street, Suite 2500 80202  
Denver, Colorado (Zip Code)  
(Address of principal executive offices)  
Registrant's telephone number, including area code: (303) 633-2900

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Non-accelerated filer

Smaller reporting company

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

As of May 1, 2014, there were outstanding 107,918,567 common units representing limited partner interests.

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GLOSSARY OF TERMS

The following is a list of certain industry terms used throughout this report:

Bbl	barrel
Bbls/d	barrels per day
Bcf	billion cubic feet
Bcf/d	billion cubic feet per day
Btu	British thermal unit, a measurement of energy
Fractionation	the process by which natural gas liquids are separated into individual components
MBbls	thousand barrels
MBbls/d	thousand barrels per day
MMBtu	million Btus
MMBtu/d	million Btus per day
MMcf	million cubic feet
MMcf/d	million cubic feet per day
NGLs	natural gas liquids
Throughput	the volume of product transported or passing through a pipeline or other facility

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CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING STATEMENTS

Our reports, filings and other public announcements may from time to time contain statements that do not directly or exclusively relate to historical facts. Such statements are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. You can typically identify forward-looking statements by the use of forward-looking words, such as “may,” “could,” “should,” “intend,” “assume,” “project,” “believe,” “anticipate,” “expect,” “es,” “potential,” “plan,” “forecast” and other similar words.

All statements that are not statements of historical facts, including statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements.

These forward-looking statements reflect our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside our control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks. Known risks and uncertainties include, but are not limited to, the risks set forth in “Item 1A. Risk Factors” in this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2013, including the following risks and uncertainties:

- the extent of changes in commodity prices and the demand for our products and services, our ability to effectively limit a portion of the adverse impact of potential changes in prices through derivative financial instruments, and the potential impact of price and producers’ access to capital on natural gas drilling, demand for our services, and the volume of NGLs and condensate extracted;
- general economic, market and business conditions;
- our ability to hire, train, as well as retain qualified personnel and key management to execute our business strategy;
- volatility in the price of our common units;
- the level and success of natural gas drilling around our assets, the level and quality of gas production volumes around our assets and our ability to connect supplies to our gathering and processing systems in light of competition;
- our ability to execute our asset integrity and safety programs to continue the safe and reliable operation of our assets;
- new, additions to and changes in laws and regulations, particularly with regard to taxes, safety and protection of the environment, including climate change legislation, regulation of over-the-counter derivatives market and entities, and hydraulic fracturing regulations, or the increased regulation of our industry, and their impact on producers and customers served by our systems;
- our ability to grow through contributions from affiliates, acquisitions, or organic growth projects, and the successful integration and future performance of such assets;
- our ability to access the debt and equity markets and the resulting cost of capital, which will depend on general market conditions, our financial and operating results, inflation rates, interest rates, our ability to comply with the covenants in our loan agreements and our debt securities, as well as our ability to maintain our credit ratings;
- the demand for NGL products by the petrochemical, refining or other industries;
- our ability to purchase propane from our suppliers and make associated profitable sales transactions for our wholesale propane logistics business;
- our ability to construct and start-up facilities on budget and in a timely fashion, which is partially dependent on obtaining required construction, environmental and other permits issued by federal, state and municipal governments, or agencies thereof, the availability of specialized contractors and laborers, and the price of and demand for materials;
- the creditworthiness of counterparties to our transactions;
- weather, weather related conditions and other natural phenomena, including their potential impact on demand for the commodities we sell and the operation of company-owned and third party-owned infrastructure;
- security threats such as military campaigns, terrorist attacks, and cybersecurity breaches, against, or otherwise impacting, our facilities and systems;
- our ability to obtain insurance on commercially reasonable terms, if at all, as well as the adequacy of insurance to cover our losses;
- the amount of gas we gather, compress, treat, process, transport, sell and store, or the NGLs we produce, fractionate, transport and store, may be reduced if the pipelines and storage and fractionation facilities to which

we deliver the natural gas or NGLs are capacity constrained and cannot, or will not, accept the gas or NGLs; industry changes, including the impact of consolidations, alternative energy sources, technological advances and changes in competition; and

the amount of collateral we may be required to post from time to time in our transactions.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. The forward-looking statements in this report speak as of the filing date of this report. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## DCP MIDSTREAM PARTNERS, LP

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 31, 2014 (Millions)	December 31, 2013
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$27	\$12
Accounts receivable:		
Trade, net of allowance for doubtful accounts of \$1 million	130	130
Affiliates	226	212
Inventories	33	67
Unrealized gains on derivative instruments	86	79
Other	2	3
Total current assets	504	503
Property, plant and equipment, net	3,146	3,046
Goodwill	154	154
Intangible assets, net	127	129
Investments in unconsolidated affiliates	1,410	627
Unrealized gains on derivative instruments	69	87
Other long-term assets	27	21
Total assets	\$5,437	\$4,567
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable:		
Trade	\$228	\$232
Affiliates	28	43
Short-term borrowings	21	335
Unrealized losses on derivative instruments	28	28
Accrued interest	19	13
Other	50	72
Total current liabilities	374	723
Long-term debt	2,310	1,590
Unrealized losses on derivative instruments	1	1
Other long-term liabilities	41	40
Total liabilities	2,726	2,354
Commitments and contingent liabilities		
Equity:		
Predecessor equity	—	40
Limited partners (107,918,567 and 89,045,139 common units issued and outstanding, respectively)	2,674	1,948
General partner	13	8
Accumulated other comprehensive loss	(9	) (11 )
Total partners' equity	2,678	1,985
Noncontrolling interests	33	228
Total equity	2,711	2,213

Total liabilities and equity	\$5,437	\$4,567
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See accompanying notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

	Three Months Ended March 31,	
	2014	2013
	(Millions, except per unit amounts)	
Operating revenues:		
Sales of natural gas, propane, NGLs and condensate	\$371	\$283
Sales of natural gas, propane, NGLs and condensate to affiliates	642	402
Transportation, processing and other	51	46
Transportation, processing and other to affiliates	32	18
Losses from commodity derivative activity, net	(3	) (2
(Losses) gains from commodity derivative activity, net — affiliates	(12	) 2
Total operating revenues	1,081	749
Operating costs and expenses:		
Purchases of natural gas, propane and NGLs	785	524
Purchases of natural gas, propane and NGLs from affiliates	100	73
Operating and maintenance expense	45	46
Depreciation and amortization expense	26	21
General and administrative expense	5	5
General and administrative expense — affiliates	11	11
Other expense	1	4
Total operating costs and expenses	973	684
Operating income	108	65
Interest expense	(19	) (12
Earnings from unconsolidated affiliates	3	8
Income before income taxes	92	61
Income tax expense	(3	) (1
Net income	89	60
Net income attributable to noncontrolling interests	(10	) (3
Net income attributable to partners	79	57
Net income attributable to predecessor operations	(6	) (11
General partner's interest in net income	(26	) (15
Net income allocable to limited partners	\$47	\$31
Net income per limited partner unit — basic and diluted	\$0.50	\$0.48
Weighted-average limited partner units outstanding — basic and diluted	93.4	65.1
See accompanying notes to condensed consolidated financial statements.		

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DCP MIDSTREAM PARTNERS, LP  
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
 (Unaudited)

	Three Months Ended March 31,	
	2014	2013
	(Millions)	
Net income	\$89	\$60
Other comprehensive income:		
Reclassification of cash flow hedge losses into earnings	2	1
Total other comprehensive income	2	1
Total comprehensive income	91	61
Total comprehensive income attributable to noncontrolling interests	(10	) (3
Total comprehensive income attributable to partners	\$81	\$58
See accompanying notes to condensed consolidated financial statements.		

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DCP MIDSTREAM PARTNERS, LP  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Three Months Ended March 31,	
	2014	2013
	(Millions)	
<b>OPERATING ACTIVITIES:</b>		
Net income	\$89	\$60
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	26	21
Earnings from unconsolidated affiliates	(3	) (8
Distributions from unconsolidated affiliates	13	11
Net unrealized losses on derivative instruments	14	10
Deferred income taxes, net	2	—
Other, net	2	4
Change in operating assets and liabilities, which (used) provided cash, net of effects of acquisitions:		
Accounts receivable	(14	) (79
Inventories	34	46
Accounts payable	(16	) 77
Accrued interest	6	10
Other current assets and liabilities	(7	) —
Net cash provided by operating activities	146	152
<b>INVESTING ACTIVITIES:</b>		
Capital expenditures	(63	) (101
Acquisitions, net of cash acquired	(100	) (481
Acquisition of unconsolidated affiliates	(669	) —
Investments in unconsolidated affiliates	(65	) (26
Other	1	—
Net cash used in investing activities	(896	) (608
<b>FINANCING ACTIVITIES:</b>		
Proceeds from long-term debt	719	809
Payments of long-term debt	—	(690
Payments of commercial paper, net	(314	) —
Payments of deferred financing costs	(6	) (4
Excess purchase price over acquired interests and commodity hedges	(14	) (94
Proceeds from issuance of common units, net of offering costs	677	494
Net change in advances to predecessor from DCP Midstream, LLC	(6	) 22
Distributions to limited partners and general partner	(86	) (54
Distributions to noncontrolling interests	(10	) (5
Purchase of additional interest in a subsidiary	(198	) —
Contributions from noncontrolling interests	3	15
Distributions to DCP Midstream, LLC	—	(3
Contributions from DCP Midstream, LLC	—	1
Net cash provided by financing activities	765	491
Net change in cash and cash equivalents	15	35
Cash and cash equivalents, beginning of period	12	2
Cash and cash equivalents, end of period	\$27	\$37

See accompanying notes to condensed consolidated financial statements.

