



# INVESTOR PRESENTATION

November 2015

*dcp*  
Midstream Partners

## **Under the Private Securities Litigation Act of 1995**

This document may contain or incorporate by reference forward-looking statements as defined under the federal securities laws regarding DCP Midstream Partners, LP (the “Partnership” or “DPM”), 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 our 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 Partnership’s periodic reports most recently filed with the Securities and Exchange Commission, including its most recent Form 10-K and 10-Qs. Investors are encouraged to consider closely 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 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 document speaks only as of the date hereof, is unaudited, and is subject to change.

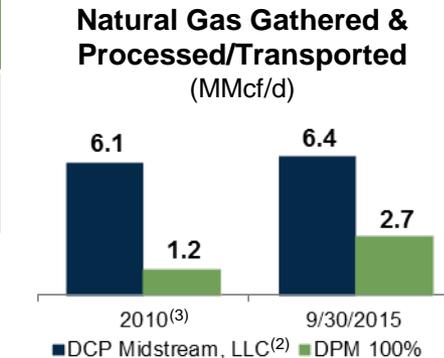
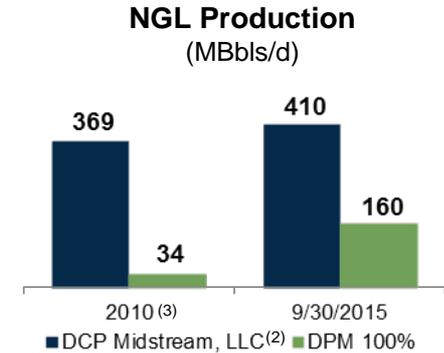
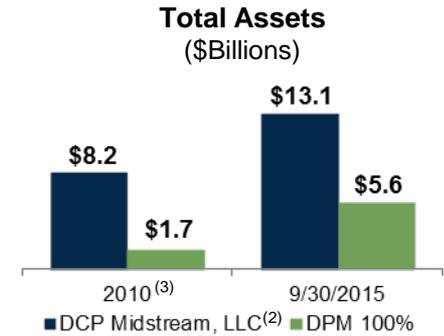
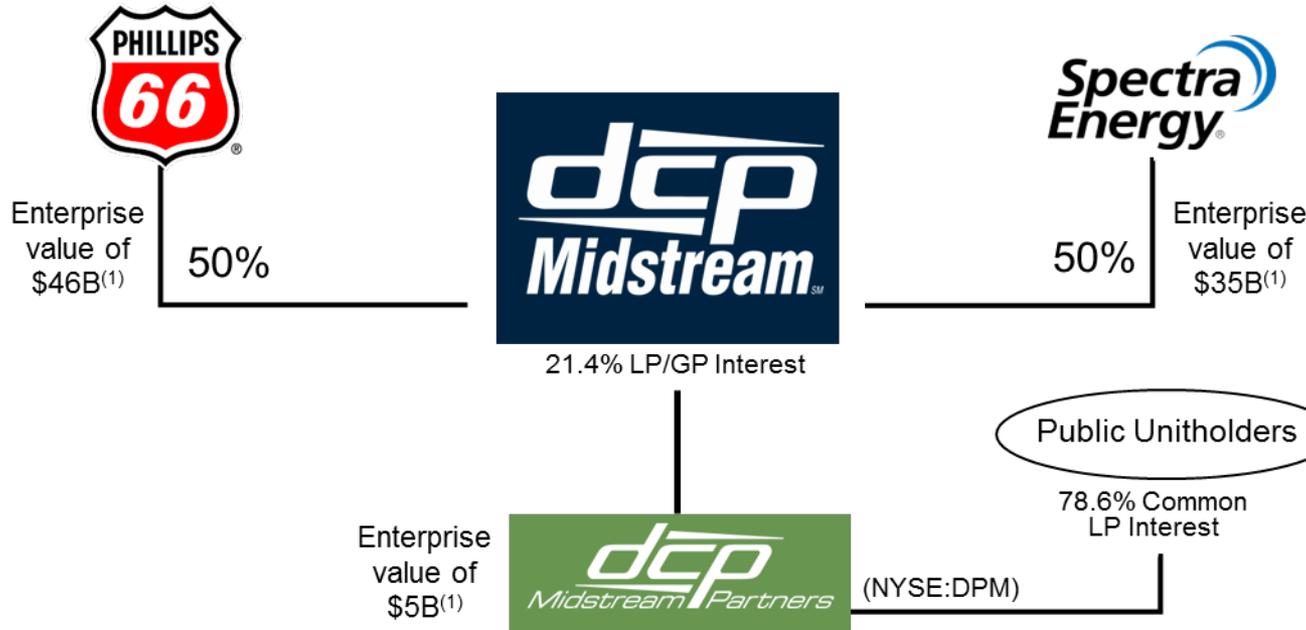
## **Regulation G**

This document includes certain non-GAAP financial measures as defined under SEC Regulation G, such as distributable cash flow, adjusted EBITDA and adjusted net income attributable to partners. A reconciliation of these measures to the most directly comparable GAAP measures is included in the Appendix to this presentation.



# DCP ENTERPRISE OVERVIEW





### DCP Midstream, LLC (Ba2 / BB / BB+)

Assets of ~\$13.1B<sup>(2)</sup>  
 40 plants  
 3 fractionators  
 ~51,000 miles of pipe

### DCP Midstream Partners, LP (Ba1 / BB / BBB-)

Assets of ~\$5.6B  
 23 plants  
 9 fractionators  
 ~15,400 miles of pipe

Note: All ownership percentages and asset statistics are as of September 30, 2015

(1) Source: Bloomberg as of September 30, 2015

(2) Consolidated, including DPM

(3) As originally reported

## \$3 billion of cash and assets contributed to DCP Midstream

### *Strong Owner Support*

- Transaction closed October 30
- PSX: \$1.5 billion of cash
- SE: 1/3<sup>rd</sup> ownership interest in fee-based Sand Hills and Southern Hills NGL pipelines
- Strengthens DCP Midstream's balance sheet and provides liquidity
- Opportunity to maintain and grow DCP enterprise's leadership in major basins

### *Benefits to DPM*

- Reinforces strength of GP and DPM
- Transaction requires no DPM equity
- Solidifies DPM's distribution outlook
- Provides stable platform to grow the partnership

#### **DCP Enterprise: Midstream Leader**

**#1**

NGL Producer<sup>(1)</sup>

**#1**

Gas Processor<sup>(1)</sup>

**#3**

NGL Pipeline Operator<sup>(2)</sup>

**3<sup>rd</sup>  
straight  
year**

(1) Source: Hart Energy Midstream Business.com, October 2015, Top Gas Processors-NGL Producers of 2014

