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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (date of earliest event reported): October 31, 2014**

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**DCP MIDSTREAM PARTNERS, LP**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32678**  
(Commission  
File No.)

**03-0567133**  
(IRS Employer  
Identification No.)

**370 17th Street, Suite 2500**  
**Denver, Colorado 80202**  
(Address of principal executive offices) (Zip Code)

**(303) 633-2900**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On November 5, 2014, DCP Midstream Partners, LP (the "Partnership") issued a press release announcing its financial results for the three and nine months ended September 30, 2014. A copy of the press release is furnished as Exhibit 99.1 hereto, and is incorporated herein by reference. The press release contains financial measures that are not presented in accordance with accounting principles generally accepted in the United States of America, or GAAP, for the applicable periods presented, including adjusted EBITDA, distributable cash flow and adjusted segment EBITDA for each of the Partnership's three business segments. The most directly comparable GAAP financial measures to adjusted EBITDA and distributable cash flow are, respectively, net income (loss) attributable to partners, which is presented in the attached press release and prominently below for the applicable periods presented, and net cash provided by or used in operating activities, which is presented in the attached press release and prominently below for the applicable periods presented. The most directly comparable segment GAAP financial measure to adjusted segment EBITDA for each business segment is the applicable segment net income or loss attributable to partners, which is presented in the attached press release and prominently below for the applicable periods presented:

**DCP MIDSTREAM PARTNERS, LP**  
**GAAP FINANCIAL MEASURES**  
**(Unaudited)**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013 (1)	As Reported in 2013	2014 (1)	2013 (1)(2)	As Reported in 2013 (2)
			(Millions)			(Millions)
Net income (loss) attributable to partners	\$ 116	\$ 3	\$ (1)	\$ 224	\$ 167	\$ 153
Net cash provided by (used in) operating activities	\$ 135	\$ (2)	\$ (6)	\$ 435	\$ 279	\$ 264

**DCP MIDSTREAM PARTNERS, LP**  
**SEGMENT GAAP FINANCIAL MEASURES**  
**(Unaudited)**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013 (1)	As Reported in 2013	2014 (1)	2013 (1)(2)	As Reported in 2013 (2)
	(Millions)			(Millions)		
<b>Natural Gas Services segment:</b>						
Segment net income attributable to partners	\$ 121	\$ 16	\$ 11	\$ 251	\$ 176	\$ 161
<b>NGL Logistics segment:</b>						
Segment net income attributable to partners	\$ 36	\$ 19	\$ 19	\$ 82	\$ 61	\$ 61
<b>Wholesale Propane Logistics segment:</b>						
Segment net (loss) income attributable to partners	\$ —	\$ (1)	\$ (1)	\$ 9	\$ 20	\$ 20

- (1) Includes our Lucerne 1 plant, which we acquired in March 2014, retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method. In addition, results are presented as originally reported in 2013 for comparative purposes.
- (2) Includes an 80% interest in the Eagle Ford system, of which 46.67% was acquired in March 2013 and is retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method.

In accordance with General Instruction B.2 of Form 8-K, the press release furnished as Exhibit 99.1 to this current report on Form 8-K shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information or exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934, each as amended, except as shall be expressly set forth by specific reference in any such filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective October 31, 2014, Alan Harris retired as a member of the board of directors (the “Board”) of DCP Midstream GP, LLC (the “General Partner”), the general partner of the general partner of the Partnership. Mr. Harris was not serving on any committee of the Board at the time of his retirement. Also effective October 31, 2014, Guy Buckley was appointed as a member of the Board representing Spectra Energy Corp (“Spectra”) in connection with the retirement of Mr. Harris. The Board has not appointed Mr. Buckley to any committee of the Board at this time.

Mr. Buckley is currently Chief Development Officer of Spectra. Prior to assuming his current role in January 2014, Mr. Buckley served as Spectra’s Treasurer and Group Vice President, Mergers and Acquisitions from January 2012 to December 2013, and as Group Vice President, Corporate Strategy and Development from December 2008 to December 2011. Since joining Spectra in 1989, Mr. Buckley has held a number of leadership positions in the areas of engineering, operations, marketing, and project and business development.

Mr. Buckley will not receive additional compensation for his service as a director of the General Partner. Mr. Buckley does not have any direct or indirect material interest in any transaction, arrangement, or relationship with any related person of the Partnership other than through his employment with Spectra and does not have any family relationships with any director or executive officer of the General Partner or any person nominated or chosen to become a director or executive officer of the General Partner.