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DCP MIDSTREAM PARTNERS, LP  
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
(Unaudited)

	Partners' Equity			Accumulated Other Comprehensive (Loss) Income	Noncontrolling Interests	Total Equity
	Predecessor Equity	Limited Partners	General Partner			
	(Millions)					
Balance, January 1, 2014	\$40	\$ 1,948	\$8	\$ (11 )	\$ 228	\$2,213
Net income	6	47	26	—	10	89
Other comprehensive income	—	—	—	2	—	2
Net change in parent advances	(6 )	—	—	—	—	(6 )
Acquisition of Lucerne 1 plant	(40 )	—	—	—	—	(40 )
Issuance of 4,497,158 units to DCP Midstream, LLC and affiliates	—	225	—	—	—	225
Excess purchase price over carrying value of interests acquired in March 2014 transactions	—	(158 )	—	—	—	(158 )
Issuance of 14,375,000 common units to the public	—	677	—	—	—	677
Distributions to limited partners and general partner	—	(65 )	(21 )	—	—	(86 )
Distributions to noncontrolling interests	—	—	—	—	(10 )	(10 )
Contributions from noncontrolling interests	—	—	—	—	3	3
Purchase of additional interest in a subsidiary	—	—	—	—	(198 )	(198 )
Balance, March 31, 2014	\$—	\$ 2,674	\$13	\$ (9 )	\$ 33	\$2,711

See accompanying notes to condensed consolidated financial statements.

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DCP MIDSTREAM PARTNERS, LP  
 CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
 (Unaudited)

	Partners' Equity			Accumulated Other Comprehensive (Loss) Income	Noncontrolling Interests	Total Equity
	Predecessor Equity	Limited Partners	General Partner			
	(Millions)					
Balance, January 1, 2013	\$399	\$1,063	\$—	\$ (15 )	\$ 189	\$1,636
Net income	11	31	15	—	3	60
Other comprehensive income	—	—	—	1	—	1
Net change in parent advances	22	—	—	—	—	22
Acquisition of additional 46.67% interest in the Eagle Ford system	(390 )	—	—	—	—	(390 )
Issuance of units for the Eagle Ford system	—	125	—	—	—	125
Excess purchase price over carrying value of acquired investment of 46.67% interest in the Eagle Ford system and commodity hedge	—	(219 )	—	—	—	(219 )
Issuance of 12,650,000 common units	—	494	—	—	—	494
Distributions to limited partners and general partner	—	(42 )	(12 )	—	—	(54 )
Distributions to noncontrolling interests	—	—	—	—	(5 )	(5 )
Contributions from noncontrolling interests	—	—	—	—	15	15
Contributions from DCP Midstream, LLC	—	1	—	—	—	1
Distributions to DCP Midstream, LLC	—	(3 )	—	—	—	(3 )
Balance, March 31, 2013	\$42	\$1,450	\$3	\$ (14 )	\$ 202	\$1,683

See accompanying notes to condensed consolidated financial statements.

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DCP MIDSTREAM PARTNERS, LP

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Three Months Ended March 31, 2014 and 2013

(Unaudited)

1. Description of Business and Basis of Presentation

DCP Midstream Partners, LP, with its consolidated subsidiaries, or us, we, our or the Partnership, is engaged in the business of gathering, compressing, treating, processing, transporting, storing and selling natural gas; producing, fractionating, transporting, storing and selling NGLs and recovering and selling condensate; and transporting, storing and selling propane in wholesale markets.

We are a Delaware limited partnership that was formed in August 2005. Our partnership includes: our natural gas services segment (which includes our Eagle Ford system; our East Texas system; our Southeast Texas system; our Michigan system; our Northern Louisiana system; our Southern Oklahoma system; our Wyoming system; a 75% interest in Collbran Valley Gas Gathering, LLC, or our Piceance system; our 40% interest in Discovery Producer Services LLC, or Discovery, and our DJ Basin system consisting of our O'Connor and Lucerne 1 plants, as well as the Lucerne 2 plant currently under construction), our NGL logistics segment (which includes the NGL storage facility in Michigan, our 12.5% interest in the Mont Belvieu Enterprise fractionator, our 20% interest in the Mont Belvieu 1 fractionator, the DJ Basin NGL fractionators, the Black Lake and Wattenberg interstate NGL pipelines, the Seabreeze and Wilbreeze intrastate NGL pipelines, our 33.33% interests in each of the Sand Hills, Southern Hills and Front Range interstate NGL pipelines, and our 10% interest in the Texas Express intrastate NGL pipeline), and our wholesale propane logistics segment (which includes six rail terminals, two marine terminals and one pipeline terminal).

Our operations and activities are managed by our general partner, DCP Midstream GP, LP, which in turn is managed by its general partner, DCP Midstream GP, LLC, which we refer to as the General Partner, and is 100% owned by DCP Midstream, LLC. DCP Midstream, LLC and its subsidiaries and affiliates, collectively referred to as DCP Midstream, LLC, is owned 50% by Phillips 66 and 50% by Spectra Energy Corp and its affiliates, or Spectra Energy. DCP Midstream, LLC directs our business operations through its ownership and control of the General Partner. DCP Midstream, LLC and its affiliates' employees provide administrative support to us and operate most of our assets. DCP Midstream, LLC owns approximately 23% of us.

The condensed consolidated financial statements include the accounts of the Partnership and all majority-owned subsidiaries where we have the ability to exercise control. Investments in greater than 20% owned affiliates that are not variable interest entities and where we do not have the ability to exercise control, and investments in less than 20% owned affiliates where we have the ability to exercise significant influence, are accounted for using the equity method. Our predecessor results consist of the Lucerne 1 plant, which we acquired from DCP Midstream, LLC in March 2014, and a 46.67% interest in the Eagle Ford system, which we acquired from DCP Midstream, LLC in March 2013. Prior to our acquisition of the additional 46.67% interest in the Eagle Ford system in March 2013, we accounted for our initial 33.33% interest as an unconsolidated affiliate using the equity method. Subsequent to the March 2013 transaction, but prior to the acquisition of the remaining 20% interest in March 2014, we owned 80% of the Eagle Ford system which we accounted for as a consolidated subsidiary. These transfers of net assets between entities under common control were accounted for as if the transfer occurred at the beginning of the period, and prior years were retrospectively adjusted to furnish comparative information, similar to the pooling method. Accordingly, our condensed consolidated financial statements include the historical results of an 80% interest in the Eagle Ford system and our Lucerne 1 plant for all periods presented. We recognize transfers of net assets between entities under common control at DCP Midstream, LLC's basis in the net assets contributed. The amount of the purchase price in excess or in deficit of DCP Midstream, LLC's basis in the net assets is recognized as a reduction or an addition to limited partners' equity. The financial statements of our predecessor have been prepared from the separate records maintained by DCP Midstream, LLC and may not necessarily be indicative of the conditions that would have existed or the results of operations if our predecessor had been operated as an unaffiliated entity.

The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. Conformity with GAAP requires management to make

estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and notes. Although these estimates are based on management's best available knowledge of current and expected future events, actual results could differ from those estimates. All intercompany balances and transactions have been eliminated. Transactions between us and other DCP Midstream, LLC operations have been included in the condensed consolidated financial statements as transactions between affiliates.

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DCP MIDSTREAM PARTNERS, LP  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
Three Months Ended March 31, 2014 and 2013 - (Continued)  
(Unaudited)

The accompanying unaudited condensed consolidated financial statements in this Quarterly Report on Form 10-Q have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission, or SEC. Accordingly, these condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, that are, in the opinion of management, necessary to present fairly the financial position and results of operations for the respective interim periods. Certain information and note disclosures normally included in our annual financial statements prepared in accordance with GAAP have been condensed or omitted from these interim financial statements pursuant to such rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. Results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. These unaudited condensed consolidated financial statements and other information included in this Quarterly Report on Form 10-Q should be read in conjunction with the audited consolidated financial statements and notes thereto in our 2013 Annual Report on Form 10-K.

## 2. Acquisitions

On March 31, 2014, DCP Midstream, LLC and its affiliates contributed to us (i) a 33.33% membership interest in DCP Sand Hills Pipeline, LLC, which owns the Sand Hills pipeline; (ii) a 33.33% membership interest in DCP Southern Hills Pipeline, LLC, which owns the Southern Hills pipeline; and (iii) the remaining 20% interest in DCP SC Texas GP, or the Eagle Ford system. The Sand Hills pipeline is engaged in the business of transporting NGLs and consists of approximately 720 miles of pipeline, with an expected initial capacity of 200 MBbls/d, and possible further capacity increases with the installation of additional pump stations. The Sand Hills pipeline provides NGL takeaway service from the Permian and Eagle Ford basins to fractionation facilities along the Texas Gulf Coast and at the Mont Belvieu, Texas market hub. The Sand Hills pipeline began taking flows in the fourth quarter of 2012 and was placed into service in June 2013. The Southern Hills pipeline is also engaged in the business of transporting NGLs and consists of approximately 800 miles of pipeline, with an expected capacity of 175 MBbls/d after completion of planned pump stations. The Southern Hills pipeline provides NGL takeaway service from the Midcontinent to fractionation facilities at the Mont Belvieu, Texas market hub. The Southern Hills pipeline began taking flows in the first quarter of 2013 and was placed into service in June 2013.