(2) Source: Bentek and Company data

**DCP Enterprise well-positioned for long-term sustainability**

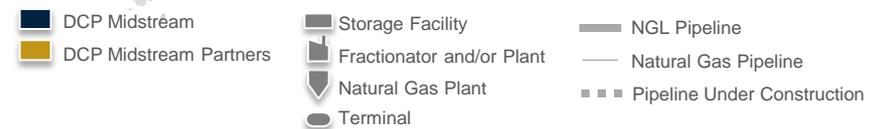
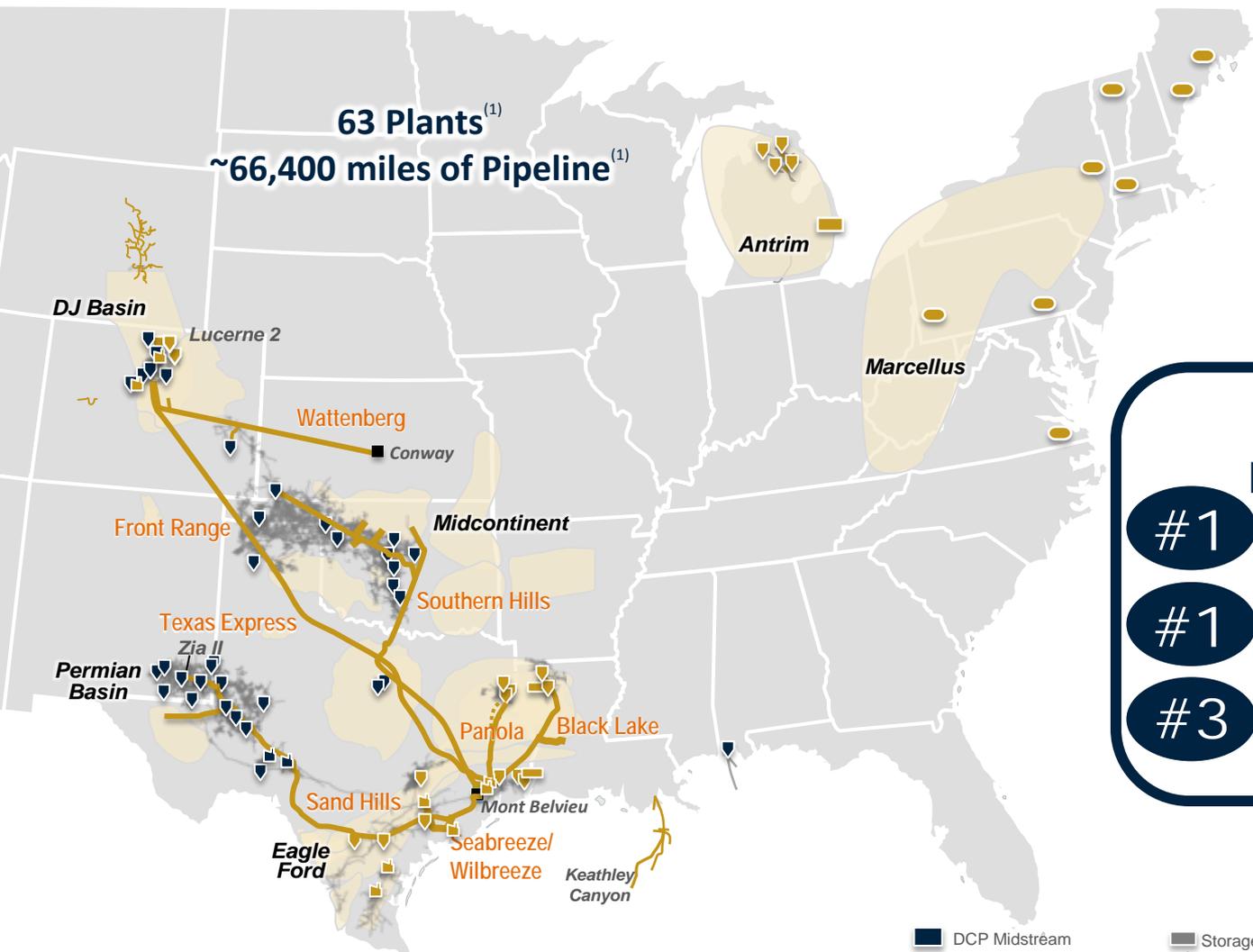
# Industry Leading Position

**63 Plants**<sup>(1)</sup>  
**~66,400 miles of Pipeline**<sup>(1)</sup>

**3<sup>rd</sup> straight year**

**DCP Enterprise: Midstream Leader**

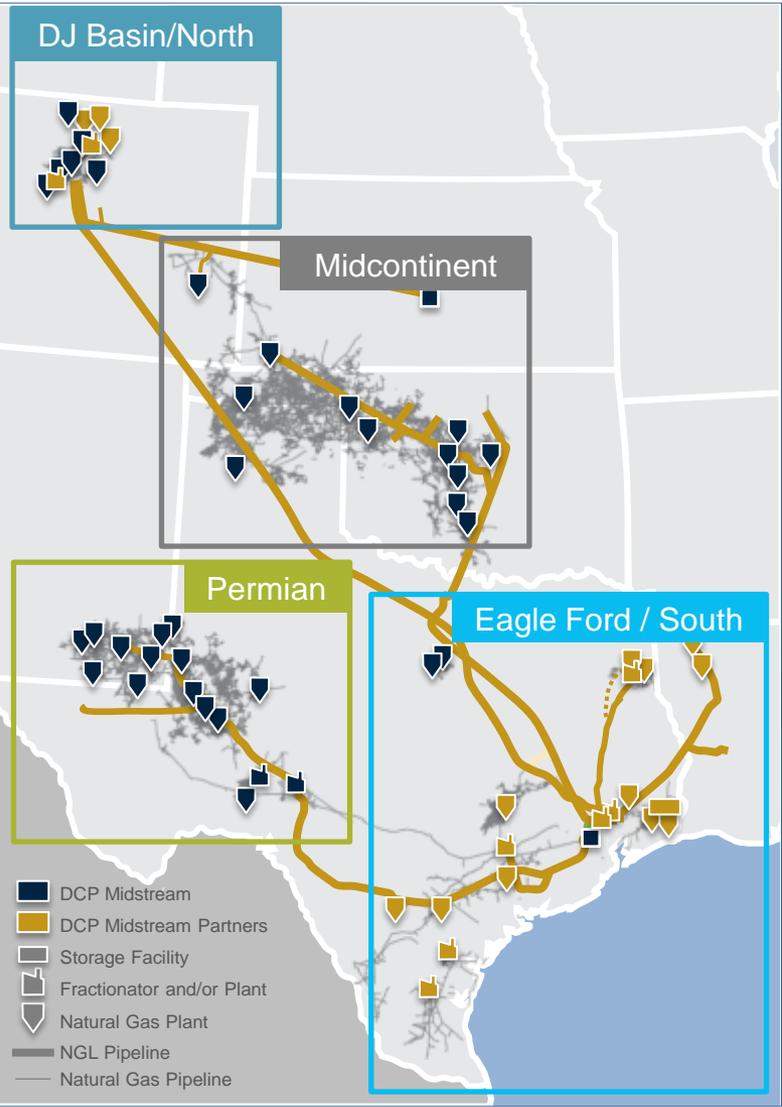
- #1** NGL Producer<sup>(1)</sup>
- #1** Gas Processor<sup>(1)</sup>
- #3** NGL Pipeline Operator<sup>(2)</sup>



(1) Statistics include all assets in service as of September 30, 2015, and are consolidated, including DPM.  
 (2) Source: Hart Energy Midstream Business.com, October 2015, Top Gas Processors-NGL Producers of 2014  
 (3) Source: Bentek and Company data

**Ranked #1 Gas Processor and #1 NGL Producer for the 3<sup>rd</sup> straight year by Hart Energy**

# Footprint in Core Areas of Key Basins



## Strategic assets backed by strong producers



## DCP Enterprise: Strong capital efficiency

### Q3'15 Avg Plant Utilization<sup>(1)</sup>

| Region       | Net Processing Capacity (Bcf/d) | Utilization Rate % |
|--------------|---------------------------------|--------------------|
| DJ Basin     | 0.8                             | ~85%               |
| Midcontinent | 1.8                             | ~75%               |
| Permian      | 1.5                             | ~70%               |
| Eagle Ford   | 1.2                             | ~80%               |

### Q3'15 Avg Pipeline Utilization<sup>(1)</sup>

| Pipeline        | Gross Throughput Capacity | Utilization Rate % |
|-----------------|---------------------------|--------------------|
| Sand Hills      | 250MBbls/d                | ~85%               |
| Southern Hills  | 175MBbls/d                | ~40%               |
| Front Range     | 150MBbls/d                | ~55%               |
| Keathley Canyon | 440MMcf/d                 | ~90%               |

(1) Capacity excludes idled plants and utilization rates are calculated using all assets in service as of September 30, 2015, and are consolidated, including DPM.