As a result of these changes, the directors of the Board who are affiliated with DCP Midstream, LLC (“DCP Midstream”), the owner of the General Partner, or DCP Midstream’s owners are Guy Buckley, R. Mark Fiedorek, Wouter van Kempen, Andy Viens, William S. Waldheim, and Brian R. Wenzel. The continuing independent directors of the Board are Paul F. Ferguson, Jr., Frank A. McPherson, Thomas C. Morris, and Stephen R. Springer.

DCP Midstream owns 100% of the General Partner, which allows it to control the Partnership, and also owns approximately 22% of the Partnership. DCP Midstream is a joint venture equally owned by Phillips 66 and Spectra. For relationships among the Partnership, the General Partner, DCP Midstream, and its affiliates, please read Item 13 “Certain Relationships and Related Transactions, and Director Independence”, which is incorporated herein by reference from the Partnership’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 26, 2014.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated November 5, 2014.

**SIGNATURE**

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

Dated: November 5, 2014

**DCP MIDSTREAM  
PARTNERS, LP**

**DCP MIDSTREAM**  
By: **GP, LP,**  
its General Partner

**DCP  
MIDSTREAM GP,**  
By: **LLC,**  
its General Partner

By: /s/ Sean P.  
O'Brien  
Sean P.  
Name: O'Brien  
Title: Group Vice  
President  
and Chief  
Financial  
Officer

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated November 5, 2014.



November 5, 2014

Investor Relations

Contact:

Andrea Attel

Phone:

303-605-1741

Cell:

720-235-6433

## DCP MIDSTREAM PARTNERS REPORTS STRONG THIRD QUARTER 2014 RESULTS

- Reported third quarter 2014 Adjusted EBITDA of \$149 million and Distributable Cash Flow of \$144 million reflecting growth from dropdowns and organic projects
- Declared 16th consecutive quarterly distribution increase now at \$3.08 per unit annualized

DENVER - DCP Midstream Partners, LP (NYSE: DPM), or the Partnership, today reported financial results for the three and nine months ended September 30, 2014. The results reflect the three and nine months ended September 30, 2014 and 2013 on a consolidated basis and for the 2013 period as originally reported.

### THIRD QUARTER 2014 SUMMARY RESULTS

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013 (3)	As Reported in 2013	2014 (3)	2013 (3)(4)	As Reported in 2013 (4)
	(Unaudited)					
	(Millions, except per unit amounts)					
Net income (loss) attributable to partners <sup>(1)(5)</sup>	\$ 116	\$ 3	\$ (1)	\$ 224	\$ 167	\$ 153
Net income (loss) per limited partner unit - basic and diluted <sup>(1)(5)</sup>	\$ 0.77	\$ (0.24)	\$ (0.24)	\$ 1.29	\$ 1.29	\$ 1.29
Adjusted EBITDA <sup>(2)(5)</sup>	\$ 149	\$ 92	\$ 88	\$ 397	\$ 276	\$ 261
Adjusted net income attributable to partners <sup>(2)</sup>	\$ 100	\$ 52	\$ 48	\$ 251	\$ 168	\$ 154
Adjusted net income per limited partner unit <sup>(2)</sup> - basic and diluted	\$ 0.63	\$ 0.35	\$ 0.35	\$ 1.55	\$ 1.30	\$ 1.30
Distributable cash flow <sup>(2)(5)</sup>	\$ 144	\$ **	\$ 72	\$ 359	\$ **	\$ 217

(1) Includes non-cash commodity derivative mark-to-market gains of \$17 million and losses of \$50 million for the three months ended September 30, 2014 and 2013, respectively, and losses of \$26 million and \$2 million for the nine months ended September 30, 2014 and 2013, respectively.

(2) Denotes a financial measure not presented in accordance with U.S. generally accepted accounting principles, or GAAP. Each such non-GAAP financial measure is defined below under "Non-GAAP Financial Information", and each is reconciled to its most directly comparable GAAP financial measures under "Reconciliation of Non-GAAP Financial Measures" below.

(3) Includes our Lucerne 1 plant, which we acquired in March 2014, retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method. In addition, results are presented as originally reported in 2013 for comparative purposes.

- (4) Includes an 80% interest in the Eagle Ford system, of which 46.67% was acquired in March 2013 and is retrospectively adjusted. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period, and prior years are retrospectively adjusted to furnish comparative information similar to the pooling method.
- (5) The Partnership recognized \$2 million and \$5 million of lower of cost or market adjustments for the three and nine months ended September 30, 2014, and \$1 million and \$4 million for the three and nine months ended September 30, 2013, respectively.

