



**DCP Midstream, LLC**  
**Condensed Consolidated Financial Statements for the**  
**Three Months Ended March 31, 2014 and 2013**  
**(Unaudited)**

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**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

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**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(unaudited)  
(millions)

	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents.....	\$ 88	\$ 31
Accounts receivable:		
Customers, net of allowance for doubtful accounts of \$2 million and \$4 million, respectively .....	1,098	1,139
Affiliates.....	264	265
Other.....	29	28
Inventories.....	69	96
Unrealized gains on derivative instruments .....	53	59
Other .....	54	45
Total current assets.....	<u>1,655</u>	<u>1,663</u>
Property, plant and equipment, net.....	8,601	8,420
Investments in unconsolidated affiliates .....	1,438	1,378
Intangible assets, net .....	304	311
Goodwill .....	722	722
Unrealized gains on derivative instruments .....	8	10
Other long-term assets .....	248	217
Total assets.....	<u>\$ 12,976</u>	<u>\$ 12,721</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable:		
Trade .....	\$ 1,214	\$ 1,296
Affiliates.....	72	59
Other.....	38	58
Short-term borrowings .....	275	1,300
Tax distributions payable to members .....	61	—
Unrealized losses on derivative instruments .....	58	64
Accrued taxes.....	53	37
Other .....	226	300
Total current liabilities .....	<u>1,997</u>	<u>3,114</u>
Deferred income taxes .....	101	96
Long-term debt.....	5,681	4,962
Unrealized losses on derivative instruments .....	4	2
Other long-term liabilities .....	153	158
Total liabilities .....	<u>7,936</u>	<u>8,332</u>
Commitments and contingent liabilities		
Equity:		
Members' interest .....	2,752	2,670
Accumulated other comprehensive loss .....	(5)	(6)
Total members' equity .....	<u>2,747</u>	<u>2,664</u>
Noncontrolling interest .....	2,293	1,725
Total equity.....	<u>5,040</u>	<u>4,389</u>
Total liabilities and equity .....	<u>\$ 12,976</u>	<u>\$ 12,721</u>

See Notes to Condensed Consolidated Financial Statements.

**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)  
(millions)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Operating revenues:		
Sales of natural gas and petroleum products.....	\$ 3,232	\$ 2,214
Sales of natural gas and petroleum products to affiliates.....	596	339
Transportation, storage and processing.....	131	100
Trading and marketing gains (losses), net .....	6	(3)
Total operating revenues.....	<u>3,965</u>	<u>2,650</u>
Operating costs and expenses:		
Purchases of natural gas and petroleum products .....	3,251	2,142
Purchases of natural gas and petroleum products from affiliates .....	117	50
Operating and maintenance .....	174	168
Depreciation and amortization.....	85	69
General and administrative .....	69	60
Total operating costs and expenses .....	<u>3,696</u>	<u>2,489</u>
Operating income .....	269	161
Earnings from unconsolidated affiliates .....	13	9
Interest expense, net .....	(72)	(50)
Income before income taxes .....	210	120
Income tax expense .....	(7)	—
Net income .....	203	120
Net income attributable to noncontrolling interests.....	(38)	(29)
Net income attributable to members' interests .....	<u>\$ 165</u>	<u>\$ 91</u>

See Notes to Condensed Consolidated Financial Statements.

**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(unaudited)  
(millions)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Net income .....	\$ 203	\$ 120
Other comprehensive income:		
Reclassification of cash flow hedge losses into earnings .....	2	1
Total other comprehensive income.....	2	1
Total comprehensive income.....	205	121
Total comprehensive income attributable to noncontrolling interests .....	(39)	(28)
Total comprehensive income attributable to members' interests .....	\$ 166	\$ 93

See Notes to Condensed Consolidated Financial Statements.

**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)  
(millions)

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
Cash flows from operating activities:		
Net income .....	\$ 203	\$ 120
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization .....	85	69
Earnings from unconsolidated affiliates.....	(13)	(9)
Distributions from unconsolidated affiliates .....	25	11
Deferred income tax expense (benefit) .....	4	(1)
Net unrealized losses on derivative instruments .....	7	6
Other, net .....	6	1
Changes in operating assets and liabilities which provided (used) cash:		
Accounts receivable.....	44	59
Inventories .....	27	64
Accounts payable.....	(78)	137
Other .....	(94)	(66)
Net cash provided by operating activities .....	<u>216</u>	<u>391</u>
Cash flows from investing activities:		
Capital expenditures .....	(283)	(407)
Investments in unconsolidated affiliates.....	(72)	(140)
Other .....	1	—
Net cash used in investing activities.....	<u>(354)</u>	<u>(547)</u>
Cash flows from financing activities:		
Payment of dividends and distributions to members .....	(118)	(104)
Proceeds from long-term debt .....	719	809
Payment of long-term debt .....	—	(690)
Proceeds from issuance of common units by DCP Partners, net of offering costs .....	677	494
Repayment of commercial paper, net .....	(1,025)	(283)
Distributions paid to noncontrolling interests.....	(52)	(32)
Payment of deferred financing costs.....	(6)	(4)
Net cash provided by financing activities .....	<u>195</u>	<u>190</u>
Net change in cash and cash equivalents .....	57	34
Cash and cash equivalents, beginning of period .....	31	4
Cash and cash equivalents, end of period .....	<u>\$ 88</u>	<u>\$ 38</u>

See Notes to Condensed Consolidated Financial Statements.