Diverse footprint in economically attractive basins

# DCP MIDSTREAM PARTNERS OVERVIEW



# Compelling Investment Opportunity

Premier footprint

- Premier geographic footprint and diversified business model supports growth strategy

Demonstrated execution

- Long track record of strategy execution and delivering sustainable growth

Strong credit metrics & liquidity

- Leading midstream company with a stable balance sheet and solid distribution coverage

Growing fee-based/hedged margins

- Balanced contract portfolio with growing fee-based margins and multi-year hedging program

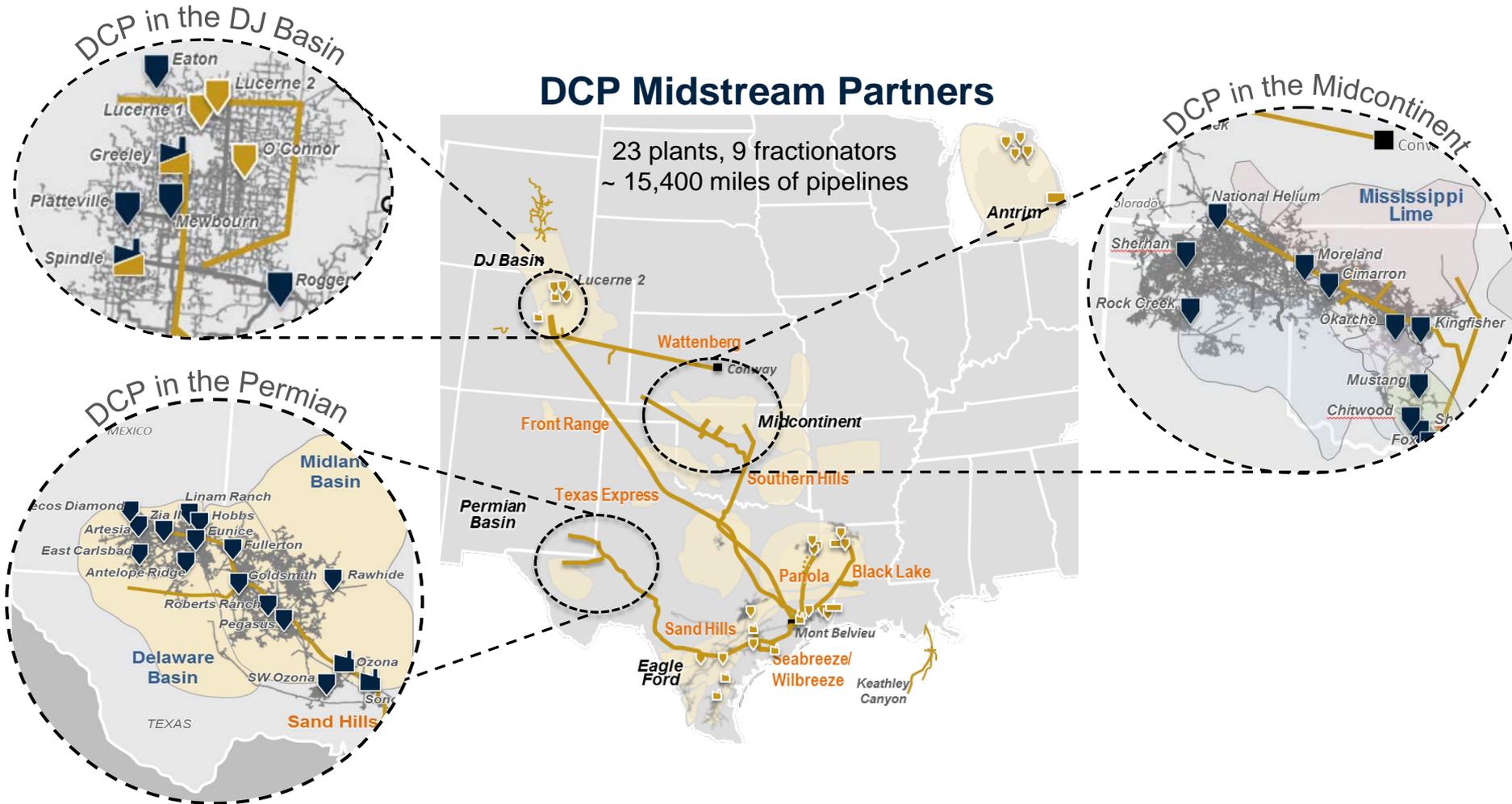
Strong sponsorship

- Sponsors committed to the success of the DCP enterprise

Well-positioned to deliver value to investors  
in the current environment and beyond

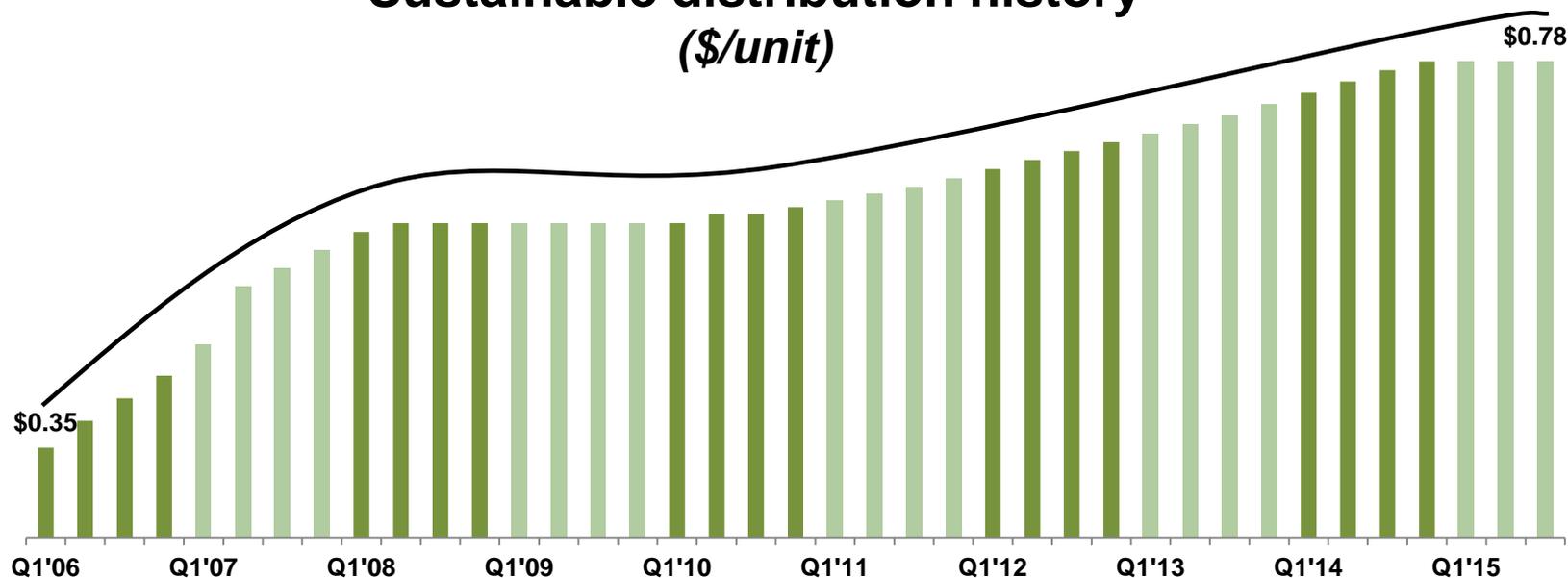
# Premier Footprint

DCP's leadership position in premier basins provides DPM with organic growth opportunities and continued asset footprint expansions



Premier geographic footprint and diversified business model supports growth strategy

## Sustainable distribution history (\$/unit)



### Distribution history highlights

- ❑ Track record of increasing or maintaining distributions
- ❑ \$3.12 per unit 2015e annualized distribution
- ❑ CAGR since IPO: ~9%

Commitment to sustainable distributions

**Completed ~\$275MM of forecasted growth capex YTD Sept 2015**

## 2015 Capital Forecast (\$MM)

Growth Capex ~\$300

Maintenance Capex ~\$25-\$35

- ✓ Growth projects in service and contributing to earnings
- ✓ All current projects are fee-based
  - Providing stability to earnings and DCF
  - Fee-based margin percentage growing

## Growth Opportunities

- Disciplined growth outlook
  - Capacity addition in DJ Basin
  - Potential volume growth on Sand Hills
- Pacing growth with needs of producers

## Project Updates

| Segment                          | In Service |
|----------------------------------|------------|
| ✓ Keathley Canyon (40% interest) | Q1'15      |
| ✓ Lucerne 2 plant                | Q2'15      |
| ✓ Red Bluff Lake lateral         | Q2'15      |
| ✓ Lea County lateral             | Q3'15      |
| ✓ Marysville liquids handling    | Q3'15      |
| Grand Parkway project            | YE'15      |
| Panola expansion                 | Q1'16      |
| Sand Hills expansion             | Mid'16     |