\*\* Distributable cash flow has not been calculated under the pooling method.

## RECENT HIGHLIGHTS

- Reported adjusted EBITDA of \$149 million, up 62 percent from \$92 million in the third quarter 2013.
- Generated distributable cash flow of \$144 million, up 100 percent from \$72 million in the third quarter 2013. Distributable cash flow for the third quarter 2014 included a one time distribution and proceeds from asset sales totaling \$12 million.
- Increased distribution by 6.9% compared to the distribution declared in the third quarter 2013, to \$0.77 per limited partner unit, or \$3.08 per unit annualized. This is the 16th consecutive distribution increase and the 26th increase since the Partnership's initial public offering in 2005.

## MANAGEMENT'S PERSPECTIVE

"The Partnership reported our best third quarter ever, driven by volume growth on the new plants in our Eagle Ford and DJ Basin systems, as well as faster than expected volume ramp-up on our Sand Hills and Southern Hills pipelines," said Wouter van Kempen, CEO and chairman of the Partnership, and CEO, president and chairman of DCP Midstream, the owner of the Partnership's General Partner. "With strong DCF coverage and a healthy balance sheet, we are well positioned in the current environment to execute our strategy as we head into 2015 and beyond."

## CONSOLIDATED FINANCIAL RESULTS

Consolidated results are shown using the pooling method of accounting, which includes results associated with DCP Midstream's ownership interests in the Eagle Ford system and Lucerne 1 plant during its periods of ownership. While the Partnership hedges the majority of its commodity risk, results for the three months ended March 31, 2013 reflect DCP Midstream's unhedged portion of its 67 percent ownership interests in the Eagle Ford system and results for the six

months ended September 30, 2013 reflect DCP Midstream's unhedged portion of its 20 percent ownership interests in the Eagle Ford system.

Adjusted EBITDA for the three months ended September 30, 2014 increased to \$149 million from \$92 million for the three months ended September 30, 2013, reflecting higher volumes and improved NGL recoveries at our Eagle Ford system, higher volumes at our East Texas system, higher fee revenue associated with the operation of our O'Connor plant in our DJ Basin system and higher volumes at Discovery, partially offset by lower volumes across certain assets in our Natural Gas Services segment. Additionally, we had higher results in our NGL Logistics segment reflecting growth from the contribution of Sand Hills and Southern Hills pipelines and volume ramp-up on Front Range and Texas Express.

Adjusted EBITDA for the nine months ended September 30, 2014, increased to \$397 million from \$276 million for the nine months ended September 30, 2013. These results reflect a one-time favorable contractual producer settlement, higher volumes and improved NGL recoveries at our Eagle Ford system, higher volumes at our East Texas system, higher unit margins attributable to our natural gas storage assets, higher fee revenue associated with the operation of our O'Connor plant in our DJ Basin system and higher volumes at Discovery, partially offset by lower volumes and turnaround activity on certain assets in our Natural Gas Services segment. Additionally, results reflect growth from the contribution of Sand Hills and Southern Hills pipelines, partially offset by lower customer inventory and related fees at our NGL storage facility and lower volumes at our Mont Belvieu fractionators in our NGL Logistics segment, and lower unit margins in our Wholesale Propane Logistics segment. Adjusted EBITDA for the nine months ended September 30, 2014 included a non-cash lower of cost or market price adjustment (LCM adjustment) in our Wholesale Propane Logistics segment.

## **QUARTERLY CASH DISTRIBUTION**

On October 28, 2014, the Partnership announced a quarterly distribution of \$0.77 per limited partner unit. This represents an increase of 1.7 percent over the last quarterly distribution and an increase of 6.9 percent over the distribution declared in the third quarter of 2013. Our distributable cash flow of \$144 million for the three months ended September 30, 2014, provided a 1.3 times distribution coverage ratio adjusted for the timing of actual distributions paid during the quarter. The distribution coverage ratio adjusted for the timing of actual distributions paid during the last four quarters was approximately 1.1 times.



## OPERATING RESULTS BY BUSINESS SEGMENT

**Natural Gas Services** - Adjusted segment EBITDA increased to \$127 million for the three months ended September 30, 2014, from \$86 million for the three months ended September 30, 2013, reflecting higher volumes and improved NGL recoveries at our Eagle Ford system, higher volumes at our East Texas system, higher fee revenue associated with higher volumes from the operation of our O'Connor plant in our DJ Basin system and higher volumes at Discovery, partially offset by lower volumes across certain assets.