On March 28, 2014, we acquired from DCP Midstream, LLC and its affiliates (i) a 35 MMcf/d cryogenic natural gas processing plant located in Weld County, Colorado, or the Lucerne 1 plant; and (ii) a 200 MMcf/d cryogenic natural gas processing plant also located in Weld County, Colorado, or the Lucerne 2 plant, which is currently under construction. The Lucerne 1 plant, along with our O'Connor plant, comprises our DJ Basin system. In conjunction with our acquisition of the Lucerne 1 plant, we entered into a long-term fee-based processing agreement with DCP Midstream, LLC pursuant to which DCP Midstream, LLC agreed to pay us (i) a fixed demand charge of 75% of the plant's capacity, and (ii) a throughput fee on all volumes processed for DCP Midstream, LLC at the Lucerne 1 plant. The Lucerne 2 plant is expected to be completed in mid-2015 and we have assumed all of the remaining costs to complete this project. In addition, we will enter into a ten-year, fee-based natural gas processing agreement with DCP Midstream, LLC that is effective once the Lucerne 2 plant is placed into service. At that time, the processing agreement with Lucerne 1 will be terminated and the new processing agreement will provide a fixed demand charge on 75% of the capacity of both plants, and a throughput fee on all volumes processed at the Lucerne 1 and 2 plants. Total consideration for these transactions at closing was \$1,220 million, less customary working capital and other adjustments. \$225 million of the consideration was funded by the issuance at closing of 2,098,674 of our common units to DCP Midstream, LLC, 1,399,116 of our common units to DCP LP Holdings, LLC, and 999,368 of our common units to DCP Midstream GP, LP. The remainder of the consideration was financed by a portion of the issuance of 14,375,000 common units to the public and the proceeds from our 5.60% 30-year Senior Notes and 2.70% five-year Senior Notes offering. The total consideration over the carrying value of the net assets of the Sand Hills and Southern Hills pipelines, the remaining 20% of the Eagle Ford system, and the Lucerne 1 and Lucerne 2 plants

resulted in an excess purchase price of \$158 million which was recorded as a decrease in limited partners' equity in the condensed consolidated statement of changes in equity.

The acquisition of the Lucerne 2 plant and contribution of the Sand Hills pipeline, the Southern Hills pipeline and the remaining 20% interest in the Eagle Ford system represent a transfer of assets between entities under common control. The results for these entities are included prospectively from the date of acquisition or contribution. The acquisition of the Lucerne 1 plant represents a transaction between entities under common control and a change in reporting entity. Accordingly, our condensed consolidated financial statements have been adjusted to retrospectively include the historical results of the Lucerne 1 plant for all periods presented, similar to the pooling method. The results of the Sand Hills and Southern Hills pipelines are included in our NGL Logistics segment, and the remaining 20% interest in the Eagle Ford system and the Lucerne 1 and 2 plants are included in our Natural Gas Services segment.

DCP MIDSTREAM PARTNERS, LP  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
Three Months Ended March 31, 2014 and 2013 - (Continued)  
(Unaudited)

The assets and liabilities of the Lucerne 1 plant are included in the condensed consolidated balance sheets as of March 31, 2014 and December 31, 2013. The following table presents the previously reported December 31, 2013 consolidated balance sheet, condensed and adjusted for the acquisition of the Lucerne 1 plant from DCP Midstream, LLC:

As of December 31, 2013

	DCP Midstream Partners, LP (Condensed, as previously reported on Form 10-K filed on 2/26/14) (Millions)	Consolidate Lucerne 1 Plant	Consolidated DCP Midstream Partners, LP (As currently reported)	
<b>ASSETS</b>				
Current assets:				
Cash and cash equivalents	\$12	\$—	\$12	
Accounts receivable	342	—	342	
Inventories	67	—	67	
Other	82	—	82	
Total current assets	503	—	503	
Property, plant and equipment, net	3,005	41	3,046	
Goodwill and intangible assets, net	283	—	283	
Investments in unconsolidated affiliates	627	—	627	
Other non-current assets	108	—	108	
Total assets	\$4,526	\$41	\$4,567	
<b>LIABILITIES AND EQUITY</b>				
Accounts payable and other current liabilities	\$722	\$1	\$723	
Long-term debt	1,590	—	1,590	
Other long-term liabilities	41	—	41	
Total liabilities	2,353	1	2,354	
Commitments and contingent liabilities				
Equity:				
Partners' equity				
Net equity	1,956	40	1,996	
Accumulated other comprehensive loss	(11	) —	(11	)
Total partners' equity	1,945	40	1,985	
Noncontrolling interests	228	—	228	
Total equity	2,173	40	2,213	
Total liabilities and equity	\$4,526	\$41	\$4,567	



DCP MIDSTREAM PARTNERS, LP  
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The results of the Lucerne 1 plant are included in the condensed consolidated statements of operations for the three months ended March 31, 2014 and 2013. The following table presents the previously reported consolidated statements of operations for the three months ended March 31, 2013, condensed and adjusted for the acquisition of the Lucerne 1 plant from DCP Midstream, LLC:

Three Months Ended March 31, 2013

	DCP Midstream Partners, LP (As previously reported on Form 10-Q filed on 5/7/13) (Millions)	Consolidate Lucerne 1 Plant	Consolidated DCP Midstream Partners, LP (As currently reported)
Sales of natural gas, propane, NGLs and condensate	\$668	\$17	\$685
Transportation, processing and other	63	1	64
Total operating revenues	731	18	749
Operating costs and expenses:			
Purchases of natural gas, propane and NGLs	586	11	597
Operating and maintenance expense	45	1	46
Depreciation and amortization expense	20	1	21
General and administrative expense	16	—	16
Other operating expense	4	—	4
Total operating costs and expenses	671	13	684
Operating income	60	5	65
Interest expense	(12)	) —	(12)
Earnings from unconsolidated affiliates	8	—	8
Income before income taxes	56	5	61
Income tax expense	(1)	) —	(1)
Net income	55	5	60
Net income attributable to noncontrolling interests	(3)	) —	(3)
Net income attributable to partners	\$52	\$5	\$57

### 3. Agreements and Transactions with Affiliates

#### DCP Midstream, LLC

##### Services Agreement and Other General and Administrative Charges

We have entered into a services agreement, as amended, or the Services Agreement, with DCP Midstream, LLC. Under the Services Agreement, which replaced the Omnibus Agreement on February 14, 2013, we are required to reimburse DCP Midstream, LLC for salaries of operating personnel and employee benefits, as well as capital expenditures, maintenance and repair costs, taxes and other direct costs incurred by DCP Midstream, LLC on our behalf. We also pay DCP Midstream, LLC an annual fee under the Services Agreement for centralized corporate functions performed by DCP Midstream, LLC on our behalf. Except with respect to the annual fee, there is no limit on the reimbursements we make to DCP Midstream, LLC under the Services Agreement for expenses and expenditures incurred or payments made on our behalf. The annual fee under the Services Agreement is subject to adjustment based on the scope of general and administrative services performed by DCP Midstream, LLC, as well an annual adjustment

based on changes to the Consumer Price Index.

On March 31, 2014, the annual fee payable under the Services Agreement was increased by approximately \$15 million, prorated for the remainder of the calendar year, to \$44 million. The increase is predominantly attributable to general and

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administrative expenses previously incurred by the Eagle Ford system being reallocated to the Services Agreement in connection with the contribution of the remaining 20% interest in the Eagle Ford system to us, bringing our ownership to 100%.

The following is a summary of the fees we incurred under the Services and Omnibus Agreements, as well as other fees paid to DCP Midstream, LLC:

	Three Months Ended	
	March 31,	
	2014	2013
	(Millions)	
Services/Omnibus Agreement	\$7	\$7
Other fees — DCP Midstream, LLC	4	4
Total — DCP Midstream, LLC	\$11	\$11

In addition to the fees paid pursuant to the Services and Omnibus Agreements, we incurred allocated expenses, including insurance and internal audit fees with DCP Midstream, LLC of less than \$1 million for each of the three months ended March 31, 2014 and 2013. The Eagle Ford system incurred \$4 million in general and administrative expenses directly from DCP Midstream, LLC for each of the three months ended March 31, 2014 and 2013, before the reallocation of the Eagle Ford system to the Services Agreement on March 31, 2014.

Other Agreements and Transactions with DCP Midstream, LLC

In conjunction with our acquisition of the Lucerne 1 plant, which is part of our Natural Gas Services segment, we entered into a long-term fee-based processing agreement with DCP Midstream, LLC pursuant to which DCP Midstream, LLC agreed to pay us (i) a fixed demand charge of 75% of the plant's capacity, and (ii) a throughput fee on all volumes processed for DCP Midstream, LLC at the Lucerne 1 plant.

In addition to agreements with other shippers, the Front Range pipeline, which was placed into service in February 2014, has in place a 15-year transportation agreement, commencing at the pipeline's in-service date, with DCP Midstream, LLC pursuant to which DCP Midstream, LLC has committed to transport minimum throughput volumes at rates defined in Front Range's tariffs.

In addition to third party agreements, the Sand Hills pipeline has in place 15-year transportation agreements, commencing at the pipeline's in-service date, with DCP Midstream, LLC pursuant to which DCP Midstream, LLC has committed to transport minimum throughput volumes at rates defined in Sand Hills' tariffs.

In addition to third party agreements, the Southern Hills pipeline has in place a 15-year transportation agreement, commencing at the pipeline's in-service date, with DCP Midstream, LLC pursuant to which DCP Midstream, LLC has committed to transport minimum throughput volumes at rates defined in Southern Hills' tariffs.