Natural Gas Services  
 NGL Logistics

*Lucerne 2 plant in the DJ Basin*



**Large growth projects completed and contributing cash –  
Pacing growth to stay lock step with producers in 2016**

# Strong Credit Metrics and Liquidity

## Strong Credit Metrics

9/30/15

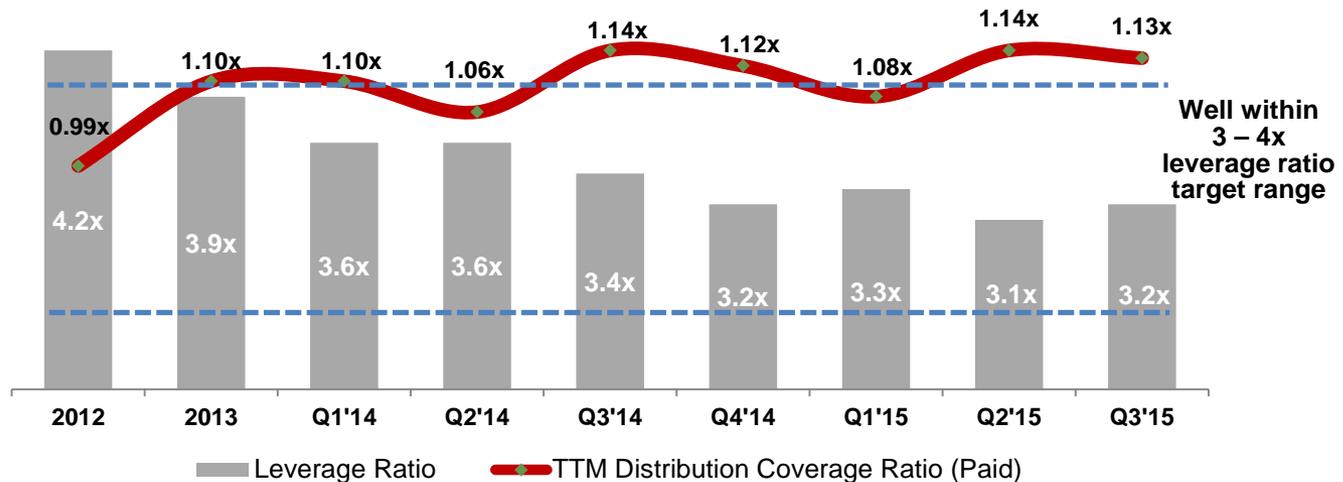
|                                                             |        |
|-------------------------------------------------------------|--------|
| Credit Facility Leverage Ratio <sup>(1)</sup><br>(max 5.0x) | 3.2x   |
| Distribution Coverage Ratio (Paid)<br>(TTM 9/30/15)         | ~1.13x |
| Effective Interest Rate                                     | 3.7%   |

## Strong Liquidity

**\$1.1 billion of available revolver capacity<sup>(2)</sup>**

- Substantial liquidity available on revolver
- Revolver used to retire Oct'15 \$250MM Bond Maturity

### Strong leverage and distribution coverage ratios



(1) As defined in Revolving Credit Facility – includes EBITDA Project Credits and other adjustments

(2) As of September 30, 2015

Stable balance sheet, strong liquidity and solid distribution coverage

# Strong fee-based and hedged margins

## Fee-Based Investments

### NGL Logistics:

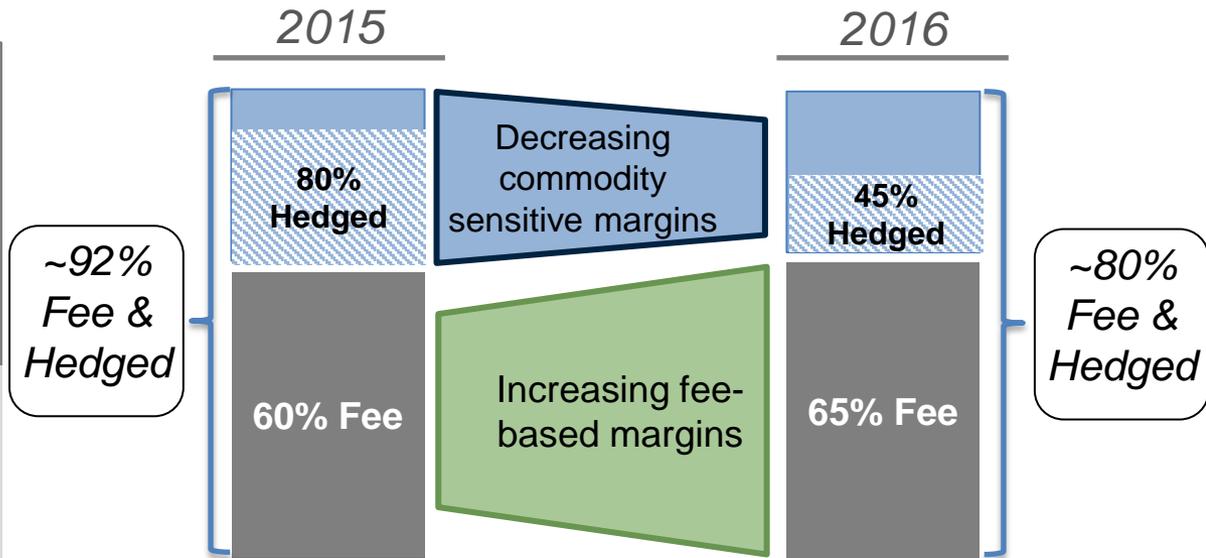
- Mont Belvieu Fracs
- Texas Express Pipeline
- Front Range Pipeline
- Sand Hills Pipeline / Laterals
- Southern Hills Pipeline
- Panola Pipeline

### Gathering & Processing:

- O'Connor Plant
- Lucerne 2 Plant
- Keathley Canyon
- Grand Parkway

### Wholesale Propane

- Chesapeake Terminal



## 2015e Hedged Commodity Sensitivities<sup>(1)</sup>

|                        | 2015 Average Hedge Price | Price Change | 2015 Annual Adjusted EBITDA Sensitivity |
|------------------------|--------------------------|--------------|-----------------------------------------|
| NGLs (\$/Gal)          | \$0.94                   | +/- \$0.01   | ~\$0.75MM                               |
| Natural Gas (\$/MMBtu) | \$4.60                   | +/- \$0.10   | ~\$0.25MM                               |
| Crude Oil (\$/Bbl)     | \$82.40                  | +/- \$1.00   | ~ neutral                               |

<sup>(1)</sup> Forecast assumes growth from current fee based assets held by DPM and excludes revenues from any future dropdowns or organic projects

Fee-based growth and hedge strategy execution reducing DPM commodity risk

Strong producer relationships in key basins provides tremendous market intelligence

Proactive and measurable response to industry challenges



**DCP Enterprise:**

- #1 NGL Producer<sup>(1)</sup>
- #1 Gas Processor<sup>(1)</sup>
- #3 NGL Pipeline Operator<sup>(2)</sup>

**Rightsized the DCP enterprise** in January

- ✓ Reduced cost base ~\$70 million

**De-risking DCP enterprise & realigning contracts**

- ✓ Added \$50+ million annualized of margins in 2015
  - Targeting 1/3rd reduction of NGL commodity length
  - Simplifying contract structure, reducing costs