**DCP MIDSTREAM, LLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(unaudited)  
(millions)

	<u>Members' Equity</u>			<u>Total Equity</u>
	<u>Members' Interest</u>	<u>Accumulated Other Comprehensive (Loss) Income</u>	<u>Noncontrolling Interest</u>	
Balance, January 1, 2014 .....	\$ 2,670	\$ (6)	\$ 1,725	\$ 4,389
Net income .....	165	—	38	203
Other comprehensive income .....	—	1	1	2
Dividends and distributions.....	(179)	—	(52)	(231)
Issuance of common units by DCP Partners, net of offering costs .....	96	—	581	677
Balance, March 31, 2014 .....	<u>\$ 2,752</u>	<u>\$ (5)</u>	<u>\$ 2,293</u>	<u>\$ 5,040</u>
Balance, January 1, 2013 .....	\$ 2,413	\$ (9)	\$ 913	\$ 3,317
Net income .....	91	—	29	120
Other comprehensive income (loss).....	—	2	(1)	1
Dividends and distributions.....	(104)	—	(32)	(136)
Issuance of common units by DCP Partners, net of offering costs .....	85	—	409	494
Balance, March 31, 2013 .....	<u>\$ 2,485</u>	<u>\$ (7)</u>	<u>\$ 1,318</u>	<u>\$ 3,796</u>

See Notes to Condensed Consolidated Financial Statements.

**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**Three Months Ended March 31, 2014 and 2013**  
**(unaudited)**

**1. Description of Business and Basis of Presentation**

DCP Midstream, LLC, with its consolidated subsidiaries, or us, we, our, or the Company, is a joint venture owned 50% by Phillips 66 and its affiliates, or Phillips 66, and 50% by Spectra Energy Corp and its affiliates, or Spectra Energy. We operate in the midstream natural gas industry and are engaged in the business of gathering, compressing, treating, processing, transporting, storing and selling natural gas and producing, fractionating, transporting, storing and selling natural gas liquids, or NGLs, and recovering and selling condensate. Additionally, we generate revenues by trading and marketing natural gas and NGLs.

DCP Midstream Partners, LP, or DCP Partners, is a master limited partnership, of which we act as general partner. As of both March 31, 2014 and December 31, 2013, we owned an approximate 22% limited partner interest and an approximate 1% general partner interest in DCP Partners. We also own incentive distribution rights that entitle us to receive an increasing share of available cash as pre-defined distribution targets are achieved. As the general partner of DCP Partners, we have responsibility for its operations. We exercise control over DCP Partners through our ownership and general partner interest and we account for it as a consolidated subsidiary. Transactions between us and DCP Partners have been included in the condensed consolidated financial statements as transactions between affiliates.

We are governed by a five member board of directors, consisting of two voting members from each of Phillips 66 and Spectra Energy and our Chief Executive Officer, a non-voting member. All decisions requiring the approval of our board of directors are made by simple majority vote of the board, but must include at least one vote from both a Phillips 66 and Spectra Energy board member. In the event the board cannot reach a majority decision, the decision is appealed to the Chief Executive Officers of both Phillips 66 and Spectra Energy.

These condensed consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, that are, in the opinion of management, necessary to present fairly the financial position and results of operations for the respective interim periods. Certain information and notes normally included in our annual financial statements prepared in accordance with generally accepted accounting principles, or GAAP, have been condensed in or omitted from these interim financial statements pursuant to such rules and regulations, although we believe that the disclosures made are adequate to make the information not misleading. Results of operations for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. These unaudited condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2013.

The condensed consolidated financial statements have been prepared in accordance with GAAP. Conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and notes. Although these estimates are based on management's best available knowledge of current and expected future events, actual results could differ from those estimates. These condensed consolidated financial statements include the accounts of the Company and all majority-owned subsidiaries where we have the ability to exercise control and undivided interests in jointly owned assets. We also consolidate DCP Partners, which we control as the general partner and where the limited partners do not have substantive kick-out or participating rights. Investments in greater than 20% owned affiliates that are not variable interest entities and where we do not have the ability to exercise control, and investments in less than 20% owned affiliates where we have the ability to exercise significant influence, are accounted for using the equity method. Intercompany balances and transactions have been eliminated.

**2. Agreements and Transactions with Related Parties and Affiliates**

***Dividends and Distributions***

Under the terms of Second Amended and Restated LLC Agreement dated July 5, 2005, as amended, or the LLC Agreement, we are required to make quarterly distributions to Phillips 66 and Spectra Energy based on allocated taxable income. The LLC Agreement provides for taxable income to be allocated in accordance with Internal Revenue Code Section 704(c). This Code Section accounts for the variation between the adjusted tax basis and the fair market value of assets contributed to the joint venture. The distribution is based on the highest taxable income allocated to either member, with the other member receiving a proportionate amount to maintain the ownership capital accounts at 50% for both Phillips 66 and Spectra Energy. Tax distributions to the members are calculated based on estimated annual taxable income allocated to the members according to their respective ownership percentages at the date the distributions became due. During the three months ended March 31, 2014 we recorded tax distributions payable to the members of \$61 million, which were paid in the second quarter of 2014. No tax distributions were accrued or paid during the three months ended March 31, 2013.