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Summary of Transactions with Affiliates

The following table summarizes our transactions with affiliates:

	Three Months Ended March 31,	
	2014	2013
	(Millions)	
DCP Midstream, LLC:		
Sales of natural gas, propane, NGLs and condensate	\$642	\$402
Transportation, processing and other	\$18	\$18
Purchases of natural gas, propane and NGLs	\$80	\$55
(Losses) gains from commodity derivative activity, net	\$(12)	) \$2
General and administrative expense	\$11	\$11
Spectra Energy:		
Purchases of natural gas, propane and NGLs	\$20	\$18
Transportation, processing and other	\$14	\$—

We had balances with affiliates as follows:

	March 31,	December 31,
	2014	2013
	(Millions)	
DCP Midstream, LLC:		
Accounts receivable	\$225	\$211
Accounts payable	\$22	\$37
Unrealized gains on derivative instruments — current	\$84	\$79
Unrealized gains on derivative instruments — long-term	\$64	\$81
Unrealized losses on derivative instruments — current	\$19	\$18
Unrealized losses on derivative instruments — long-term	\$1	\$1
Spectra Energy:		
Accounts receivable	\$1	\$1
Accounts payable	\$6	\$6

4. Inventories

Inventories were as follows:

	March 31,	December 31,
	2014	2013
	(Millions)	
Natural gas	\$2	\$38
NGLs	31	29
Total inventories	\$33	\$67

We recognize lower of cost or market adjustments when the carrying value of our inventories exceeds their estimated market value. These non-cash charges are a component of purchases of natural gas, propane and NGLs in the condensed consolidated statements of operations. We recognized \$3 million in lower of cost or market adjustments during the three months ended March 31, 2014 and no lower of cost or market adjustments during the three months ended March 31, 2013.

5. Property, Plant and Equipment





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A summary of property, plant and equipment by classification is as follows:

	Depreciable Life	March 31, 2014 (Millions)	December 31, 2013
Gathering and transmission systems	20 — 50 Years	\$2,181	\$2,205
Processing, storage, and terminal facilities	35 — 60 Years	1,947	1,645
Other	3 — 30 Years	49	49
Construction work in progress		156	310
Property, plant and equipment		4,333	4,209
Accumulated depreciation		(1,187	) (1,163
Property, plant and equipment, net		\$3,146	\$3,046

Interest capitalized on construction projects for the three months ended March 31, 2014 and 2013 was \$1 million and \$2 million, respectively.

Depreciation expense was \$24 million and \$19 million, for the three months ended March 31, 2014, and 2013, respectively.

During the three months ended March 31, 2014 and 2013, we discontinued certain construction projects and wrote off approximately \$1 million and \$4 million, respectively, in construction work in progress to other expense in the condensed consolidated statements of operations.

#### 6. Investments in Unconsolidated Affiliates

The following table summarizes our investments in unconsolidated affiliates:

	Percentage Ownership	Carrying Value as of March 31, 2014 (Millions)	December 31, 2013
Sand Hills Pipeline, LLC	33.33%	\$398	\$—
Discovery Producer Services LLC	40%	388	348
Southern Hills Pipeline, LLC	33.33%	330	—
Front Range Pipeline LLC	33.33%	154	134
Texas Express Pipeline	10%	97	96
Mont Belvieu Enterprise Fractionator	12.5%	22	26
Mont Belvieu 1 Fractionator	20%	14	16
Other	Various	7	7
Total investments in unconsolidated affiliates		\$1,410	\$627

There was an excess of the carrying amount of the investment over the underlying equity of Sand Hills of \$10 million at March 31, 2014 which is associated with interest capitalized during the construction of the Sand Hills pipeline and is being amortized over the life of the underlying long-lived assets of Sand Hills pipeline.

There was an excess of the carrying amount of the investment over the underlying equity of Southern Hills of \$8 million at March 31, 2014 which is associated with interest capitalized during the construction of the Southern Hills pipeline and is being amortized over the life of the underlying long-lived assets of Southern Hills pipeline.



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Earnings (losses) from investments in unconsolidated affiliates were as follows:

	Three Months Ended March 31,	
	2014	2013
	(Millions)	
Mont Belvieu Enterprise Fractionator	\$4	\$4
Mont Belvieu 1 Fractionator	1	4
Discovery Producer Services LLC	(1	) —
Front Range Pipeline LLC	(1	) —
Total earnings from unconsolidated affiliates	\$3	\$8

The following tables summarize the combined financial information of our investments in unconsolidated affiliates:

	Three Months Ended March 31,	
	2014	2013
	(Millions)	
Statements of operations:		
Operating revenue	\$111	\$108
Operating expenses	\$82	\$67
Net income	\$29	\$41

	March 31,	December 31,
	2014	2013
	(Millions)	
Balance sheets:		
Current assets	\$223	\$182
Long-term assets	5,033	2,678
Current liabilities	(308	) (276
Long-term liabilities	(110	) (37
Net assets	\$4,838	\$2,547

## 7. Fair Value Measurement

### Determination of Fair Value

Below is a general description of our valuation methodologies for derivative financial assets and liabilities which are measured at fair value. Fair values are generally based upon quoted market prices or prices obtained through external sources, where available. If listed market prices or quotes are not available, we determine fair value based upon a market quote, adjusted by other market-based or independently sourced market data such as historical commodity volatilities, crude oil future yield curves, and/or counterparty specific considerations. These adjustments result in a fair value for each asset or liability under an “exit price” methodology, in line with how we believe a marketplace participant would value that asset or liability. Fair values are adjusted to reflect the credit risk inherent in the transaction as well as the potential impact of liquidating open positions in an orderly manner over a reasonable time period under current conditions. These adjustments may include amounts to reflect counterparty credit quality, the effect of our own creditworthiness, the time value of money and/or the liquidity of the market.

Counterparty credit valuation adjustments are necessary when the market price of an instrument is not indicative of the fair value as a result of the credit quality of the counterparty. Generally, market quotes assume that all counterparties have near zero, or low, default rates and have equal credit quality. Therefore, an adjustment may be necessary to reflect the credit quality of a specific counterparty to determine the fair value of the instrument. We record counterparty credit valuation adjustments on all derivatives that are in a net asset position as of the

measurement date in accordance with our established counterparty credit policy, which takes into account any collateral margin that a counterparty may have posted with us as well as any letters of credit that they have provided.

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Entity valuation adjustments are necessary to reflect the effect of our own credit quality on the fair value of our net liability positions with each counterparty. This adjustment takes into account any credit enhancements, such as collateral margin we may have posted with a counterparty, as well as any letters of credit that we have provided. The methodology to determine this adjustment is consistent with how we evaluate counterparty credit risk, taking into account our own credit rating, current credit spreads, as well as any change in such spreads since the last measurement date.

Liquidity valuation adjustments are necessary when we are not able to observe a recent market price for financial instruments that trade in less active markets for the fair value to reflect the cost of exiting the position. Exchange traded contracts are valued at market value without making any additional valuation adjustments and, therefore, no liquidity reserve is applied. For contracts other than exchange traded instruments, we mark our positions to the midpoint of the bid/ask spread, and record a liquidity reserve based upon our total net position. We believe that such practice results in the most reliable fair value measurement as viewed by a market participant.

We manage our derivative instruments on a portfolio basis and the valuation adjustments described above are calculated on this basis. We believe that the portfolio level approach represents the highest and best use for these assets as there are benefits inherent in naturally offsetting positions within the portfolio at any given time, and this approach is consistent with how a market participant would view and value the assets and liabilities. Although we take a portfolio approach to managing these assets/liabilities, in order to reflect the fair value of any one individual contract within the portfolio, we allocate all valuation adjustments down to the contract level, to the extent deemed necessary, based upon either the notional contract volume, or the contract value, whichever is more applicable.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While we believe that our valuation methods are appropriate and consistent with other market participants, we recognize that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. We review our fair value policies on a regular basis taking into consideration changes in the marketplace and, if necessary, will adjust our policies accordingly. See Note 9 Risk Management and Hedging Activities.

#### Valuation Hierarchy

Our fair value measurements are grouped into a three-level valuation hierarchy. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows.

Level 1 — inputs are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 — inputs include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 — inputs are unobservable and considered significant to the fair value measurement.

A financial instrument's categorization within the hierarchy is based upon the level of judgment involved in the most significant input in the determination of the instrument's fair value. Following is a description of the valuation methodologies used as well as the general classification of such instruments pursuant to the hierarchy.

#### Commodity Derivative Assets and Liabilities

We enter into a variety of derivative financial instruments, which may include over the counter, or OTC, instruments, such as natural gas, crude oil or NGL contracts.

Within our Natural Gas Services, segment we typically use OTC derivative contracts in order to mitigate a portion of our exposure to natural gas, NGL and condensate price changes. We also may enter into natural gas derivatives to lock in margin around our storage and transportation assets. These instruments are generally classified as Level 2.

Depending upon market conditions and our strategy, we may enter into OTC derivative positions with a significant time horizon to maturity, and market prices for these OTC derivatives may only be readily observable for a portion of the duration of the instrument. In order to calculate the fair value of these instruments, readily observable market

information is utilized to the extent that it is available; however, in the event that readily observable market data is not available, we may interpolate or extrapolate based upon

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observable data. In instances where we utilize an interpolated or extrapolated value, and it is considered significant to the valuation of the contract as a whole, we would classify the instrument within Level 3.

Within our Wholesale Propane Logistics segment, we may enter into a variety of financial instruments to either secure sales or purchase prices, or capture a variety of market opportunities. Since financial instruments for NGLs tend to be counterparty and location specific, we primarily use the OTC derivative instrument markets, which are not as active and liquid as exchange traded instruments. Market quotes for such contracts may only be available for short dated positions (up to six months), and an active market itself may not exist beyond such time horizon. Contracts entered into with a relatively short time horizon for which prices are readily observable in the OTC market are generally classified within Level 2. Contracts with a longer time horizon, for which we internally generate a forward curve to value such instruments, are generally classified within Level 3. The internally generated curve may utilize a variety of assumptions including, but not limited to, data obtained from third party pricing services, historical and future expected relationship of NGL prices to crude oil prices, the knowledge of expected supply sources coming on line, expected weather trends within certain regions of the United States, and the future expected demand for NGLs. Each instrument is assigned to a level within the hierarchy at the end of each financial quarter depending upon the extent to which the valuation inputs are observable. Generally, an instrument will move toward a level within the hierarchy that requires a lower degree of judgment as the time to maturity approaches, and as the markets in which the asset trades will likely become more liquid and prices more readily available in the market, thus reducing the need to rely upon our internally developed assumptions. However, the level of a given instrument may change, in either direction, depending upon market conditions and the availability of market observable data.