Adjusted segment EBITDA increased to \$347 million for the nine months ended September 30, 2014 from \$234 million for the nine months ended September 30, 2013, reflecting a one-time favorable contractual producer settlement of \$11 million, higher fee revenue associated with volume growth from the operation of our fee-based O'Connor plant in our DJ Basin system, higher volumes and improved NGL recoveries at our Eagle Ford system, higher volumes at our East Texas system and Discovery and higher unit margins attributable to our natural gas storage assets, partially offset by lower volumes and turnaround activity across certain assets.

Results are shown using the pooling method of accounting, which include the results of the Lucerne 1 plant for the nine months ended September 30, 2014 and 2013, as if we owned the plant during those periods. Results also include the additional 47 percent of the Eagle Ford system for the nine months ended September 30, 2013, and reflect the unhedged portion of the Eagle Ford system associated with DCP Midstream's ownership interest.

**NGL Logistics** - Adjusted segment EBITDA increased to \$38 million for the three months ended September 30, 2014, from \$21 million for the three months ended September 30, 2013, reflecting growth from the contribution of Sand Hills and Southern Hills pipelines and volume ramp-up on Front Range and Texas Express.

Adjusted segment EBITDA increased to \$87 million for the nine months ended September 30, 2014 from \$66 million for the nine months ended September 30, 2013. These results reflect growth from the contribution of Sand Hills and Southern Hills pipelines and volume ramp-up on Front Range and Texas Express as well as increased throughput on certain other NGL pipelines, partially offset by lower customer inventory and related fees at our NGL storage facility and lower volumes at our Mont Belvieu fractionators due to maintenance and unfavorable location pricing.

**Wholesale Propane Logistics** - Adjusted segment EBITDA remained relatively constant for the three months ended September 30, 2014 and 2013, reflecting lower operating expenses, offset by lower unit margins.

Adjusted segment EBITDA decreased to \$12 million for the nine months ended September 30, 2014 from \$24 million for the nine months ended September 30, 2013. Results for the nine months ended September 30, 2014 reflect lower unit margins primarily related to higher priced imported and domestic supply in excess of our base business and lower propane sales volumes. Results for the nine months ended September 30, 2013 were stronger than normal due to higher unit margins associated with favorable hedging of 2012 inventories and higher propane sales volumes and unit margins related to the exporting of propane from our Chesapeake facility.

## **CORPORATE AND OTHER**

Interest expense for the three and nine months ended September 30, 2014 increased primarily due to higher outstanding debt balances associated with the growth in our operations and lower capitalized interest due to assets placed into service.

## **CAPITALIZATION**

At September 30, 2014, the Partnership had \$2,311 million of long-term debt outstanding composed of senior notes. We had no debt outstanding under our commercial paper program or revolving credit facility. Total available revolver capacity was \$1,249 million. Our leverage ratio pursuant to our credit facility for the quarter ended September 30, 2014, was approximately 3.4 times. Our effective interest rate on our overall debt position, as of September 30, 2014, was 3.8 percent.

## **COMMODITY DERIVATIVE ACTIVITY**

The objective of our commodity risk management program is to protect downside risk in our distributable cash flow. We utilize mark-to-market accounting treatment for our commodity derivative instruments. Mark-to-market accounting rules require companies to record currently in earnings the difference between their contracted future derivative settlement prices and the forward prices of the underlying commodities at the end of the accounting period. Revaluing our commodity derivative instruments based on futures pricing at the end of the period creates assets or liabilities and associated non-cash gains or losses. Realized gains or losses from cash

settlement of the derivative contracts occur monthly as our physical commodity sales are realized or when we rebalance our portfolio. Non-cash gains or losses associated with the mark-to-market accounting treatment of our commodity derivative instruments do not affect our distributable cash flow.

For the three and nine months ended September 30, 2014, commodity derivative activity and total revenues included non-cash gains of \$17 million and losses of \$26 million. This compares to non-cash losses of \$50 million and \$2 million for the three and nine months ended September 30, 2013. Net hedge cash settlements for the three and nine months ended September 30, 2014, were receipts of \$24 million and \$30 million. Net hedge cash settlements for the three and nine months ended September 30, 2013, were receipts of \$18 million and \$41 million.