**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued**  
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Our board of directors determines the amounts of the periodic dividends to be paid by considering net income attributable to members' interests, cash flow or any other criteria deemed appropriate. The LLC Agreement restricts payment of dividends except with the approval of both members. Dividends are allocated to the members in accordance with their respective ownership percentages. During the three months ended March 31, 2014 and 2013, we declared and paid dividends of \$118 million and \$104 million, respectively.

DCP Partners considers the payment of a quarterly distribution to the holders of its common units, to the extent DCP Partners has sufficient cash from its operations after establishment of cash reserves and payment of fees and expenses, including payments to its general partner, a 100% owned subsidiary of ours. There is no guarantee, however, that DCP Partners will pay the minimum quarterly distribution on the units in any quarter. DCP Partners will be prohibited from making any distributions to unitholders if it would cause an event of default, or an event of default exists, under its credit agreement. During the three months ended March 31, 2014 and 2013, DCP Partners paid distributions of \$51 million and \$31 million, respectively, to its public unitholders.

***DCP Sand Hills Pipeline, LLC and DCP Southern Hills Pipeline, LLC***

In addition to third party agreements, we have entered into transportation agreements with DCP Sand Hills Pipeline, LLC, or Sand Hills, and DCP Southern Hills Pipeline, LLC, or Southern Hills. Under the terms of these 15-year agreements, which commenced at the Sand Hills and Southern Hills in-service dates, we have committed to transport minimum throughput volumes at rates defined in the Sand Hills and Southern Hills tariffs. In March 2014, we contributed our interests in Sand Hills and Southern Hills to DCP Partners, and will continue to account for Sand Hills and Southern Hills as equity method investments, through our consolidation of DCP Partners.

***Phillips 66 and CPChem***

*Long-Term NGL Purchases Contract and Transactions* — We sell a portion of our NGLs to Phillips 66 and Chevron Phillips Chemical LLC, or CPChem. In addition, we purchase NGLs from CPChem. CPChem is owned 50 percent by Phillips 66, and is considered a related party. Approximately 35% of our NGL production is committed to Phillips 66 and CPChem, under existing 15-year contracts, the primary production commitment of which expires in December 2014. Should the contracts not be renegotiated or renewed, they provide for a ratable wind-down period which expires in January 2019. The NGL contracts also grants Phillips 66 the right to purchase at index-based prices certain quantities of NGLs produced at processing plants that are acquired and/or constructed by us in the future in various counties in the Mid-Continent and Permian Basin regions, and the Austin Chalk area. We anticipate continuing to purchase and sell commodities with Phillips 66 and CPChem in the ordinary course of business.

***Spectra Energy***

*Commodity Transactions* — We sell a portion of our residue gas and NGLs to, purchase natural gas and other petroleum products from, and provide gathering, transportation and other services to Spectra Energy. Management anticipates continuing to purchase and sell commodities and provide services to Spectra Energy in the ordinary course of business.

***DCP Partners***

We have entered into a services agreement, as amended, or the Services Agreement, with DCP Partners. Under the Services Agreement, DCP Partners is required to reimburse us for salaries of operating personnel and employee benefits, as well as capital expenditures, maintenance and repair costs, taxes and other direct costs incurred by us on behalf of DCP Partners. DCP Partners also pays us an annual fee under the Services Agreement for centralized corporate functions performed by us on behalf of DCP Partners. Except with respect to the annual fee, there is no limit on the reimbursements DCP Partners makes to us under the Services Agreement for other expenses and expenditures incurred or payments made by us on behalf of DCP Partners. Reimbursements received from DCP Partners are eliminated in consolidation. The annual fee under the Services Agreement is subject to adjustment based on the scope of general and administrative services performed by us on DCP Partners' behalf, as well as an annual adjustment based on the changes to the Consumer Price Index.

On March 31, 2014, the annual fee payable under the Services Agreement was increased by approximately \$15 million, prorated for the remainder of the calendar year, to \$44 million. The increase is predominately attributable to general and administrative expenses previously incurred by the Eagle Ford system being reallocated to the Services Agreement in connection with the contribution of the remaining 20% interest in the Eagle Ford system to DCP Partners, bringing DCP Partners' ownership to 100%.

**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued**  
**Three Months Ended March 31, 2014 and 2013**  
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On March 31, 2014, we contributed (i) a 33.33% membership interest in Sand Hills, which owns the Sand Hills pipeline; (ii) a 33.33% membership interest in Southern Hills, which owns the Southern Hills pipeline and (iii) the remaining 20% interest in DCP SC Texas GP, or the Eagle Ford system, to DCP Partners.

On March 28, 2014, we sold (i) a 35 million cubic feet per day, or MMcf/d, cryogenic natural gas processing plant located in Weld County, Colorado, or the Lucerne 1 plant; and (ii) a 200 MMcf/d cryogenic natural gas processing plant also in Weld County, Colorado, which is currently under construction, or the Lucerne 2 plant, to DCP Partners. In conjunction with the sale of the Lucerne 1 plant, we entered into a long-term fee-based processing agreement with DCP Partners pursuant to which we have agreed to pay DCP Partners (i) a fixed demand charge of 75% of the plant's capacity, and (ii) a throughput fee on all volumes processed for us at the Lucerne 1 plant. The Lucerne 2 plant is expected to be completed in mid-2015 and DCP Partners has assumed all of the remaining costs to complete this project. In addition, we will enter into a ten-year, fee-based natural gas processing agreement with DCP Partners that is effective once the Lucerne 2 plant is placed into service. At that time, the processing agreement with Lucerne 1 will be terminated and the new processing agreement will provide a fixed demand charge on 75% of the capacity of both plants, and a throughput fee on all volumes processed at the Lucerne 1 and 2 plants.