**Rationalizing systems**

- ✓ Divested ~\$200 million of non-core DCP Midstream assets

**Operational excellence, efficiency and improved reliability**

- ✓ DCP Midstream: Zia II
  - DPM: Lucerne 2 and Grand Parkway

(1) Source: Hart Energy  
(2) Source: Bentek and Company data

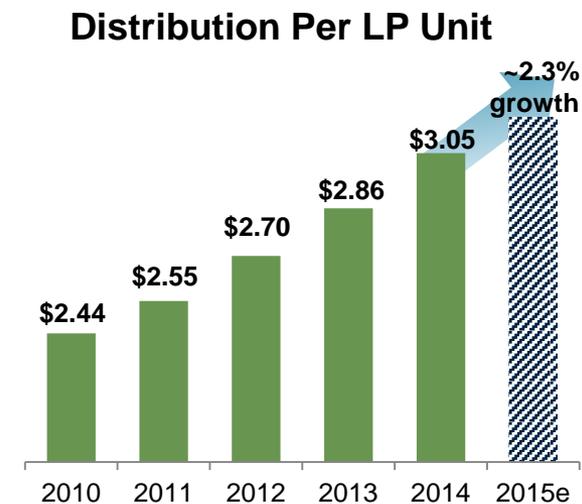
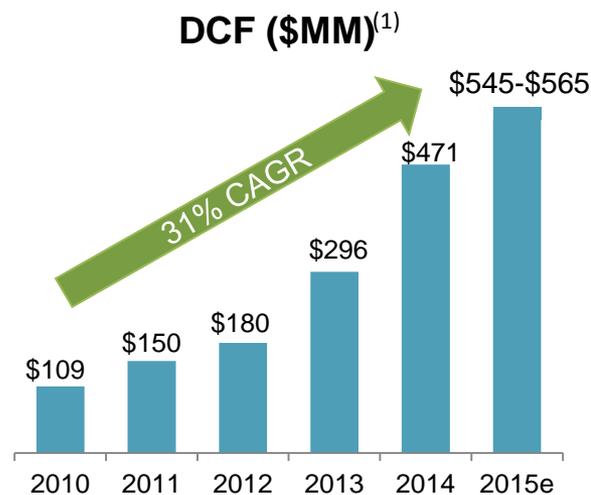
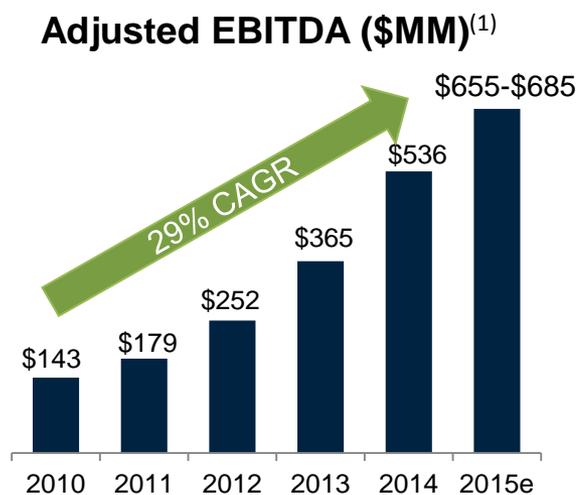


# SUPPLEMENTAL INFORMATION APPENDIX

November 2015



# Proven Track Record of Sustainable Growth



## 2015e Outlook (\$MM, except \$/per unit)

|                                     |             |
|-------------------------------------|-------------|
| DCF target range                    | \$545-\$565 |
| Adjusted EBITDA target range        | \$655-\$685 |
| Annual distribution per unit target | \$3.12/unit |

## 2015e Capital Forecast (\$MM)

|                   |           |
|-------------------|-----------|
| Growth Capex      | \$300+    |
| Maintenance Capex | \$25-\$35 |

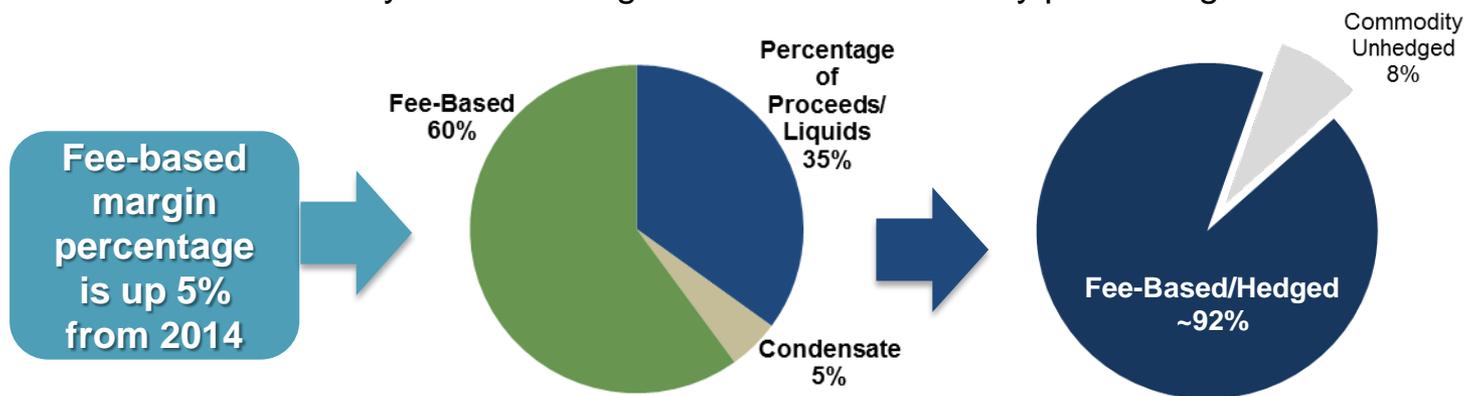
(1) As originally reported, not adjusted for the effects of pooling in 2010-2013

# Forward Hedge Position as of Sept 30, 2015

| Hedge Position               | 2015           | 2016           | 2017          |
|------------------------------|----------------|----------------|---------------|
| <b>NGL Hedges (Bbls/d)</b>   | 15,168         | 2,228          |               |
| Crude equivalent (Bbls/d)    | 4,634          | 752            |               |
| NGL hedge price(\$/Gal)      | <b>\$0.94</b>  | <b>\$0.94</b>  |               |
| <b>Gas Hedges (MMBtu/d)</b>  | 25,915         | 10,023         | 17,500        |
| Crude equivalent (Bbls/d)    | 1,075          | 416            | 726           |
| Gas hedge price(\$/MMbtu)    | <b>\$4.60</b>  | <b>\$4.24</b>  | <b>\$4.20</b> |
| <b>Crude Hedges (Bbls/d)</b> | 3,043          | 3,848          |               |
| Crude hedge price(\$/Bbl)    | <b>\$82.40</b> | <b>\$75.63</b> |               |
| <b>Percent Hedged</b>        | <b>~80%</b>    | <b>~45%</b>    | <b>~5%</b>    |

## 2015 Margin ~92% Fee-Based / Hedged

- 60% fee-based
- 40% commodity is ~80% hedged
- Virtually all 2015 hedges are direct commodity price hedges



Minimal exposure to commodity prices in 2015

# DPM's Business Segments

## Natural Gas Services<sup>(1)</sup>

23 Plants, 5 Fractionators  
 ~11,300 miles of pipelines  
 Net processing capacity<sup>(2)</sup>: ~3.7 Bcf/d  
 Natural Gas Storage Capacity: 15 Bcf



## NGL Logistics<sup>(1)</sup>

4 Fractionators  
 ~4,100 miles of NGL pipelines  
 Net NGL pipeline throughput capacity<sup>(2)</sup>: ~425 MBbls/d  
 NGL Storage capacity: ~8 MMBbbls



## Wholesale Propane Logistics<sup>(1)</sup>

Owned Terminals:  
 6 rail, 1 marine, 1 pipeline  
 Net Storage Capacity: ~550 MBbbls



(1) Statistics include assets in service as of September 30, 2015  
 (2) Represents total capacity or throughput allocated to our proportionate ownership share

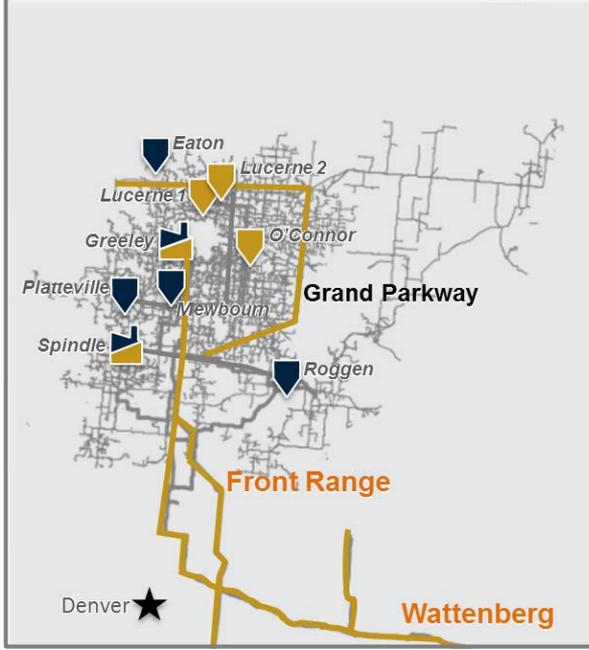
Strong growth from Eagle Ford, DJ Basin, East Texas, Discovery

# DCP Midstream's Assets



## DCP & DPM in the DJ Basin

9 Gas Processing Plants, 2 Fractionators  
 ~3,500 miles of pipelines  
 ~800 MMcf/d processing capacity<sup>(1)</sup>  
 ~60 MBbls/d NGL production



### Recent Developments

- DPM: 200 MMcf/d Lucerne 2 Plant – Q2'15
- DPM: Grand Parkway gathering system underway to reduce field pressures