#### Interest Rate Derivative Assets and Liabilities

We use interest rate swap agreements as part of our overall capital strategy. These instruments effectively exchange a portion of our existing floating rate debt for fixed-rate debt. Our swaps are generally priced based upon a London Interbank Offered Rate, or LIBOR, instrument with similar duration, adjusted by the credit spread between our company and the LIBOR instrument. Given that a portion of the swap value is derived from the credit spread, which may be observed by comparing similar assets in the market, these instruments are classified within Level 2. Default risk on either side of the swap transaction is also considered in the valuation. We record counterparty credit and entity valuation adjustments in the valuation of our interest rate swaps; however, these reserves are not considered to be a significant input to the overall valuation.

#### Nonfinancial Assets and Liabilities

We utilize fair value to perform impairment tests as required on our property, plant and equipment; goodwill; and long-lived intangible assets. Assets and liabilities acquired in third party business combinations are recorded at their fair value as of the date of acquisition. The inputs used to determine such fair value are primarily based upon internally developed cash flow models and would generally be classified within Level 3, in the event that we were required to measure and record such assets at fair value within our condensed consolidated financial statements. Additionally, we use fair value to determine the inception value of our asset retirement obligations. The inputs used to determine such fair value are primarily based upon costs incurred historically for similar work, as well as estimates from independent third parties for costs that would be incurred to restore leased property to the contractually stipulated condition, and would generally be classified within Level 3.



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The following table presents the financial instruments carried at fair value as of March 31, 2014 and December 31, 2013, by condensed consolidated balance sheet caption and by valuation hierarchy, as described above:

	March 31, 2014			Total Carrying Value	December 31, 2013			Total Carrying Value
	Level 1	Level 2	Level 3		Level 1	Level 2	Level 3	
	(Millions)							
Current assets:								
Commodity derivatives (a)	\$—	\$16	\$70	\$86	\$—	\$14	\$65	\$79
Short-term investments (b)	\$23	\$—	\$—	\$23	\$9	\$—	\$—	\$9
Long-term assets (c):								
Commodity derivatives	\$—	\$9	\$60	\$69	\$—	\$12	\$75	\$87
Current liabilities (d):								
Commodity derivatives	\$—	\$(26)	\$(1)	\$(27)	\$—	\$(26)	\$—	\$(26)
Interest rate derivatives	\$—	\$(1)	\$—	\$(1)	\$—	\$(2)	\$—	\$(2)
Long-term liabilities (e):								
Commodity derivatives	\$—	\$(1)	\$—	\$(1)	\$—	\$(1)	\$—	\$(1)

(a) Included in current unrealized gains on derivative instruments in our condensed consolidated balance sheets.

(b) Includes short-term money market securities included in cash and cash equivalents in our condensed consolidated balance sheets.

(c) Included in long-term unrealized gains on derivative instruments in our condensed consolidated balance sheets.

(d) Included in current unrealized losses on derivative instruments in our condensed consolidated balance sheets.

(e) Included in long-term unrealized losses on derivative instruments in our condensed consolidated balance sheets.

#### Changes in Levels 1 and 2 Fair Value Measurements

The determination to classify a financial instrument within Level 1 or Level 2 is based upon the availability of quoted prices for identical or similar assets and liabilities in active markets. Depending upon the information readily observable in the market, and/or the use of identical or similar quoted prices, which are significant to the overall valuation, the classification of any individual financial instrument may differ from one measurement date to the next. To qualify as a transfer, the asset or liability must have existed in the previous reporting period and moved into a different level during the current period. In the event that there is a movement between the classification of an instrument as Level 1 or 2, the transfer between Level 1 and Level 2 would be reflected in a table as Transfers in/out of Level 1/Level 2. During the three months ended March 31, 2014 and 2013, there were no transfers between Level 1 and Level 2 of the fair value hierarchy.

#### Changes in Level 3 Fair Value Measurements

The tables below illustrate a rollforward of the amounts included in our condensed consolidated balance sheets for derivative financial instruments that we have classified within Level 3. Since financial instruments classified as Level 3 typically include a combination of observable components (that is, components that are actively quoted and can be validated to external sources) and unobservable components, the gains and losses in the table below may include changes in fair value due in part to observable market factors, or changes to our assumptions on the unobservable components. Depending upon the information readily observable in the market, and/or the use of unobservable inputs, which are significant to the overall valuation, the classification of any individual financial instrument may differ from one measurement date to the next. The significant unobservable inputs used in determining fair value include adjustments by other market-based or independently sourced market data such as historical commodity volatilities,

crude oil future yield curves, and/or counterparty specific considerations. In the event that there is a movement to/from the classification of an instrument as Level 3, we have reflected such items in the table below within the “Transfers into/out of Level 3” caption.

We manage our overall risk at the portfolio level, and in the execution of our strategy, we may use a combination of financial instruments, which may be classified within any level. Since Level 1 and Level 2 risk management instruments are not included in the rollforward below, the gains or losses in the table do not reflect the effect of our total risk management activities.

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	Commodity Derivative Instruments			
	Current Assets	Long-Term Assets	Current Liabilities	Long-Term Liabilities
	(Millions)			
Three months ended March 31, 2014 (a):				
Beginning balance	\$65	\$75	\$—	\$—
Net realized and unrealized gains (losses) included in earnings (c)	17	(15	) (1	) —
Transfers into Level 3 (b)	—	—	—	—
Transfers out of Level 3 (b)	—	—	—	—
Settlements	(12	) —	—	—
Purchases	—	—	—	—
Ending balance	\$70	\$60	\$(1	) \$—
Net unrealized gains (losses) on derivatives still held included in earnings (c)	\$19	\$(15	) \$(1	) \$—
Three months ended March 31, 2013 (a):				
Beginning balance	\$40	\$65	\$(1	) \$—
Net realized and unrealized gains included in earnings (c)	8	(5	) 1	—
Transfers into Level 3 (b)	—	—	—	—
Transfers out of Level 3 (b)	—	—	—	—
Settlements	(11	) —	—	—
Purchases	24	62	—	—
Ending balance	\$61	\$122	\$—	\$—
Net unrealized gains (losses) on derivatives still held included in earnings (c)	\$8	\$(5	) \$—	\$—

(a) There were no issuances or sales of derivatives for the three months ended March 31, 2014 and 2013.

(b) Amounts transferred in and amounts transferred out are reflected at fair value as of the end of the period.

Represents the amount of total gains or losses for the period, included in gains or losses from commodity derivative (c) activity, net, attributable to changes in unrealized gains or losses relating to assets and liabilities classified as Level 3.

#### Quantitative Information and Fair Value Sensitivities Related to Level 3 Unobservable Inputs

We utilize the market approach to measure the fair value of our commodity contracts. The significant unobservable inputs used in this approach to fair value are longer dated price quotes. Our sensitivity to these longer dated forward curve prices are presented in the table below. Significant changes in any of those inputs in isolation would result in significantly different fair value measurements, depending on our short or long position in contracts.

Product Group	March 31, 2014	
	Fair Value	Forward Curve Range
	(Millions)	
Assets		
NGLs	\$130	\$0.26-\$2.11
Liabilities		Per gallon

NGLs

\$(1

) \$2.04-\$2.11

Per gallon

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#### Estimated Fair Value of Financial Instruments

Valuation of a contract's fair value is validated by an internal group independent of the marketing group. While common industry practices are used to develop valuation techniques, changes in pricing methodologies or the underlying assumptions could result in significantly different fair values and income recognition. When available, quoted market prices or prices obtained through external sources are used to determine a contract's fair value. For contracts with a delivery location or duration for which quoted market prices are not available, fair value is determined based on pricing models developed primarily from historical and expected relationship with quoted market prices.

Values are adjusted to reflect the credit risk inherent in the transaction as well as the potential impact of liquidating open positions in an orderly manner over a reasonable time period under current conditions. Changes in market prices and management estimates directly affect the estimated fair value of these contracts. Accordingly, it is reasonably possible that such estimates may change in the near term.

The fair value of our interest rate swaps and commodity non-trading derivatives is based on prices supported by quoted market prices and other external sources and prices based on models and other valuation methods. The "prices supported by quoted market prices and other external sources" category includes our interest rate swaps, our NGL and crude oil swaps, and our NYMEX positions in natural gas. In addition, this category includes our forward positions in natural gas for which our forward price curves are obtained from a third party pricing service and then validated through an internal process which includes the use of independent broker quotes. This category also includes our forward positions in NGLs at points for which over-the-counter, or OTC, broker quotes for similar assets or liabilities are available for the full term of the instrument. This category also includes "strip" transactions whose pricing inputs are directly or indirectly observable from external sources and then modeled to daily or monthly prices as appropriate. The "prices based on models and other valuation methods" category includes the value of transactions for which inputs to the fair value of the instrument are unobservable in the marketplace and are considered significant to the overall fair value of the instrument. The fair value of these instruments may be based upon an internally developed price curve, which was constructed as a result of the long dated nature of the transaction or the illiquidity of the specific market point.

We have determined fair value amounts using available market information and appropriate valuation methodologies. However, considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that we could realize in a current market exchange. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts.

The fair value of accounts receivable, accounts payable and short-term borrowings are not materially different from their carrying amounts because of the short-term nature of these instruments or the stated rates approximating market rates. Derivative instruments are carried at fair value.