Total consideration for these transactions at closing was \$1,220 million, less customary working capital and other adjustments. \$225 million of the consideration was funded by the issuance at closing of 4,497,158 of DCP Partners' common units to us. The remainder of the consideration was financed by a portion of issuance of 14,375,000 of DCP Partners' common units to the public and the proceeds from DCP Partners' 5.60% 30-year Senior Notes offering and DCP Partners' 2.70% 5-year Senior Notes offering. The sale of the Lucerne 2 plant and the contribution of the 33.33% membership interest in the Sand Hills pipeline, the 33.33% membership interest in the Southern Hills pipeline and the remaining 20% interest in the Eagle Ford system represent a transfer of assets between entities under common control. The sale of the Lucerne 1 plant represents a transaction between entities under common control. Additionally, as a result of this transaction, DCP Partners owns 100% of the Eagle Ford system. We will continue to consolidate the Eagle Ford system and the Lucerne 1 and Lucerne 2 plants, and to account for Sand Hills and Southern Hills as equity method investments, through our ownership interest in DCP Partners.

***Transactions with other unconsolidated affiliates***

We sell a portion of our residue gas and NGLs to, purchase natural gas and other petroleum products from, and provide gathering and transportation services to, unconsolidated affiliates. We anticipate continuing to purchase and sell commodities and provide services to unconsolidated affiliates in the ordinary course of business.

The following table summarizes our transactions with related parties and affiliates:

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>	
Phillips 66 (including CPChem):		
Sales of natural gas and petroleum products to affiliates .....	\$ 574	\$ 326
Purchases of natural gas and petroleum products from affiliates .....	\$ 4	\$ —
Operating and general and administrative expenses.....	\$ 1	\$ 1
Spectra Energy:		
Transportation, storage and processing .....	\$ 14	\$ —
Purchases of natural gas and petroleum products from affiliates .....	\$ 27	\$ 23
Operating and general and administrative expenses.....	\$ 2	\$ 2
Unconsolidated affiliates:		
Sales of natural gas and petroleum products to affiliates .....	\$ 22	\$ 13
Transportation, storage and processing .....	\$ 4	\$ 3
Purchases of natural gas and petroleum products from affiliates .....	\$ 86	\$ 27

**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued**  
**Three Months Ended March 31, 2014 and 2013**  
**(unaudited)**

We had balances with related parties and affiliates as follows:

	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
	(millions)	
Phillips 66 (including CPChem):		
Accounts receivable.....	\$ 230	\$ 236
Accounts payable.....	\$ (16)	\$ (17)
Other assets.....	\$ 1	\$ 2
Spectra Energy:		
Accounts receivable.....	\$ 1	\$ 1
Accounts payable.....	\$ (7)	\$ (6)
Other assets.....	\$ —	\$ 1
Other liabilities .....	\$ (2)	\$ —
Unconsolidated affiliates:		
Accounts receivable.....	\$ 33	\$ 28
Accounts payable.....	\$ (49)	\$ (36)
Other assets.....	\$ 29	\$ 18

### 3. Inventories

Inventories were as follows:

	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
	(millions)	
Natural gas .....	\$ 3	\$ 39
NGLs .....	66	57
Total inventories .....	<u>\$ 69</u>	<u>\$ 96</u>

### 4. Property, Plant and Equipment

Property, plant and equipment by classification were as follows:

	<u>Depreciable</u> <u>Life</u>	<u>March 31,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
		(millions)	
Gathering and transmission systems.....	20 - 50 years	\$ 8,065	\$ 7,986
Processing, storage and terminal facilities.....	35 - 60 years	4,253	3,908
Other .....	3 - 30 years	379	366
Construction work in progress.....		648	831
Property, plant and equipment .....		<u>13,345</u>	<u>13,091</u>
Accumulated depreciation .....		<u>(4,744)</u>	<u>(4,671)</u>
Property, plant and equipment, net.....		<u>\$ 8,601</u>	<u>\$ 8,420</u>

Interest capitalized on construction projects for the three months ended March 31, 2014 and 2013 was \$6 million and \$12 million, respectively.

Depreciation expense for the three months ended March 31, 2014 and 2013 was \$78 million and \$62 million, respectively.

**Asset Retirement Obligations** — As of March 31, 2014 and December 31, 2013, we had \$94 million and \$93 million, respectively, of asset retirement obligations, or AROs, in other long-term liabilities in the condensed consolidated balance sheets. For the three months ended March 31, 2014, accretion expense was \$1 million and for the three months ended March 31, 2013, accretion benefit was \$2 million. Accretion expense is recorded within operating and maintenance expense in our condensed consolidated statements of operations.