## **EARNINGS CALL**

DCP Midstream Partners will hold a conference call to discuss third quarter results on Thursday, November 6, 2014, at 10:00 a.m. ET. The dial-in number for the call is 1-800-708-4539 in the United States or 1-847-619-6396 outside the United States. The conference confirmation number for login is 38279138. A live webcast of the call can be accessed on the Investor section of DCP Midstream Partners' website at [www.dcppartners.com](http://www.dcppartners.com). The call will be available for replay one hour after the end of the conference until Midnight ET, on November 27, 2014, by dialing 1-888-843-7419 in the United States or 1-630-652-3042 outside the United States. The replay conference number is 38279138. An audio webcast replay and presentation slides in PDF format will also be available by accessing the Investor/Event Calendar section of the Partnership's website.

## NON-GAAP FINANCIAL INFORMATION

This press release and the accompanying financial schedules include the following non-GAAP financial measures: distributable cash flow, adjusted EBITDA, adjusted segment EBITDA, adjusted net income attributable to partners, adjusted net income allocable to limited partners, and adjusted net income per limited partner unit. The accompanying schedules provide reconciliations of these non-GAAP financial measures to their most directly comparable GAAP financial measures. The Partnership's non-GAAP financial measures should not be considered in isolation or as an alternative to its financial measures presented in accordance with GAAP, including operating revenues, net income or loss attributable to partners, net cash provided by or used in operating activities or any other measure of liquidity or financial performance presented in accordance with GAAP as a measure of operating performance, liquidity or ability to service debt obligations and make cash distributions to unitholders. The non-GAAP financial measures presented by us may not be comparable to similarly titled measures of other companies because they may not calculate their measures in the same manner.

We define distributable cash flow as net cash provided by or used in operating activities, less maintenance capital expenditures, net of reimbursable projects, plus or minus adjustments for non-cash mark-to-market of derivative instruments, proceeds from divestiture of assets, net income attributable to noncontrolling interests net of depreciation and income tax, net changes in operating assets and liabilities, and other adjustments to reconcile net cash provided by or used in operating activities. Historical distributable cash flow is calculated excluding the impact of retrospective adjustments related to any acquisitions presented under the pooling method. Maintenance capital expenditures are cash expenditures made to maintain our cash flows, operating capacity or earnings capacity. These expenditures add on to or improve capital assets owned, including certain system integrity, compliance and safety improvements. Maintenance capital expenditures also include certain well connects, and may include the acquisition or construction of new capital assets. Non-cash mark-to-market of derivative instruments is considered to be non-cash for the purpose of computing distributable cash flow because settlement will not occur until future periods, and will be impacted by future changes in commodity prices and interest rates. Distributable cash flow is used as a supplemental liquidity and performance measure by the Partnership's management and by external users of its financial statements, such as investors, commercial banks, research analysts and others, to assess the Partnership's ability to make cash distributions to its unitholders and its general partner.

We define adjusted EBITDA as net income or loss attributable to partners less interest income, noncontrolling interest in depreciation and income tax expense and non-cash commodity derivative gains, plus interest expense, income tax expense, depreciation and amortization expense and non-cash commodity derivative losses. The commodity derivative non-cash losses and gains result from the marking to market of certain financial derivatives used by us for risk management purposes that we do not account for under the hedge method of accounting. These non-cash losses or gains may or may not be realized in future periods when the derivative contracts are settled, due to fluctuating commodity prices. We define adjusted segment EBITDA for each segment as segment net income or loss attributable to partners less non-cash commodity derivative gains for that segment, plus depreciation and amortization expense and non-cash commodity derivative losses for that segment, adjusted for any noncontrolling interest on depreciation and amortization expense for that segment. The Partnership's adjusted

EBITDA equals the sum of the adjusted segment EBITDA reported for each of its segments, plus general and administrative expense.

Adjusted EBITDA is used as a supplemental liquidity and performance measure and adjusted segment EBITDA is used as a supplemental performance measure by the Partnership's management and by external users of its financial statements, such as investors, commercial banks, research analysts and others to assess:

- financial performance of the Partnership's assets without regard to financing methods, capital structure or historical cost basis;
- the Partnership's operating performance and return on capital as compared to those of other companies in the midstream energy industry, without regard to financing methods or capital structure;
- viability and performance of acquisitions and capital expenditure projects and the overall rates of return on investment opportunities;
- performance of the Partnership's business excluding non-cash commodity derivative gains or losses; and
- in the case of Adjusted EBITDA, the ability of the Partnership's assets to generate cash sufficient to pay interest costs, support its indebtedness, make cash distributions to its unitholders and general partner, and finance maintenance capital expenditures.