We determine the fair value of our fixed-rate Senior Notes based on quotes obtained from bond dealers. We classify the fair values of our outstanding debt balances within Level 2 of the valuation hierarchy.

	March 31, 2014		December 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(Millions)			
Senior Notes				
3.25% Senior Notes	\$250	\$258	\$250	\$258
2.50% Senior Notes	498	509	497	500
2.70% Senior Notes	323	325	—	—
4.95% Senior Notes	349	373	349	354

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3.875% Senior Notes	494	487	494	461
5.60% Senior Notes	396	417	—	—

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## 8. Debt

	March 31, 2014 (Millions)	December 31, 2013
Commercial Paper		
Short-term borrowings, weighted-average interest rate of 0.65% and 1.14%, respectively	\$21	\$335
Debt Securities		
Issued September 30, 2010, interest at 3.25% payable semi-annually, due October 1, 2015	250	250
Issued November 27, 2012, interest at 2.50% payable semi-annually, due December 1, 2017	500	500
Issued March 13, 2014, interest at 2.70% payable semi-annually, due April 1, 2019	325	—
Issued March 13, 2012, interest at 4.95% payable semi-annually, due April 1, 2022	350	350
Issued March 14, 2013, interest at 3.875% payable semi-annually, due March 15, 2023	500	500
Issued March 13, 2014, interest at 5.60% payable semi-annually, due April 1, 2044	400	—
Unamortized discount	(15	) (10
Total debt	2,331	1,925
Short-term borrowings	(21	) (335
Total long-term debt	\$2,310	\$1,590

## Commercial Paper Program

We have a commercial paper program, or the Commercial Paper Program, under which we may issue unsecured commercial paper notes, or the Notes. Notes outstanding, combined with the amount outstanding under our revolving credit facility, are not to exceed \$1 billion in the aggregate. As of March 31, 2014, we had \$21 million of commercial paper outstanding which is included in short-term borrowings in our condensed consolidated balance sheets.

## Credit Agreement

As of March 31, 2014, we have a \$1 billion revolving credit facility that matures November 10, 2016, or the Credit Agreement.

As of March 31, 2014 and December 31, 2013, we had \$1 million of letters of credit issued and outstanding under the Credit Agreement. As of March 31, 2014, the unused capacity under the Credit Agreement was \$978 million, net of amounts outstanding under our Commercial Paper Program and letters of credit, which was available for general working capital purposes.

Our borrowing capacity may be limited by the Credit Agreement's financial covenant requirements. Except in the case of a default, amounts borrowed under our Credit Agreement will not become due prior to the November 10, 2016 maturity date.

## Debt Securities

In March 2014, we issued \$325 million of 2.70% five-year Senior Notes due April 1, 2019 and \$400 million of 5.60% 30-year Senior Notes due April 1, 2044. We received proceeds of \$320 million and \$392 million, net of underwriters' fees, related expenses and unamortized discounts which we used to pay a portion of the consideration for the contribution and acquisition of (i) a 33.33% interest in each of the Sand Hills and Southern Hills pipeline entities; (ii) the remaining 20% interest in the Eagle Ford system; (iii) the Lucerne 1 plant; and (iv) the Lucerne 2 plant. Interest on the notes will be paid semi-annually on April 1 and October 1 of each year, commencing October 1, 2014. The notes

will mature on April 1, 2019 and April 1, 2044, unless redeemed prior to maturity.

In March 2013, we issued \$500 million of 3.875% 10-year Senior Notes due March 15, 2023. We received proceeds of \$490 million, net of underwriters' fees, related expenses and unamortized discounts of \$10 million, which we used to fund a portion of the purchase price for the acquisition of an additional 46.67% interest in the Eagle Ford system. Interest on the notes



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will be paid semi-annually on March 15 and September 15 of each year, commencing September 15, 2013. The notes will mature on March 15, 2023, unless redeemed prior to maturity.

The notes are senior unsecured obligations, ranking equally in right of payment with other unsecured indebtedness, including indebtedness under our Credit Agreement. We are not required to make mandatory redemption or sinking fund payments with respect to any of these notes, and they are redeemable at a premium at our option. The underwriters' fees and related expenses are deferred in other long-term assets in our condensed consolidated balance sheets and will be amortized over the term of the notes.

The future maturities of long-term debt in the year indicated are as follows:

	Debt Maturities (Millions)
2015	\$250
2016	—
2017	500
2018	—
2019	325
Thereafter	1,250
	2,325
Unamortized discount	(15 )
Total	\$2,310

#### 9. Risk Management and Hedging Activities

Our day-to-day operations expose us to a variety of risks including but not limited to changes in the prices of commodities that we buy or sell, changes in interest rates, and the creditworthiness of each of our counterparties. We manage certain of these exposures with either physical or financial transactions. We have established a comprehensive risk management policy, or Risk Management Policy, and a risk management committee, or the Risk Management Committee, to monitor and manage market risks associated with commodity prices and counterparty credit. The Risk Management Committee is composed of senior executives who receive regular briefings on positions and exposures, credit exposures and overall risk management in the context of market activities. The Risk Management Committee is responsible for the overall management of credit risk and commodity price risk, including monitoring exposure limits. The following describes each of the risks that we manage.

##### Commodity Price Risk

**Cash Flow Protection Activities** — We are exposed to the impact of market fluctuations in the prices of natural gas, NGLs and condensate as a result of our gathering, processing, sales and storage activities. For gathering, processing and storage services, we may receive cash or commodities as payment for these services, depending on the contract type. We enter into derivative financial instruments to mitigate a portion of the risk of weakening natural gas, NGL and condensate prices associated with our gathering, processing and sales activities, thereby stabilizing our cash flows. We have mitigated a significant portion of our expected commodity price risk associated with our gathering, processing and sales activities through 2017 with commodity derivative instruments. Our commodity derivative instruments used for our hedging program are a combination of direct NGL product, crude oil, and natural gas hedges. Due to the limited liquidity and tenor of the NGL derivative market, we have used crude oil swaps and costless collars to mitigate a portion of our commodity price exposure to NGLs. Historically, prices of NGLs have generally been related to crude oil prices; however, there are periods of time when NGL pricing may be at a greater discount to crude oil, resulting in additional exposure to NGL commodity prices. The relationship of NGLs to crude oil continues to be lower than historical relationships; however, a significant amount of our NGL hedges from 2014 through 2016 are direct product hedges. When our crude oil swaps become short-term in nature, we have periodically converted certain crude oil derivatives to NGL derivatives by entering into offsetting crude oil swaps while adding NGL swaps. Our

crude oil and NGL transactions are primarily accomplished through the use of forward contracts that effectively exchange our floating price risk for a fixed price. We also utilize crude oil costless collars that minimize our floating price risk by establishing a fixed price floor and a fixed price ceiling. However, the type of instrument that we use to mitigate a portion of our risk may vary depending upon our risk management objective. These transactions are not designated as hedging instruments for accounting purposes and the change in fair value is reflected within our condensed consolidated statements of operations as a gain or a loss on commodity derivative activity.

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Our Wholesale Propane Logistics segment is generally designed to establish stable margins by entering into supply arrangements that specify prices based on established floating price indices and by entering into sales agreements that provide for floating prices that are tied to our variable supply costs plus a margin. To the extent possible, we match the pricing of our supply portfolio to our sales portfolio in order to lock in value and reduce our overall commodity price risk. However, to the extent that we carry propane inventories or our sales and supply arrangements are not aligned, we are exposed to market variables and commodity price risk. We manage the commodity price risk of our supply portfolio and sales portfolio with both physical and financial transactions, including fixed price sales. While the majority of our sales and purchases in this segment are index-based, occasionally, we may enter into fixed price sales agreements in the event that a propane distributor desires to purchase propane from us on a fixed price basis. In such cases, we may manage this risk with derivatives that allow us to swap our fixed price risk to market index prices that are matched to our market index supply costs. In addition, we may use financial derivatives to manage the value of our propane inventories. These transactions are not designated as hedging instruments for accounting purposes and any change in fair value is reflected in the current period within our condensed consolidated statements of operations as a gain or loss on commodity derivative activity.

Our portfolio of commodity derivative activity is primarily accounted for using the mark-to-market method of accounting, whereby changes in fair value are recorded directly to the condensed consolidated statements of operations; however, depending upon our risk profile and objectives, in certain limited cases, we may execute transactions that qualify for the hedge method of accounting.

**Natural Gas Storage and Pipeline Asset Based Commodity Derivative Program** — Our natural gas storage and pipeline assets are exposed to certain risks including changes in commodity prices. We manage commodity price risk related to our natural gas storage and pipeline assets through our commodity derivative program. The commercial activities related to our natural gas storage and pipeline assets primarily consist of the purchase and sale of gas and associated time spreads and basis spreads.

A time spread transaction is executed by establishing a long gas position at one point in time and establishing an equal short gas position at a different point in time. Time spread transactions allow us to lock in a margin supported by the injection, withdrawal, and storage capacity of our natural gas storage assets. We may execute basis spread transactions to mitigate the risk of sale and purchase price differentials across our system. A basis spread transaction allows us to lock in a margin on our physical purchases and sales of gas, including injections and withdrawals from storage. We typically use swaps to execute these transactions, which are not designated as hedging instruments and are recorded at fair value with changes in fair value recorded in the current period condensed consolidated statements of operations. While gas held in our storage locations is recorded at the lower of average cost or market, the derivative instruments that are used to manage our storage facilities are recorded at fair value and any changes in fair value are currently recorded in our condensed consolidated statements of operations. Even though we may have economically hedged our exposure and locked in a future margin, the use of lower-of-cost-or-market accounting for our physical inventory and the use of mark-to-market accounting for our derivative instruments may subject our earnings to market volatility.