### G&P Opportunities

- DPM: New potential plants based on incremental producer activity

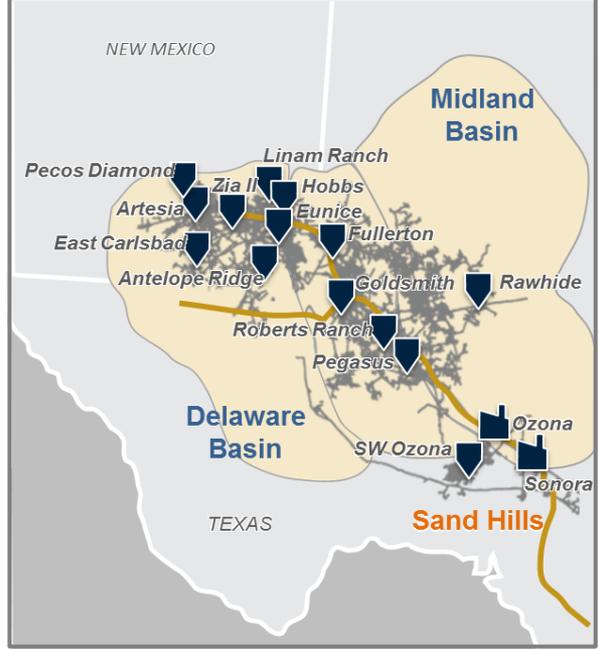
### Logistics Opportunities

- DPM: Connecting new plants to Front Range/Texas Express pipelines

Note: Statistics include assets in service as of September 30, 2015, and are consolidated, including DPM  
 (1) Represents total capacity or throughput allocated to our proportionate ownership share

## DCP in the Permian

16 Gas Processing Plants, 2 fractionators  
 ~16,400 miles of pipelines  
 ~1.5 Bcf/d processing capacity<sup>(1)</sup>  
 ~117 MBbls/d NGL production



### Recent Developments

- 200MMcf/d Zia II Plant – Q3'15

### G&P Opportunities

- Further integrate systems

### Logistics Opportunities

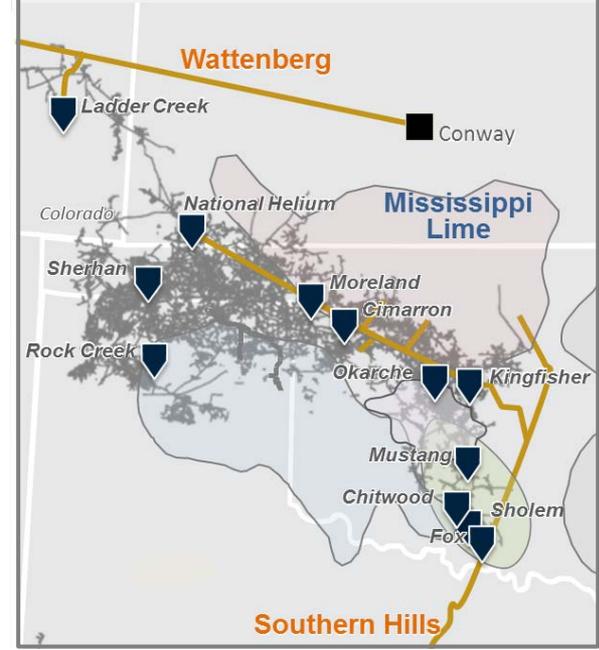
- Laterals connecting plants to Sand Hills

### Acres Dedications

- DCP/Producer contracts hold in excess of 10 million dedicated acres in the Permian

## DCP in the Midcontinent

12 Gas Processing Plants  
 ~30,200 miles of pipelines  
 1.8 Bcf/d processing capacity<sup>(1)</sup>  
 ~95 MBbls/d NGL production



### Recent Developments

- National Helium Upgrade–increased NGL production capabilities & efficiencies – Q4'15

### G&P Opportunities

- SCOOP/ Woodford: Potential for new plant

### Logistics Opportunities

- Plant connections to Southern Hills
- Gathering system expansions: focus on integrated system hydraulics

|                        |                           |                      |
|------------------------|---------------------------|----------------------|
| DCP Midstream          | Fractionator and/or Plant | NGL Pipeline         |
| DCP Midstream Partners | Natural Gas Plant         | Natural Gas Pipeline |

## Leading Position in Core Areas of Key Basins

# Non GAAP Reconciliation

|                                                                                                    | Year Ended<br>December 31, |                           |                           |                           |                           |
|----------------------------------------------------------------------------------------------------|----------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
|                                                                                                    | As<br>Reported<br>in 2014  | As<br>Reported<br>in 2013 | As<br>Reported<br>in 2012 | As<br>Reported<br>in 2011 | As<br>Reported<br>in 2010 |
| <b>Reconciliation of Non-GAAP Financial Measures:</b>                                              |                            |                           |                           |                           |                           |
| Net income attributable to partners                                                                | \$ 423                     | \$ 181                    | \$ 168                    | \$ 100                    | \$ 48                     |
| Interest expense                                                                                   | 86                         | 52                        | 42                        | 34                        | 29                        |
| Depreciation, amortization and income tax expense, net of noncontrolling interests                 | 113                        | 95                        | 63                        | 68                        | 61                        |
| Non-cash commodity derivative mark-to-market                                                       | (86)                       | 37                        | (21)                      | (23)                      | 5                         |
| Adjusted EBITDA                                                                                    | <u>536</u>                 | <u>365</u>                | <u>252</u>                | <u>179</u>                | <u>143</u>                |
| Interest expense                                                                                   | (86)                       | (52)                      | (42)                      | (34)                      | (29)                      |
| Depreciation, amortization and income tax expense, net of noncontrolling interests                 | (113)                      | (95)                      | (63)                      | (68)                      | (61)                      |
| Other                                                                                              | -                          | (1)                       | -                         | 3                         | (1)                       |
| Adjusted net income attributable to partners                                                       | <u>337</u>                 | <u>217</u>                | <u>147</u>                | <u>80</u>                 | <u>52</u>                 |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (38)                       | (23)                      | (18)                      | (10)                      | (6)                       |
| Distributions from unconsolidated affiliates, net of earnings                                      | 45                         | 6                         | -                         | 9                         | 6                         |
| Depreciation and amortization, net of noncontrolling interests                                     | 107                        | 87                        | 62                        | 67                        | 61                        |
| Impact of minimum volume receipt for throughput commitment                                         | -                          | -                         | -                         | (1)                       | -                         |
| Step acquisition - equity interest re-measurement gain                                             | -                          | -                         | -                         | -                         | (9)                       |
| Discontinued construction projects                                                                 | 3                          | 8                         | -                         | -                         | -                         |
| Adjustment to remove impact of pooling                                                             | (6)                        | (6)                       | (17)                      | -                         | -                         |
| Other                                                                                              | 23                         | 7                         | 6                         | 5                         | 5                         |
| Distributable cash flow <sup>(1)</sup>                                                             | <u>\$ 471</u>              | <u>\$ 296</u>             | <u>\$ 180</u>             | <u>\$ 150</u>             | <u>\$ 109</u>             |

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

Note: As reported, excludes the impact of contributions of assets between entities under common control and a change in reporting entity; 2013 exclude the impact of the acquisition of the Lucerne 1 Plant; 2012 excludes the impact of the acquisition of an additional 46.7% interest in the Eagle Ford joint venture; 2008-2011 exclude the impact of the acquisition of Southeast Texas; 2008 excludes the impact of the acquisition of an additional 25.1% interest in East Texas, which brought our ownership interest to 50.1%