**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued**  
**Three Months Ended March 31, 2014 and 2013**  
**(unaudited)**

The following table summarizes changes in the asset retirement obligations included in our balance sheets:

	<b>March 31, 2014</b>	<b>December 31, 2013</b>
	(millions)	
Balance, beginning of period .....	\$ 93	\$ 91
Accretion expense (benefit) .....	1	(1)
Liabilities incurred .....	—	3
Balance, end of period .....	<u>\$ 94</u>	<u>\$ 93</u>

**5. Investments in Unconsolidated Affiliates**

We had investments in the following unconsolidated affiliates accounted for using the equity method:

	<b>Percentage Ownership</b>	<b>March 31, 2014</b>	<b>December 31, 2013</b>
		(millions)	
DCP Sand Hills Pipeline, LLC .....	33.33%	\$ 399	\$ 402
Discovery Producer Services, LLC .....	40.00%	388	347
DCP Southern Hills Pipeline, LLC.....	33.33%	330	325
Front Range Pipeline LLC.....	33.33%	154	134
Texas Express Pipeline LLC .....	10.00%	97	96
Mont Belvieu Enterprise Fractionator .....	12.50%	23	25
Main Pass Oil Gathering Company .....	66.67%	23	23
Mont Belvieu I Fractionation Facility .....	20.00%	14	16
Other unconsolidated affiliates.....	Various	10	10
Total investments in unconsolidated affiliates.....		<u>\$ 1,438</u>	<u>\$ 1,378</u>

Earnings (loss) from unconsolidated affiliates amounted to the following:

	<b>Three Months Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
	(millions)	
Sand Hills .....	\$ 3	\$ —
Discovery.....	1	1
Southern Hills .....	3	—
Front Range .....	(1)	—
Mont Belvieu Enterprise Fractionator .....	5	4
Mont Belvieu I.....	2	4
Total earnings from unconsolidated affiliates.....	<u>\$ 13</u>	<u>\$ 9</u>

**DCP MIDSTREAM, LLC**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — Continued**  
**Three Months Ended March 31, 2014 and 2013**  
**(unaudited)**

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

	Three Months Ended	
	March 31,	
	2014	2013
	(millions)	
Income statement:		
Operating revenues .....	\$ 157	\$ 121
Operating expenses .....	\$ 108	\$ 79
Net income .....	\$ 49	\$ 41
	March 31,	December 31,
	2014	2013
	(millions)	
Balance sheet:		
Current assets .....	\$ 332	\$ 314
Long-term assets .....	4,974	4,776
Current liabilities .....	(260)	(322)
Long-term liabilities .....	(128)	(69)
Net assets .....	\$ 4,918	\$ 4,699

## 6. Fair Value Measurement

### *Determination of Fair Value*

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

- Counterparty credit valuation adjustments are necessary when the market price of an instrument is not indicative of the fair value as a result of the credit quality of the counterparty. Generally, market quotes assume that all counterparties have near zero, or low, default rates and have equal credit quality. Therefore, an adjustment may be necessary to reflect the credit quality of a specific counterparty to determine the fair value of the instrument. We record counterparty credit valuation adjustments on all derivatives that are in a net asset position as of the measurement date in accordance with our established counterparty credit policy, which takes into account any collateral margin that a counterparty may have posted with us as well as any letters of credit that they have provided.
- Entity valuation adjustments are necessary to reflect the effect of our own credit quality on the fair value of our net liability positions with each counterparty. This adjustment takes into account any credit enhancements, such as collateral margin we may have posted with a counterparty, as well as any letters of credit that we have provided. The methodology to determine this adjustment is consistent with how we evaluate counterparty credit risk, taking into account our own credit rating, current credit spreads, as well as any change in such spreads since the last measurement date.
- Liquidity valuation adjustments are necessary when we are not able to observe a recent market price for financial instruments that trade in less active markets for the fair value to reflect the cost of exiting the position. Exchange traded contracts are valued at market value without making any additional valuation adjustments and, therefore, no liquidity reserve is applied. For contracts other than exchange traded instruments, we mark our positions to the midpoint of the bid/ask spread, and record a liquidity reserve based upon our total net position. We believe that such practice results in the most reliable fair value measurement as viewed by a market participant.

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

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While we believe that our valuation methods are appropriate and consistent with other market participants, we recognize that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. We review our fair value policies on a regular basis taking into consideration changes in the marketplace and, if necessary, will adjust our policies accordingly. See Note 8, Risk Management and Hedging Activities, Credit Risk and Financial Instruments.

***Valuation Hierarchy***

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

- Level 1 — inputs are unadjusted quoted prices for *identical* assets or liabilities in active markets.
- Level 2 — inputs include quoted prices for *similar* assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 — inputs are unobservable and considered significant to the fair value measurement.

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

***Commodity Derivative Assets and Liabilities***

We enter into a variety of derivative financial instruments, which may include exchange traded instruments (such as New York Mercantile Exchange, or NYMEX, crude oil or natural gas futures) or over-the-counter, or OTC, instruments (such as natural gas contracts, costless commodity collars, crude oil or NGL swaps). The exchange traded instruments are generally executed on the NYMEX exchange with a highly rated broker dealer serving as the clearinghouse for individual transactions.

Our activities expose us to varying degrees of commodity price risk. To mitigate a portion of this risk, and to manage commodity price risk related primarily to owned natural gas storage and pipeline assets, we engage in natural gas asset based trading and marketing, and we may enter into natural gas and crude oil derivatives to lock in a specific margin when market conditions are favorable. A portion of this may be accomplished through the use of exchange traded derivative contracts. Such instruments are generally classified as Level 1 since the value is equal to the quoted market price of the exchange traded instrument as of our balance sheet date, and no adjustments are required. Depending upon market conditions and our strategy we may enter into exchange traded derivative positions with a significant time horizon to maturity. Although such instruments are exchange traded, market prices may only be readily observable for a portion of the duration of the instrument. In order to calculate the fair value of these instruments, readily observable market information is utilized to the extent it is available; however, in the event that readily observable market data is not available, we may interpolate or extrapolate based upon observable data. In instances where we utilize an interpolated or extrapolated value, and it is considered significant to the valuation of the contract as a whole, we would classify the instrument within Level 3.