**Commodity Cash Flow Hedges** — In order for storage facilities to remain operational, a minimum level of base gas must be maintained in each storage cavern, which is capitalized on our condensed consolidated balance sheets as a component of property, plant and equipment, net. During construction or expansion of our storage caverns, we may execute a series of derivative financial instruments to mitigate a portion of the risk associated with the forecasted purchase of natural gas when we bring the storage caverns to operation. These derivative financial instruments may be designated as cash flow hedges. While the cash paid upon settlement of these hedges economically fixes the cash required to purchase the base gas, the deferred losses or gains would remain in accumulated other comprehensive income, or AOCI, until the cavern is emptied and the base gas is sold. The balance in AOCI of our previously settled base gas cash flow hedges was in a loss position of \$6 million as of March 31, 2014.

Interest Rate Risk

At March 31, 2014, we had interest rate swap agreements extending through June 2014 with notional values totaling \$150 million, which are accounted for under the mark-to-market method of accounting and reprice prospectively approximately every 30 days. Under the terms of the interest rate swap agreements, we pay fixed-rates ranging from 2.94% to 2.99%, and receive interest payments based on the one-month LIBOR. Prior to August of 2013, these interest rate swaps were designated as cash flow hedges whereby the effective portions of changes in fair value were recognized in AOCI in the condensed consolidated balance sheets. In conjunction with the issuance of 14,375,000 of our common units to the public in March 2014,

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we paid down a portion of the balance outstanding under our Commercial Paper Program and reclassified the remaining loss of \$1 million in AOCI into earnings as interest expense.

In conjunction with the issuance of our 4.95% Senior Notes in March 2012, we entered into forward-starting interest rate swap agreements to reduce our exposure to market rate fluctuations prior to issuance. These derivative financial instruments were designated as cash flow hedges. While the cash paid upon settlement of these hedges economically fixed the rate we would pay on a portion of our 4.95% Senior Notes, the deferred loss in AOCI will be amortized into interest expense through the maturity of the notes in 2022. The balance in AOCI of these cash flow hedges was in a loss position of \$4 million as of March 31, 2014.

#### Contingent Credit Features

Each of the above risks is managed through the execution of individual contracts with a variety of counterparties. Certain of our derivative contracts may contain credit-risk related contingent provisions that may require us to take certain actions in certain circumstances.

We have International Swap Dealers Association, or ISDA, contracts which are standardized master legal arrangements that establish key terms and conditions which govern certain derivative transactions. These ISDA contracts contain standard credit-risk related contingent provisions. Some of the provisions we are subject to are outlined below.

If we were to have an effective event of default under our Credit Agreement that occurs and is continuing, our ISDA counterparties may have the right to request early termination and net settlement of any outstanding derivative liability positions.

In the event that we or DCP Midstream, LLC were to be downgraded below investment grade by at least one of the major credit rating agencies, certain of our ISDA counterparties would have the right to reduce our collateral threshold to zero, potentially requiring us to fully collateralize any commodity contracts in a net liability position. Additionally, in some cases, our ISDA contracts contain cross-default provisions that could constitute a credit-risk related contingent feature. These provisions apply if we default in making timely payments under other credit arrangements and the amount of the default is above certain predefined thresholds, which are significantly high and are generally consistent with the terms of our Credit Agreement. As of March 31, 2014, we were not a party to any agreements that would trigger the cross-default provisions.

Our commodity derivative contracts that are not governed by ISDA contracts do not have any credit-risk related contingent features.

Depending upon the movement of commodity prices and interest rates, each of our individual contracts with counterparties to our commodity derivative instruments or to our interest rate swap instruments are in either a net asset or net liability position. As of March 31, 2014, we had \$8 million of individual commodity derivative contracts that contain credit-risk related contingent features that were in a net liability position, and have not posted any cash collateral relative to such positions. If a credit-risk related event were to occur and we were required to net settle our position with an individual counterparty, our ISDA contracts permit us to net all outstanding contracts with that counterparty, whether in a net asset or net liability position, as well as any cash collateral already posted. As of March 31, 2014, if a credit-risk related event were to occur we may be required to post additional collateral. Additionally, although our commodity derivative contracts that contain credit-risk related contingent features were in a net liability position as of March 31, 2014, if a credit-risk related event were to occur, the net liability position would be partially offset by contracts in a net asset position reducing our net liability to \$6 million.

As of March 31, 2014, we had \$150 million of interest rate swap instruments that were in a net liability position of \$1 million and were subject to credit-risk related contingent features. If we were to have a default of any of our covenants to our Credit Agreement that occurs and is continuing, the counterparties to our swap instruments have the right to request that we net settle the instrument in the form of cash.

Unconsolidated Affiliates

Discovery Producer Services LLC, one of our unconsolidated affiliates, entered into agreements with a pipe vendor denominated in a foreign currency in connection with the expansion of the natural gas gathering pipeline system in the deepwater Gulf of Mexico, the Keathley Canyon Connector. Discovery entered into certain foreign currency derivative contracts to mitigate a portion of the foreign currency exchange risks which were designated as cash flow hedges. As these

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hedges are owned by Discovery, an unconsolidated affiliate, and designated as cash flow hedges, we include the impact to AOCI on our condensed consolidated balance sheet.

Offsetting

Certain of our derivative instruments are subject to a master netting or similar arrangement, whereby we may elect to settle multiple positions with an individual counterparty through a single net payment. Each of our individual derivative instruments are presented on a gross basis on the condensed consolidated balance sheets, regardless of our ability to net settle our positions. Instruments that are governed by agreements that include net settle provisions allow final settlement, when presented with a termination event, of outstanding amounts by extinguishing the mutual debts owed between the parties in exchange for a net amount due. We have trade receivables and payables associated with derivative instruments, subject to master netting or similar agreements, which are not included in the table below. The following summarizes the gross and net amounts of our derivative instruments:

	Gross Amounts of Assets and (Liabilities) Presented in the Balance Sheet March 31, 2014	Amounts Not Offset in the Balance Sheet - Financial Instruments (a)	Net Amount	Gross Amounts of Assets and (Liabilities) Presented in the Balance Sheet December 31, 2013	Amounts Not Offset in the Balance Sheet - Financial Instruments (a)	Net Amount
Assets:						
Commodity derivatives	\$155	\$ (19 )	\$136	\$166	\$ (13 )	\$153
Interest rate derivatives	\$—	\$—	\$—	\$—	\$—	\$—
Liabilities:						
Commodity derivatives	\$(28 )	\$19	\$(9 )	\$(27 )	\$13	\$(14 )
Interest rate derivatives	\$(1 )	\$—	\$(1 )	\$(2 )	\$—	\$(2 )

(a) There is no cash collateral pledged or received against these positions.

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Summarized Derivative Information

The fair value of our derivative instruments that are marked-to-market each period, as well as the location of each within our condensed consolidated balance sheets, by major category, is summarized below. We have no derivative instruments that are as designated as hedging instruments as of March 31, 2014 and December 31, 2013.

Balance Sheet Line Item	March 31, 2014	December 31, 2013	Balance Sheet Line Item	March 31, 2014	December 31, 2013
	(Millions)			(Millions)	
Derivative Assets Not Designated as Hedging Instruments:			Derivative Liabilities Not Designated as Hedging Instruments:		
Commodity derivatives:			Commodity derivatives:		
Unrealized gains on derivative instruments — current	\$86	\$79	Unrealized losses on derivative instruments — current	\$(27)	\$(26)
Unrealized gains on derivative instruments — long-term	69	87	Unrealized losses on derivative instruments — long-term	(1)	(1)
	\$155	\$166		\$(28)	\$(27)
Interest rate derivatives:			Interest rate derivatives:		
Unrealized gains on derivative instruments — current	\$—	\$—	Unrealized losses on derivative instruments — current	\$(1)	\$(2)
Unrealized gains on derivative instruments — long-term	—	—	Unrealized losses on derivative instruments — long-term	—	—
	\$—	\$—		\$(1)	\$(2)

The following summarizes the balance and activity within AOCI relative to our interest rate, commodity and foreign currency cash flow hedges as of and for the three months ended March 31, 2014:

	Interest Rate Cash Flow Hedges (Millions)	Commodity Cash Flow Hedges	Foreign Currency Cash Flow Hedges (a)	Total
Net deferred (losses) gains in AOCI (beginning balance)	\$(6)	\$(6)	\$1	\$(11)
Losses reclassified from AOCI to earnings — effective portion	2	(b) —	—	2
Net deferred (losses) gains in AOCI (ending balance)	\$(4)	\$(6)	\$1	\$(9)
Deferred losses in AOCI expected to be reclassified into earnings over the next 12 months	\$(1)	\$—	\$—	\$(1)

(a) Relates to Discovery, our unconsolidated affiliate.



(b) Included in interest expense in our condensed consolidated statements of operations.

For the three months ended March 31, 2014, no derivative losses attributable to the ineffective portion and amount excluded from effectiveness testing was recognized in gains or losses from commodity derivative activity, net and interest expense in our condensed consolidated statements of operations. For the three months ended March 31, 2014, \$1 million of derivative losses were reclassified from AOCI to interest expense as a result of the discontinuance of cash flow hedges related to certain forecasted transactions that are not probable of occurring.

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The following summarizes the balance and activity within AOCI relative to our interest rate, commodity and foreign currency cash flow hedges as of and for the three months ended March 31, 2013:

	Interest Rate Cash Flow Hedges (Millions)	Commodity Cash Flow Hedges	Foreign Currency Cash Flow Hedges (a)	Total
Net deferred (losses) gains in AOCI (beginning balance)	\$ (10 )	\$ (6 )	\$ 1	\$ (15 )
Gains (losses) recognized in AOCI on derivatives - effective portion	—	1	(1 )	—
Losses reclassified from AOCI to earnings — effective portion	\$ 1 (b)	\$ —	\$ —	\$ 1
Net deferred losses in AOCI (ending balance)	\$ (9 )	\$ (5 )	\$ —	\$ (14 )

(a) Relates to Discovery, our unconsolidated affiliate.