We define adjusted net income attributable to partners as net income attributable to partners, plus non-cash derivative losses, less non-cash derivative gains. Adjusted net income per limited partner unit is then calculated from adjusted net income attributable to partners. These non-cash derivative losses and gains result from the marking to market of certain financial derivatives used by us for risk management purposes that we do not account for under the hedge method of accounting. Adjusted net income attributable to partners and adjusted net income per limited partner unit are provided to illustrate trends in income excluding these non-cash derivative losses or gains, which may or may not be realized in future periods when derivative contracts are settled, due to fluctuating commodity prices.

## **ABOUT DCP MIDSTREAM PARTNERS**

DCP Midstream Partners, LP (NYSE: DPM) is a midstream master limited partnership 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. DCP Midstream Partners, LP is managed by its general partner, DCP Midstream GP, LP, which in turn is managed by its general partner, DCP Midstream GP, LLC, which is 100 percent owned by DCP Midstream, LLC, a joint venture between Phillips 66 and Spectra Energy Corp. For more information, visit the DCP Midstream Partners, LP website at [www.dcppartners.com](http://www.dcppartners.com).

## CAUTIONARY STATEMENTS

*This press release may contain or incorporate by reference forward-looking statements as defined under the federal securities laws regarding DCP Midstream Partners, LP, including projections, estimates, forecasts, plans and objectives. Although management believes that expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct. In addition, these statements are subject to certain risks, uncertainties and other assumptions that are difficult to predict and may be beyond the Partnership's control. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Partnership's actual results may vary materially from what management anticipated, estimated, projected or expected.*

*The key risk factors that may have a direct bearing on the Partnership's results of operations and financial condition are described in detail in the "Risk Factors" section of the Partnership's 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2014 and quarterly reports subsequently filed with the Securities and Exchange Commission. Investors are encouraged to closely consider the disclosures and risk factors contained in the Partnership's annual and quarterly reports filed from time to time with the Securities and Exchange Commission. The forward looking statements contained herein speak as of the date of this announcement. The Partnership undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Information contained in this press release is unaudited, and is subject to change.*

**DCP MIDSTREAM PARTNERS, LP**  
**FINANCIAL RESULTS AND**  
**SUMMARY BALANCE SHEET DATA**  
(Unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013	As Reported in 2013	2014	2013	As Reported in 2013
(Millions, except per unit amounts)						
Sales of natural gas, propane, NGLs and condensate	\$ 741	\$ 657	\$ 641	\$ 2,508	\$ 2,002	\$ 1,952
Transportation, processing and other	86	64	63	249	189	187
Gains (losses) from commodity derivative activity, net	41	(32)	(32)	4	39	39
Total operating revenues	868	689	672	2,761	2,230	2,178
Purchases of natural gas, propane and NGLs	(660)	(578)	(567)	(2,221)	(1,759)	(1,726)
Operating and maintenance expense	(53)	(57)	(56)	(154)	(155)	(152)
Depreciation and amortization expense	(27)	(25)	(25)	(81)	(69)	(68)
General and administrative expense	(17)	(16)	(15)	(48)	(48)	(47)
Other income (expense)	—	1	1	(1)	(3)	(3)
Total operating costs and expenses	(757)	(675)	(662)	(2,505)	(2,034)	(1,996)
Operating income	111	14	10	256	196	182
Interest expense	(22)	(14)	(14)	(64)	(40)	(40)
Earnings from unconsolidated affiliates	29	7	7	48	23	23
Income tax expense	(2)	(1)	(1)	(6)	(2)	(2)
Net income attributable to noncontrolling interests	—	(3)	(3)	(10)	(10)	(10)
Net income (loss) attributable to partners	116	3	(1)	224	167	153
Net income attributable to predecessor operations	—	(4)	—	(6)	(20)	(6)
General partner's interest in net income	(30)	(19)	(19)	(83)	(50)	(50)
Net income (loss) allocable to limited partners	\$ 86	\$ (20)	\$ (20)	\$ 135	\$ 97	\$ 97
Net income (loss) per limited partner unit — basic and diluted	\$ 0.77	\$ (0.24)	\$ (0.24)	\$ 1.29	\$ 1.29	\$ 1.29
Weighted-average limited partner units outstanding — basic and diluted	111.0	83.0	83.0	104.3	75.2	75.2