We also engage in the business of trading energy related products and services, which expose us to market variables and commodity price risk. We may enter into physical contracts or financial instruments with the objective of realizing a positive margin from the purchase and sale of these commodity-based instruments. We may enter into derivative instruments for NGLs or other energy related products, primarily using the OTC derivative instrument markets, which are not as active and liquid as exchange traded instruments. Market quotes for such contracts may only be available for short dated positions (up to six months), and an active market



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itself may not exist beyond such time horizon. Contracts entered into with a relatively short time horizon for which prices are readily observable in the OTC market are generally classified within Level 2. Contracts with a longer time horizon, for which we internally generate a forward curve to value such instruments, are generally classified within Level 3. The internally generated curve may utilize a variety of assumptions including, but not limited to, data obtained from third-party pricing services, historical and future expected relationship of NGL prices to crude oil prices, the knowledge of expected supply sources coming on line, expected weather trends within certain regions of the United States, and the future expected demand for NGLs.

Each instrument is assigned to a level within the hierarchy at the end of each financial quarter depending upon the extent to which the valuation inputs are observable. Generally, an instrument will move toward a level within the hierarchy that requires a lower degree of judgment as the time to maturity approaches, and as the markets in which the asset trades will likely become more liquid and prices more readily available in the market, thus reducing the need to rely upon our internally developed assumptions. However, the level of a given instrument may change, in either direction, depending upon market conditions and the availability of market observable data.

***Interest Rate Derivative Assets and Liabilities***

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

***Benefits***

We offer certain eligible executives the opportunity to participate in DCP Midstream LP's Non-Qualified Executive Deferred Compensation Plan, or the EDC Plan. All amounts contributed to and earned by the EDC Plan's investments are held in a trust account, which is managed by a third-party service provider. The trust account is invested in short-term money market securities and mutual funds. These investments are recorded at fair value, with any changes in fair value being recorded as a gain or loss in the condensed consolidated statements of operations. Given that the value of the short-term money market securities and mutual funds are publicly traded and for which market prices are readily available, these investments are classified within Level 1.

***Nonfinancial Assets and Liabilities***

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

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

	March 31, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total Carrying Value	Level 1	Level 2	Level 3	Total Carrying Value
	(millions)							
Current assets:								
Commodity derivatives (a).....	\$ 9	\$ 28	\$ 16	\$ 53	\$ 9	\$ 29	\$ 21	\$ 59
Short-term investments (b).....	\$ 31	\$ —	\$ —	\$ 31	\$ 28	\$ —	\$ —	\$ 28
Long-term assets:								
Commodity derivatives (c).....	\$ 1	\$ 5	\$ 2	\$ 8	\$ —	\$ 8	\$ 2	\$ 10
Mutual funds (d).....	\$ 14	\$ —	\$ —	\$ 14	\$ 4	\$ —	\$ —	\$ 4
Current liabilities (e):								
Commodity derivatives .....	\$ (16)	\$ (35)	\$ (6)	\$ (57)	\$ (9)	\$ (43)	\$ (10)	\$ (62)
Interest rate derivatives .....	\$ —	\$ (1)	\$ —	\$ (1)	\$ —	\$ (2)	\$ —	\$ (2)
Long-term liabilities (f):								
Commodity derivatives .....	\$ (1)	\$ (2)	\$ (1)	\$ (4)	\$ —	\$ (1)	\$ (1)	\$ (2)

- (a) Included in current unrealized gains on derivative instruments in our condensed consolidated balance sheets.
- (b) Includes short-term money market securities included in cash and cash equivalents in our condensed consolidated balance sheets.
- (c) Included in long-term unrealized gains on derivative instruments in our condensed consolidated balance sheets.
- (d) Included in other long-term assets in our condensed consolidated balance sheets.
- (e) Included in current unrealized losses on derivative instruments in our condensed consolidated balance sheets.
- (f) Included in long-term unrealized losses on derivative instruments in our condensed consolidated balance sheets.

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

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

***Changes in Level 3 Fair Value Measurements***

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



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

	Commodity Derivative Instruments			
	Current Assets	Long-Term Assets	Current Liabilities	Long-Term Liabilities
	(millions)			
<b>Three Months Ended March 31, 2014 (a):</b>				
Beginning balance.....	\$ 21	\$ 2	\$ (10)	\$ (1)
Net realized and unrealized gains (losses) included in earnings (b).....	8	—	(4)	—
Transfers into Level 3 (c).....	—	—	—	—
Transfers out of Level 3 (c).....	(2)	—	1	—
Settlements.....	(11)	—	7	—
Ending balance.....	\$ 16	\$ 2	\$ (6)	\$ (1)
Net unrealized gains (losses) on derivatives still held included in earnings (b).....	\$ 4	\$ —	\$ (3)	\$ —
<b>Three Months Ended March 31, 2013 (a):</b>				
Beginning balance.....	\$ 16	\$ 3	\$ (14)	\$ —
Net realized and unrealized gains (losses) included in earnings (b).....	2	—	(3)	—
Transfers into Level 3 (c).....	—	—	—	—
Transfers out of Level 3 (c).....	—	—	1	—
Settlements.....	(2)	—	6	—
Ending balance.....	\$ 16	\$ 3	\$ (10)	\$ —
Net unrealized gains (losses) on derivatives still held included in earnings (b).....	\$ 5	\$ —	\$ (3)	\$ —

- (a) There were no purchases, issuances or sales of derivatives for the three months ended March 31, 2014 and 2013.  
(b) Represents the amount of total gains or losses for the period, included in trading and marketing gains, net, attributable to changes in unrealized gains or losses relating to assets and liabilities classified as Level 3.  
(c) Amounts transferred in and amounts transferred out are reflected at fair value as of the end of the period.