# Non GAAP Reconciliation

|                                                                                                    | Year Ended<br>December 31, |                           |                           |                           |                           |
|----------------------------------------------------------------------------------------------------|----------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
|                                                                                                    | As<br>Reported<br>in 2014  | As<br>Reported<br>in 2013 | As<br>Reported<br>in 2012 | As<br>Reported<br>in 2011 | As<br>Reported<br>in 2010 |
| <b>Reconciliation of Non-GAAP Financial Measures:</b>                                              |                            |                           |                           |                           |                           |
| Net cash provided by operating activities                                                          | \$ 524                     | \$ 324                    | \$ 125                    | \$ 204                    | \$ 141                    |
| Interest expense                                                                                   | 86                         | 52                        | 42                        | 34                        | 29                        |
| Distributions from unconsolidated affiliates, net of earnings                                      | (45)                       | (6)                       | -                         | (9)                       | (6)                       |
| Net changes in operating assets and liabilities                                                    | 82                         | (8)                       | 115                       | 10                        | (13)                      |
| Net income attributable to noncontrolling interests, net of depreciation and income tax            | (17)                       | (23)                      | (7)                       | (33)                      | (23)                      |
| Discontinued construction projects                                                                 | (3)                        | (8)                       | -                         | -                         | -                         |
| Non-cash commodity derivative mark-to-market                                                       | (86)                       | 37                        | (21)                      | (23)                      | 5                         |
| Step acquisition - equity interest re-measurement gain                                             | -                          | -                         | -                         | -                         | 9                         |
| Other, net                                                                                         | (5)                        | (3)                       | (2)                       | (4)                       | 1                         |
| Adjusted EBITDA                                                                                    | \$ 536                     | \$ 365                    | \$ 252                    | \$ 179                    | \$ 143                    |
| Interest expense                                                                                   | (86)                       | (52)                      | (42)                      | (34)                      | (29)                      |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (38)                       | (23)                      | (18)                      | (10)                      | (5)                       |
| Distributions from unconsolidated affiliates, net of earnings                                      | 45                         | 6                         | -                         | 9                         | 6                         |
| Adjustment to remove impact of pooling                                                             | (6)                        | (6)                       | (17)                      | -                         | -                         |
| Discontinued construction projects                                                                 | 3                          | 8                         | -                         | -                         | -                         |
| Step acquisition - equity interest re-measurement gain                                             | -                          | -                         | -                         | -                         | (9)                       |
| Other                                                                                              | 17                         | (2)                       | 5                         | 6                         | 3                         |
| Distributable cash flow <sup>(1)</sup>                                                             | \$ 471                     | \$ 296                    | \$ 180                    | \$ 150                    | \$ 109                    |

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

Note: As reported, excludes the impact of contributions of assets between entities under common control and a change in reporting entity; 2013 exclude the impact of the acquisition of the Lucerne 1 Plant; 2012 excludes the impact of the acquisition of an additional 46.7% interest in the Eagle Ford joint venture; 2008-2011 exclude the impact of the acquisition of Southeast Texas; 2008 excludes the impact of the acquisition of an additional 25.1% interest in East Texas, which brought our ownership interest to 50.1%

# Non GAAP Reconciliation

|                                                                                                    | Q114   | Q214   | Q314   | Q414   | Twelve months ended<br>December 31,<br>2014 |
|----------------------------------------------------------------------------------------------------|--------|--------|--------|--------|---------------------------------------------|
| (Millions, except as indicated)                                                                    |        |        |        |        |                                             |
| Net income attributable to partners                                                                | \$ 79  | \$ 29  | \$ 116 | \$ 199 | \$ 423                                      |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (6)    | (11)   | (7)    | (14)   | (38)                                        |
| Depreciation and amortization expense, net of noncontrolling interests                             | 24     | 27     | 26     | 30     | 107                                         |
| Non-cash commodity derivative mark -to-market                                                      | 13     | 30     | (17)   | (112)  | (86)                                        |
| Distributions from unconsolidated affiliates, net of earnings                                      | 10     | 11     | 16     | 8      | 45                                          |
| Impact of minimum volume receipt for throughput commitment                                         | 2      | 2      | 3      | (7)    | —                                           |
| Discontinued construction projects                                                                 | 1      | —      | —      | 2      | 3                                           |
| Adjustment to remove impact of pooling                                                             | (6)    | —      | —      | —      | (6)                                         |
| Other                                                                                              | 5      | 5      | 7      | 6      | 23                                          |
| Distributable cash flow                                                                            | \$ 122 | \$ 93  | \$ 144 | \$ 112 | \$ 471                                      |
| Distributions declared                                                                             | \$ 106 | \$ 111 | \$ 117 | \$ 120 | \$ 454                                      |
| Distribution coverage ratio - declared                                                             | 1.15x  | 0.84x  | 1.23x  | 0.93x  | 1.04x                                       |
| Distributable cash flow                                                                            | \$ 122 | \$ 93  | \$ 144 | \$ 112 | \$ 471                                      |
| Distributions paid                                                                                 | \$ 86  | \$ 106 | \$ 111 | \$ 117 | \$ 420                                      |
| Distribution coverage ratio - paid                                                                 | 1.42x  | 0.88x  | 1.30x  | 0.95x  | 1.12x                                       |

Note: In March 2014, the Partnership completed the contribution from DCP Midstream of the Lucerne I plant in a transaction between entities under common control. This transfers of net assets between entities under common control was accounted for as if the transaction had occurred at the beginning of the period similar to the pooling method.

# Non GAAP Reconciliation

|                                                                                                    | Three Months Ended |        | Nine Months Ended |        |
|----------------------------------------------------------------------------------------------------|--------------------|--------|-------------------|--------|
|                                                                                                    | September 30,      |        | September 30,     |        |
|                                                                                                    | 2015               | 2014   | 2015              | 2014   |
| (Millions, except per unit amounts)                                                                |                    |        |                   |        |
| <b>Reconciliation of Non-GAAP Financial Measures:</b>                                              |                    |        |                   |        |
| Net income attributable to partners                                                                | \$ 71              | \$ 116 | \$ 138            | \$ 224 |
| Interest expense                                                                                   | 25                 | 22     | 69                | 64     |
| Depreciation, amortization and income tax expense, net of noncontrolling interests                 | 30                 | 28     | 85                | 83     |
| Goodwill impairment                                                                                | 33                 | —      | 82                | —      |
| Non-cash commodity derivative mark-to-market                                                       | 8                  | (17)   | 105               | 26     |
| Adjusted EBITDA                                                                                    | 167                | 149    | 479               | 397    |
| Interest expense                                                                                   | (25)               | (22)   | (69)              | (64)   |
| Depreciation, amortization and income tax expense, net of noncontrolling interests                 | (30)               | (28)   | (85)              | (83)   |
| Other                                                                                              | —                  | 1      | 1                 | 1      |
| Adjusted net income attributable to partners                                                       | 112                | 100    | 326               | 251    |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (5)                | (7)    | (20)              | (24)   |
| Distributions from unconsolidated affiliates, net of earnings                                      | 3                  | 16     | 23                | 37     |
| Depreciation and amortization, net of noncontrolling interests                                     | 30                 | 26     | 88                | 77     |
| Impact of minimum volume receipt for throughput commitment                                         | 4                  | 3      | 9                 | 7      |
| Discontinued construction projects                                                                 | —                  | —      | 1                 | 1      |
| Adjustment to remove impact of pooling                                                             | —                  | —      | —                 | (6)    |
| Other                                                                                              | 2                  | 6      | —                 | 16     |
| Distributable cash flow <sup>(1)</sup>                                                             | \$ 146             | \$ 144 | \$ 427            | \$ 359 |
| Adjusted net income attributable to partners                                                       | \$ 112             | \$ 100 | \$ 326            | \$ 251 |
| Adjusted net income attributable to predecessor operations                                         | —                  | —      | —                 | (6)    |
| Adjusted general partner's interest in net income                                                  | (31)               | (30)   | (93)              | (83)   |
| Adjusted net income allocable to limited partners                                                  | \$ 81              | \$ 70  | \$ 233            | \$ 162 |

(1) 2014 DCF includes one-time items and proceeds from asset sales totaling \$12 million for the third quarter 2014 and \$23 million for nine months ended September 30, 2014.

Note: In March 2014, the Partnership completed the contribution from DCP Midstream of the Lucerne 1 plant in a transaction between entities under common control. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period.