	September 30, 2014	December 31, 2013	As Reported December 31, 2013
	(Millions)		
Cash and cash equivalents	\$ 97	\$ 12	\$ 12
Other current assets	476	491	491
Property, plant and equipment, net	3,274	3,046	3,005
Other long-term assets	1,770	1,018	1,018
Total assets	<u>\$ 5,617</u>	<u>\$ 4,567</u>	<u>\$ 4,526</u>
Current liabilities	\$ 393	\$ 723	\$ 722
Long-term debt	2,311	1,590	1,590
Other long-term liabilities	48	41	41
Partners' equity	2,834	1,985	1,945
Noncontrolling interests	31	228	228
Total liabilities and equity	<u>\$ 5,617</u>	<u>\$ 4,567</u>	<u>\$ 4,526</u>

**DCP MIDSTREAM PARTNERS, LP**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
(Unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013	As Reported in 2013	2014	2013	As Reported in 2013
(Millions, except per unit amounts)						
<b>Reconciliation of Non-GAAP Financial Measures:</b>						
Net income (loss) attributable to partners	\$ 116	\$ 3	\$ (1)	\$ 224	\$ 167	\$ 153
Interest expense	22	14	14	64	40	40
Depreciation, amortization and income tax expense, net of noncontrolling interests	28	25	25	83	67	66
Non-cash commodity derivative mark-to-market	(17)	50	50	26	2	2
Adjusted EBITDA	149	92	88	397	276	261
Interest expense	(22)	(14)	(14)	(64)	(40)	(40)
Depreciation, amortization and income tax expense, net of noncontrolling interests	(28)	(25)	(25)	(83)	(67)	(66)
Other	1	(1)	(1)	1	(1)	(1)
Adjusted net income attributable to partners	100	\$ 52	48	251	\$ 168	154
Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects	(7)		(6)	(24)		(16)
Distributions from unconsolidated affiliates, net of earnings	16		3	37		9
Depreciation and amortization, net of noncontrolling interests	26		24	77		64
Impact of minimum volume receipt for throughput commitment	3		2	7		6
Discontinued construction projects	—		—	1		4
Adjustment to remove impact of pooling	—		—	(6)		(6)
Other	6		1	16		2
Distributable cash flow <sup>(1)</sup>	\$ 144		\$ 72	\$ 359		\$ 217
Adjusted net income attributable to partners	\$ 100	\$ 52	\$ 48	\$ 251	\$ 168	\$ 154
Adjusted net income attributable to predecessor operations	—	(4)	—	(6)	(20)	(6)
Adjusted general partner's interest in net income	(30)	(19)	(19)	(83)	(50)	(50)
Adjusted net income allocable to limited partners	\$ 70	\$ 29	\$ 29	\$ 162	\$ 98	\$ 98
Adjusted net income per limited partner unit - basic and diluted	\$ 0.63	\$ 0.35	\$ 0.35	\$ 1.55	\$ 1.30	\$ 1.30
Net cash provided by (used in) operating activities	\$ 135	\$ (2)	\$ (6)	\$ 435	\$ 279	\$ 264
Interest expense	22	14	14	64	40	40
Distributions from unconsolidated affiliates, net of earnings	(16)	(3)	(3)	(37)	(9)	(9)
Net changes in operating assets and liabilities	26	38	38	(74)	(16)	(16)
Net income attributable to noncontrolling interests, net of depreciation and income tax	(1)	(4)	(4)	(13)	(14)	(14)
Discontinued construction projects	—	—	—	(1)	(4)	(4)
Non-cash commodity derivative mark-to-market	(17)	50	50	26	2	2
Other, net	—	(1)	(1)	(3)	(2)	(2)
Adjusted EBITDA	\$ 149	\$ 92	\$ 88	\$ 397	\$ 276	\$ 261
Interest expense	(22)		(14)	(64)		(40)
Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects	(7)		(6)	(24)		(16)
Distributions from unconsolidated affiliates, net of earnings	16		3	37		9
Adjustment to remove impact of pooling	—		—	(6)		(6)
Discontinued construction projects	—		—	1		4
Other	8		1	18		5
Distributable cash flow <sup>(1)</sup>	\$ 144		\$ 72	\$ 359		\$ 217

(1) Distributable cash flow has not been calculated under the pooling method.