(b) Included in interest expense in our condensed consolidated statements of operations.

For the three months ended March 31, 2013, less than \$1 million of derivative losses attributable to the ineffective portion and amount excluded from effectiveness testing was recognized in gains or losses from commodity derivative activity, net and interest expense in our condensed consolidated statements of operations. For the three months ended March 31, 2013, no derivative gains or losses were reclassified from AOCI to current period earnings as a result of the discontinuance of cash flow hedges related to certain forecasted transactions that are not probable of occurring. Changes in value of derivative instruments, for which the hedge method of accounting has not been elected from one period to the next, are recorded in the condensed consolidated statements of operations. The following summarizes these amounts and the location within the condensed consolidated statements of operations that such amounts are reflected:

Commodity Derivatives: Statements of Operations Line Item	Three Months Ended March 31, 2014                      2013 (Millions)	
Third party:		
Realized losses	\$ (3 )	\$ (4 )
Unrealized gains	—	2
Losses from commodity derivative activity, net	\$ (3 )	\$ (2 )
Affiliates:		
Realized gains	\$ 1	\$ 14
Unrealized losses	(13 )	(12 )
(Losses) gains from commodity derivative activity, net —affiliates	\$ (12 )	\$ 2
Interest Rate Derivatives: Statements of Operations Line Item	Three Months Ended March 31, 2014                      2013 (Millions)	
Third party:		
Realized losses	\$ (1 )	\$ —
Unrealized gains	1	—
Interest expense	\$ —	\$ —

We do not have any derivative financial instruments that qualify as a hedge of a net investment.

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The following tables represent, by commodity type, our net long or short positions that are expected to partially or entirely settle in each respective year. To the extent that we have long dated derivative positions that span multiple calendar years, the contract will appear in more than one line item in the tables below.

March 31, 2014				
	Crude Oil	Natural Gas	Natural Gas Liquids	Natural Gas Basis Swaps
Year of Expiration	Net (Short) Position (Bbls)	Net (Short) Position (MMBtu)	Net (Short) Position (Bbls)	Net Long Position (MMbtu)
2014	(520,575 )	(4,014,200 )	(4,602,350 )	4,305,000
2015	(745,695 )	(13,458,975 )	(5,691,570 )	2,185,000
2016	(561,922 )	(3,668,564 )	(813,267 )	—
2017	—	(6,387,500 )	—	—

  

March 31, 2013				
	Crude Oil	Natural Gas	Natural Gas Liquids	Natural Gas Basis Swaps
Year of Expiration	Net (Short) Position (Bbls)	Net (Short) Position (MMBtu)	Net (Short) Position (Bbls)	Net Long (Short) Position (Mmbtu)
2013	(750,660 )	(13,320,825 )	(3,515,600 )	135,000
2014	(636,195 )	(11,636,120 )	(5,231,910 )	(2,747,500 )
2015	(453,695 )	(12,196,475 )	(5,691,570 )	—
2016	(195,922 )	(1,838,564 )	(813,267 )	—

We periodically enter into interest rate swap agreements to mitigate a portion of our floating rate interest exposure. As of March 31, 2014, we have swaps with a notional value of \$70 million and \$80 million.

#### 10. Partnership Equity and Distributions

In March 2014, we issued 14,375,000 common units to the public at \$48.90 per unit. We received proceeds of \$677 million, net of offering costs.

In March 2014, we issued 4,497,158 common units to DCP Midstream, LLC and its affiliates as partial consideration for the contribution of 33.33% membership interests in each of the Sand Hills and Southern Hills pipelines and the remaining 20% interest in the Eagle Ford system.

In June 2013, we filed a shelf registration statement on Form S-3 with the SEC with a maximum offering price of \$300 million, which became effective on June 27, 2013. The shelf registration statement allows us to issue additional common units. In November 2013, we entered into an equity distribution agreement, or the 2013 equity distribution agreement, with a group of financial institutions as sales agents. The agreement provides for the offer and sale from time to time, through our sales agents, of common units having an aggregate offering amount of up to \$300 million. During the three months ended March 31, 2014, we issued no common units pursuant to the 2013 equity distribution agreement. As of March 31, 2014, approximately \$212 million of the aggregate offering amount remains available for sale pursuant to the 2013 equity distribution agreement.

In March 2013, we issued 2,789,739 common units to DCP Midstream, LLC as partial consideration for 46.67% interest in the Eagle Ford system.

In March 2013, we issued 12,650,000 common units at \$40.63 per unit. We received proceeds of \$494 million, net of offering costs.



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The following table presents our cash distributions paid in 2014 and 2013:

Payment Date	Per Unit Distribution	Total Cash Distribution (Millions)
February 14, 2014	\$0.7325	\$86
November 14, 2013	\$0.7200	\$82
August 14, 2013	\$0.7100	\$72
May 15, 2013	\$0.7000	\$69
February 14, 2013	\$0.6900	\$54

#### 11. Net Income or Loss per Limited Partner Unit

Basic and diluted net income or loss per limited partner unit, or LPU, is calculated by dividing net income or loss allocable to limited partners, by the weighted-average number of outstanding LPUs during the period. Diluted net income or loss per LPU is computed based on the weighted average number of units plus the effect of dilutive potential units outstanding during the period using the two-class method. Dilutive potential units include outstanding Performance Units, Phantom Units and Restricted Units. The dilutive effect of unit-based awards was 9,742, and 22,459 equivalent units during the three months ended March 31, 2014, and 2013, respectively.

#### 12. Commitments and Contingent Liabilities

**Litigation** — We are not a party to any significant legal proceedings, but are a party to various administrative and regulatory proceedings and commercial disputes that have arisen in the ordinary course of our business. Management currently believes that the ultimate resolution of the foregoing matters, taken as a whole, and after consideration of amounts accrued, insurance coverage or other indemnification arrangements, will not have a material adverse effect on our consolidated results of operations, financial position, or cash flow.

**Environmental** — The operation of pipelines, plants and other facilities for gathering, transporting, processing, treating, or storing natural gas, NGLs and other products is subject to stringent and complex laws and regulations pertaining to health, safety and the environment. As an owner or operator of these facilities, we must comply with laws and regulations at the federal, state and local levels that relate to air and water quality, hazardous and solid waste management and disposal, and other environmental matters. The cost of planning, designing, constructing and operating pipelines, plants, and other facilities incorporates compliance with environmental laws and regulations and safety standards. In addition, there is increasing focus, from city, state and federal regulatory officials and through litigation, on hydraulic fracturing and the real or perceived environmental impacts of this technique, which indirectly presents some risk to our available supply of natural gas. Failure to comply with these various health, safety and environmental laws and regulations may trigger a variety of administrative, civil and potentially criminal enforcement measures, including citizen suits, which can include the assessment of monetary penalties, the imposition of remedial requirements, and the issuance of injunctions or restrictions on operation. Management believes that, based on currently known information, compliance with these laws and regulations will not have a material adverse effect on our consolidated results of operations, financial position or cash flows.

#### 13. Business Segments

Our operations are located in the United States and are organized into three reporting segments: Natural Gas Services; NGL Logistics; and Wholesale Propane Logistics.

**Natural Gas Services** — Our Natural Gas Services segment provides services that include gathering, compressing, treating, processing, transporting and storing natural gas, and fractionating NGLs.

**NGL Logistics** — Our NGL Logistics segment provides services that include transportation, storage and fractionation of NGLs.

**Wholesale Propane Logistics** — Our Wholesale Propane Logistics segment provides services that include the receipt of propane by pipeline, rail or ship to our terminals that store and deliver the product to distributors.

These segments are monitored separately by management for performance against our internal forecast and are consistent with internal financial reporting. These segments have been identified based on the differing products and services, regulatory

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environment and the expertise required for these operations. Gross margin is a performance measure utilized by management to monitor the business of each segment.

The following tables set forth our segment information:

Three Months Ended March 31, 2014:

	Natural Gas Services (c)	NGL Logistics	Wholesale Propane Logistics	Other	Total	
	(Millions)					
Total operating revenue	\$849	\$17	\$215	\$—	\$1,081	
Gross margin (a)	\$164	\$17	\$15	—	\$196	
Operating and maintenance expense	(38	) (4	) (3	) —	(45	)
Depreciation and amortization expense	(24	) (1	) (1	) —	(26	)
General and administrative expense	—	—	—	(16	) (16	)
Other expense	(1	) —	—	—	(1	)
(Losses) earnings from unconsolidated affiliates	(1	) 4	—	—	3	
Interest expense	—	—	—	(19	) (19	)
Income tax expense	—	—	—	(3	) (3	)
Net income (loss)	\$100	\$16	\$11	\$(38	) \$89	
Net income attributable to noncontrolling interests	(10	) —	—	—	(10	)
Net income (loss) attributable to partners	\$90	\$16	\$11	\$(38	) \$79	
Non-cash derivative mark-to-market (b)	\$(12	) \$—	\$(1	) \$(1	) \$(14	)
Non-cash lower of cost or market adjustments	\$—	\$—	\$3	—	\$3	
Capital expenditures	\$55	\$4	\$4	\$—	\$63	
Acquisition expenditures	\$100	\$669	\$—	\$—	\$769	
Investments in unconsolidated affiliates	\$42	\$23	\$—	\$—	\$65	



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Three Months Ended March 31, 2013:

Natural Gas	NGL	Wholesale
Services (c)	Logistics	Propane
		Logistics