# Non GAAP Reconciliation

|                                                                                                    | Three Months Ended |        | Nine Months Ended |        |
|----------------------------------------------------------------------------------------------------|--------------------|--------|-------------------|--------|
|                                                                                                    | September 30,      |        | September 30,     |        |
|                                                                                                    | 2015               | 2014   | 2015              | 2014   |
| (Millions, except per unit amounts)                                                                |                    |        |                   |        |
| <b>Reconciliation of Non-GAAP Financial Measures:</b>                                              |                    |        |                   |        |
| Net cash provided by operating activities                                                          | \$ 143             | \$ 135 | \$ 493            | \$ 435 |
| Interest expense                                                                                   | 25                 | 22     | 69                | 64     |
| Distributions from unconsolidated affiliates, net of earnings                                      | (3)                | (16)   | (23)              | (37)   |
| Net changes in operating assets and liabilities                                                    | (3)                | 26     | (157)             | (74)   |
| Net income attributable to noncontrolling interests, net of depreciation and income tax            | (1)                | (1)    | (2)               | (13)   |
| Discontinued construction projects                                                                 | —                  | —      | (1)               | (1)    |
| Non-cash commodity derivative mark-to-market                                                       | 8                  | (17)   | 105               | 26     |
| Other, net                                                                                         | (2)                | —      | (5)               | (3)    |
| Adjusted EBITDA                                                                                    | \$ 167             | \$ 149 | \$ 479            | \$ 397 |
| Interest expense                                                                                   | (25)               | (22)   | (69)              | (64)   |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (5)                | (7)    | (20)              | (24)   |
| Distributions from unconsolidated affiliates, net of earnings                                      | 3                  | 16     | 23                | 37     |
| Adjustment to remove impact of pooling                                                             | —                  | —      | —                 | (6)    |
| Discontinued construction projects                                                                 | —                  | —      | 1                 | 1      |
| Other                                                                                              | 6                  | 8      | 13                | 18     |
| Distributable cash flow <sup>(1)</sup>                                                             | \$ 146             | \$ 144 | \$ 427            | \$ 359 |

(1) 2014 DCF includes one-time items and proceeds from asset sales totaling \$12 million for the third quarter 2014 and \$23 million for nine months ended September 30, 2014.

Note: In March 2014, the Partnership completed the contribution from DCP Midstream of the Lucerne 1 plant in a transaction between entities under common control. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period,

# Non GAAP Reconciliation

|                                                                | Three Months Ended |         | Nine Months Ended |         |
|----------------------------------------------------------------|--------------------|---------|-------------------|---------|
|                                                                | September 30,      |         | September 30,     |         |
|                                                                | 2015               | 2014    | 2015              | 2014    |
| (Millions, except as indicated)                                |                    |         |                   |         |
| <b>Natural Gas Services Segment:</b>                           |                    |         |                   |         |
| Financial results:                                             |                    |         |                   |         |
| Segment net income attributable to partners                    | \$ 66              | \$ 121  | \$ 110            | \$ 251  |
| Non-cash commodity derivative mark-to-market                   | 8                  | (17)    | 108               | 25      |
| Depreciation and amortization expense                          | 27                 | 24      | 80                | 74      |
| Goodwill impairment                                            | 33                 | —       | 82                | —       |
| Noncontrolling interest portion of depreciation and income tax | —                  | (1)     | (1)               | (3)     |
| Adjusted segment EBITDA                                        | \$ 134             | \$ 127  | \$ 379            | \$ 347  |
| Operating and financial data:                                  |                    |         |                   |         |
| Natural gas throughput (MMcf/d)                                | 2,842              | 2,769   | 2,717             | 2,573   |
| NGL gross production (Bbls/d)                                  | 171,152            | 170,523 | 159,666           | 155,304 |
| Operating and maintenance expense                              | \$ 51              | \$ 45   | \$ 134            | \$ 132  |
| <b>NGL Logistics Segment:</b>                                  |                    |         |                   |         |
| Financial results:                                             |                    |         |                   |         |
| Segment net income attributable to partners                    | \$ 46              | \$ 36   | \$ 124            | \$ 82   |
| Depreciation and amortization expense                          | 2                  | 2       | 6                 | 5       |
| Adjusted segment EBITDA                                        | \$ 48              | \$ 38   | \$ 130            | \$ 87   |
| Operating and financial data:                                  |                    |         |                   |         |
| NGL pipelines throughput (Bbls/d)                              | 272,624            | 227,892 | 260,208           | 165,138 |
| NGL fractionator throughput (Bbls/d)                           | 58,467             | 71,877  | 55,501            | 59,464  |
| Operating and maintenance expense                              | \$ 5               | \$ 5    | \$ 15             | \$ 13   |
| <b>Wholesale Propane Logistics Segment:</b>                    |                    |         |                   |         |
| Financial results:                                             |                    |         |                   |         |
| Segment net income attributable to partners                    | \$ 5               | \$ —    | \$ 34             | \$ 9    |
| Non-cash commodity derivative mark-to-market                   | —                  | —       | (3)               | 1       |
| Depreciation and amortization expense                          | 1                  | 1       | 2                 | 2       |
| Adjusted segment EBITDA                                        | \$ 6               | \$ 1    | \$ 33             | \$ 12   |
| Operating and financial data:                                  |                    |         |                   |         |
| Propane sales volume (Bbls/d)                                  | 7,957              | 9,543   | 16,330            | 17,971  |
| Operating and maintenance expense                              | \$ 2               | \$ 3    | \$ 7              | \$ 9    |

Note: In March 2014, the Partnership completed the contribution from DCP Midstream of the Lucerne I plant in a transaction between entities under common control. Transfers of net assets between entities under common control are accounted for as if the transactions had occurred at the beginning of the period.

# Non GAAP Reconciliation

|                                                       | Three Months Ended<br>September 30, |        | Nine Months Ended<br>September 30, |        |
|-------------------------------------------------------|-------------------------------------|--------|------------------------------------|--------|
|                                                       | 2015                                | 2014   | 2015                               | 2014   |
| (Millions, except as indicated)                       |                                     |        |                                    |        |
| <b>Reconciliation of Non-GAAP Financial Measures:</b> |                                     |        |                                    |        |
| Distributable cash flow                               | \$ 146                              | \$ 144 | \$ 427                             | \$ 359 |
| Distributions declared                                | \$ 120                              | \$ 117 | \$ 362                             | \$ 334 |
| Distribution coverage ratio - declared                | 1.22 x                              | 1.23 x | 1.18 x                             | 1.07 x |
| Distributable cash flow                               | \$ 146                              | \$ 144 | \$ 427                             | \$ 359 |
| Distributions paid                                    | \$ 121                              | \$ 111 | \$ 362                             | \$ 303 |
| Distribution coverage ratio - paid                    | 1.21 x                              | 1.30 x | 1.18 x                             | 1.18 x |

|                                                                                                    | Q414                            | Q115   | Q215   | Q315   | Twelve<br>months ended<br>September 30,<br>2015 |
|----------------------------------------------------------------------------------------------------|---------------------------------|--------|--------|--------|-------------------------------------------------|
|                                                                                                    | (Millions, except as indicated) |        |        |        |                                                 |
| <b>Reconciliation of Non-GAAP Financial Measures:</b>                                              |                                 |        |        |        |                                                 |
| Net income (loss) attributable to partners                                                         | \$ 199                          | \$ 69  | \$(2)  | \$ 71  | \$ 337                                          |
| Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects | (14)                            | (7)    | (8)    | (5)    | (34)                                            |
| Depreciation and amortization expense, net of noncontrolling interests                             | 30                              | 28     | 30     | 30     | 118                                             |
| Non-cash commodity derivative mark-to-market                                                       | (112)                           | 42     | 55     | 8      | (7)                                             |
| Distributions from unconsolidated affiliates, net of earnings                                      | 8                               | 3      | 17     | 3      | 31                                              |
| Goodwill impairment                                                                                | —                               | —      | 49     | 33     | 82                                              |
| Impact of minimum volume receipt for throughput commitment                                         | (7)                             | 3      | 2      | 4      | 2                                               |
| Discontinued construction projects                                                                 | 2                               | —      | 1      | —      | 3                                               |
| Other                                                                                              | 6                               | 2      | (3)    | 2      | 7                                               |
| Distributable cash flow                                                                            | \$ 112                          | \$ 140 | \$ 141 | \$ 146 | \$ 539                                          |
| Distributions declared                                                                             | \$ 120                          | \$ 121 | \$ 121 | \$ 120 | \$ 482                                          |
| Distribution coverage ratio - declared                                                             | 0.93x                           | 1.16x  | 1.17x  | 1.22x  | 1.12x                                           |
| Distributable cash flow                                                                            | \$ 112                          | \$ 140 | \$ 141 | \$ 146 | \$ 539                                          |
| Distributions paid                                                                                 | \$ 117                          | \$ 120 | \$ 121 | \$ 121 | \$ 479                                          |
| Distribution coverage ratio - paid                                                                 | 0.96x                           | 1.17x  | 1.17x  | 1.21x  | 1.13x                                           |