**DCP MIDSTREAM PARTNERS, LP**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
**SEGMENT FINANCIAL RESULTS AND OPERATING DATA**  
**(Unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	As Reported in 2013	2014	As Reported in 2013
(Millions, except as indicated)				
<b>Reconciliation of Non-GAAP Financial Measures:</b>				
Distributable cash flow	\$ 144	\$ 72	\$ 359	\$ 217
Distributions declared	\$ 117	\$ 82	\$ 334	\$ 223
Distribution coverage ratio - declared	1.23 x	0.88 x	1.07 x	0.97 x
Distributable cash flow	\$ 144	\$ 72	\$ 359	\$ 217
Distributions paid	\$ 111	\$ 72	\$ 303	\$ 195
Distribution coverage ratio - paid	1.30 x	1.00 x	1.18 x	1.11 x

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2014	2013	As Reported in 2013	2014	2013	As Reported in 2013
(Millions, except as indicated)						
<b>Natural Gas Services Segment:</b>						
Financial results:						
Segment net income attributable to partners	\$ 121	\$ 16	\$ 11	\$ 251	\$ 176	\$ 161
Non-cash commodity derivative mark-to-market	(17)	49	49	25	—	—
Depreciation and amortization expense	24	22	22	74	62	61
Noncontrolling interests on depreciation and income tax	(1)	(1)	(1)	(3)	(4)	(4)
Adjusted segment EBITDA	\$ 127	\$ 86	\$ 81	\$ 347	\$ 234	\$ 218

Operating and financial data:

Natural gas throughput (MMcf/d)	2,769	2,284	2,247	2,573	2,311	2,273
NGL gross production (Bbls/d)	170,523	120,759	117,881	155,304	118,553	114,924
Operating and maintenance expense	\$ 45	\$ 48	\$ 47	\$ 132	\$ 131	\$ 128

**NGL Logistics Segment:**

Financial results:						
Segment net income attributable to partners	\$ 36	\$ 19	\$ 19	\$ 82	\$ 61	\$ 61
Depreciation and amortization expense	2	2	2	5	5	5
Adjusted segment EBITDA	\$ 38	\$ 21	\$ 21	\$ 87	\$ 66	\$ 66

Operating and financial data:

NGL pipelines throughput (Bbls/d)	227,892	92,524	92,524	165,138	90,041	90,041
Operating and maintenance expense	\$ 5	\$ 5	\$ 5	\$ 13	\$ 13	\$ 13

**Wholesale Propane Logistics Segment:**

Financial results:						
Segment net (loss) income attributable to partners	\$ —	\$ (1)	\$ (1)	\$ 9	\$ 20	\$ 20
Non-cash commodity derivative mark-to-market	—	1	1	1	2	2
Depreciation and amortization expense	1	1	1	2	2	2
Adjusted segment EBITDA	\$ 1	\$ 1	\$ 1	\$ 12	\$ 24	\$ 24

Operating and financial data:

Propane sales volume (Bbls/d)	9,543	10,156	10,156	17,971	18,734	18,734
Operating and maintenance expense	\$ 3	\$ 4	\$ 4	\$ 9	\$ 11	\$ 11

**DCP MIDSTREAM PARTNERS, LP**  
**RECONCILIATION OF NON-GAAP FINANCIAL MEASURES**  
(Unaudited)

	As Reported Q413	Q114	Q214	Q314	Twelve months ended September 30, 2014
(Millions, except as indicated)					
Net income attributable to partners	\$ 28	\$ 79	\$ 29	\$ 116	\$ 252
Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects	(7)	(6)	(11)	(7)	(31)
Depreciation and amortization expense, net of noncontrolling interests	23	24	27	26	100
Non-cash commodity derivative mark-to-market	35	13	30	(17)	61
Distributions from unconsolidated affiliates, net of earnings	(3)	10	11	16	34
Impact of minimum volume receipt for throughput commitment	(6)	2	2	3	1
Discontinued construction projects	4	1	—	—	5
Adjustment to remove impact of pooling	—	(6)	—	—	(6)
Other	5	5	5	7	22
Distributable cash flow	\$ 79	\$ 122	\$ 93	\$ 144	\$ 438
Distributions declared	\$ 86	\$ 106	\$ 111	\$ 117	\$ 420
Distribution coverage ratio - declared	0.92x	1.15x	0.84x	1.23x	1.04x
Distributable cash flow	\$ 79	\$ 122	\$ 93	\$ 144	\$ 438
Distributions paid	\$ 82	\$ 86	\$ 106	\$ 111	\$ 385
Distribution coverage ratio - paid	0.96x	1.42x	0.88x	1.30x	1.14x