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

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

Product Group	Fair Value (millions)	Forward Curve Range	
<b>Assets:</b>			
NGLs.....	\$ 18	\$0.25 – \$2.14	Per gallon
Total assets.....	\$ 18		
<b>Liabilities:</b>			
NGLs.....	\$ (7)	\$0.25 – \$2.25	Per gallon
Total liabilities.....	\$ (7)		

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*Estimated Fair Value of Financial Instruments*

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

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

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

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

The fair value of accounts receivable, accounts payable and short-term borrowings are not materially different from their carrying amounts because of the short-term nature of these instruments or the stated rates approximating market rates. Derivative instruments are carried at fair value. We determine the fair value of our variable rate debt based upon the discounted present value of expected future cash flows, taking into account the difference between the contractual borrowing spread and the spread for similar credit facilities available in the marketplace. We determine the fair value of our fixed-rate debt based on quotes obtained from bond dealers. We classify the fair value of our outstanding debt balances within Level 2 of the fair value hierarchy. As of March 31, 2014, the carrying and fair value of our long-term debt was \$5,681 million and \$6,081 million, respectively. As of December 31, 2013, the carrying and fair value of our long-term debt was \$4,962 million and \$5,169 million, respectively.

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**7. Financing**

	March 31, 2014	December 31, 2013
	(millions)	
<b>Commercial paper:</b>		
DCP Midstream's short-term borrowings, weighted-average interest rate of 0.71% and 0.91%, respectively .....	\$ 254	\$ 965
DCP Partners' short-term borrowings, weighted-average interest rate of 0.65% and 1.14%, respectively .....	21	335
<b>DCP Midstream's debt securities:</b>		
<b>Senior notes:</b>		
Issued October 2005, interest at 5.375% payable semiannually, due October 2015 .....	200	200
Issued February 2009, interest at 9.750% payable semiannually, due March 2019 .....	450	450
Issued March 2010, interest at 5.350% payable semiannually, due March 2020 .....	600	600
Issued September 2011, interest at 4.750% payable semiannually, due September 2021 .....	500	500
Issued August 2000, interest at 8.125% payable semiannually, due August 2030 (a) .....	300	300
Issued October 2006, interest at 6.450% payable semiannually, due November 2036 .....	300	300
Issued September 2007, interest at 6.750% payable semiannually, due September 2037 .....	450	450
<b>Junior subordinated notes:</b>		
Issued May 2013, interest at 5.850% payable semiannually, due May 2043 .....	550	550
<b>DCP Partners' debt securities:</b>		
Issued September 2010, interest at 3.25% payable semiannually, due October 2015 .....	250	250
Issued November 2012, interest at 2.50% payable semiannually, due December 2017 .....	500	500
Issued March 2014, interest at 2.70% payable semiannually, due April 2019 .....	325	—
Issued March 2012, interest at 4.95% payable semiannually, due April 2022 .....	350	350
Issued March 2013, interest at 3.875% payable semiannually, due March 2023 .....	500	500
Issued March 2014, interest at 5.60% payable semiannually, due April 2044 .....	400	—
Fair value adjustments related to interest rate swap fair value hedges (a) .....	29	30
Unamortized discount .....	(23)	(18)
Total debt .....	5,956	6,262
DCP Midstream short-term borrowings .....	(254)	(965)
DCP Partners short term borrowings .....	(21)	(335)
Total long-term debt .....	\$ 5,681	\$ 4,962

- (a) In December 2008, the swaps associated with this debt were terminated. The remaining long-term fair value of approximately \$29 million related to the swaps is being amortized as a reduction to interest expense through August 2030, the original maturity date of the debt.

*DCP Midstream's Debt Securities* — The DCP Midstream senior debt securities mature and become payable on the respective due dates, and are not subject to any sinking fund provisions. The DCP Midstream senior debt securities are senior unsecured obligations, and are redeemable at a premium at our option. The underwriters' fees and related expenses are deferred in other long-term assets in the condensed consolidated balance sheets and will be amortized over the term of the notes.

*DCP Midstream's Credit Facilities with Financial Institutions and Commercial Paper Program* — In March 2012, we entered into a \$2 billion revolving credit facility, or the \$2 Billion Facility, which matures in March 2017. The \$2 Billion Facility allows for up to two one-year extensions of the March 2017 maturity date, subject to lender consent. There were no borrowings outstanding under the \$2 Billion Facility as of March 31, 2014.

The \$2 Billion Facility may be used to support our commercial paper program, our capital expansion program, working capital requirements and other general corporate purposes as well as for letters of credit, up to a maximum of \$200 million of outstanding letters of credit. As of March 31, 2014 and December 31, 2013, we had \$254 million and \$965 million, respectively, of commercial paper outstanding, backed by the \$2 Billion Facility, which are included in short-term borrowings in our condensed consolidated balance sheets. As of March 31, 2014 and December 31, 2013, we had \$6 million and \$8 million in letters of credit outstanding, respectively. As of March 31, 2014, the available capacity under the \$2 Billion Facility was \$1,740 million, all of which was available for general working capital purposes. Our borrowing capacity may be limited by the \$2 Billion Facility's financial covenant requirements.

*DCP Partners' Commercial Paper Program* — DCP Partners has a commercial paper program, or the DCP Partners Commercial Paper Program, under which DCP Partners may issue unsecured commercial paper notes, or the Notes. Notes outstanding, combined with the amount outstanding under DCP Partners' \$1 billion revolving credit facility, or the DCP Partners Credit Agreement, are not

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to exceed \$1 billion in the aggregate. As of March 31, 2014 and December 31, 2013, DCP Partners had \$21 million and \$335 million, respectively, of commercial paper outstanding which are included in short-term borrowings in the condensed consolidated balance sheets.

*DCP Partners' Credit Facilities with Financial Institutions* — As of March 31, 2014, the DCP Partners Credit Agreement consists of a \$1 billion revolving credit facility that matures November 10, 2016. At March 31, 2014 and December 31, 2013, DCP Partners had \$1 million of letters of credit issued under the DCP Partners Credit Agreement. As of March 31, 2014, the unused capacity under the DCP Partners Credit Agreement was \$978 million, net of amounts outstanding under the DCP Partners Commercial Paper Program and letters of credit, all of which was available for general working capital purposes. DCP Partners' borrowing capacity may be limited by the DCP Partners Credit Agreement's financial covenant requirements. Except in the case of default, amounts borrowed under the DCP Partners Credit Agreement will not become due prior to the November 10, 2016 maturity date.

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

In March 2013, DCP Partners issued \$500 million of 3.875% 10-year Senior Notes, due March 15, 2023. DCP Partners received proceeds of \$490 million, net of underwriters' fees, related expenses and unamortized discounts of \$10 million, which were used to fund a portion of the acquisition of an additional 46.67% interest in the Eagle Ford system. Interest on the notes is paid semiannually on March 15 and September 15 of each year, and the first payment occurred on September 15, 2013. The notes will mature on March 15, 2023, unless redeemed prior to maturity.

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

*Other Financing* — In March 2014, DCP Partners issued 14,375,000 of its common units to the public at \$48.90 per unit. DCP Partners received proceeds of \$677 million, net of offering costs.

In November 2013, DCP Partners entered into an equity distribution agreement, or the 2013 equity distribution agreement, with a group of financial institutions as sales agents. The agreement provides for the offer and sale from time to time, through DCP Partners' sales agents, of common units having an aggregate offering amount of up to \$300 million. During the three months ended March 31, 2014, DCP Partners issued none of its common units pursuant to the 2013 equity distribution agreement. As of March 31, 2014, approximately \$212 million aggregate offering price of DCP Partners' common units remain available for sale pursuant to the 2013 equity distribution agreement.

In March 2013, DCP Partners issued 12,650,000 of its common units to the public at \$40.63 per unit. DCP Partners received proceeds of \$494 million, net of offering costs.

## **8. Risk Management and Hedging Activities, Credit Risk and Financial Instruments**

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

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**Commodity Price Risk**

Our portfolio of commodity derivative activity is primarily accounted for using the mark-to-market method of accounting; however, depending upon our risk profile and objectives, in certain limited cases, we may execute transactions that qualify for the hedge method of accounting. The risks, strategies and instruments used to mitigate such risks, as well as the method of accounting are discussed and summarized below.

***Natural Gas Asset Based Trading and Marketing***

Our natural gas storage and pipeline assets are exposed to certain risks including changes in commodity prices. We manage commodity price risk related to our natural gas storage and pipeline assets through our commodity derivative program. The commercial activities related to our natural gas storage and pipeline assets primarily consist of the purchase and sale of gas and associated time spreads and basis spreads.

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

***DCP Partners Commodity Cash Flow Hedges***

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

***NGL Proprietary Trading***

Our NGL proprietary trading activity includes trading energy related products and services. We undertake these activities through the use of fixed forward sales and purchases, basis and spread trades, storage opportunities, put/call options, term contracts and spot market trading. These energy trading operations are exposed to market variables and commodity price risk with respect to these products and services, and these operations may enter into physical contracts and financial instruments with the objective of realizing a positive margin from the purchase and sale of commodity-based instruments. These physical and financial instruments are not designated as hedging instruments and are recorded at fair value with changes in fair value recorded in the current period condensed consolidated statements of operations.

We employ established risk limits, policies and procedures to manage risks associated with the natural gas asset based trading and marketing and NGL proprietary trading.

***Commodity Cash Flow Protection Activities at DCP Partners***

DCP Partners is exposed to the impact of market fluctuations in the prices of natural gas, NGLs and condensate as a result of its gathering, processing and sales activities. For gathering and processing services and sales, DCP Partners may receive cash or commodities as payment for these services or sales, depending on the contract type. DCP Partners enters into derivative financial instruments to mitigate a portion of the risk of weakening natural gas, NGL and condensate prices associated with its gathering,



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processing and sales activities, thereby stabilizing its cash flows. DCP Partners has mitigated a significant portion of its expected commodity cash flow risk associated with its gathering, processing and sales activities through 2017 with commodity derivative instruments. DCP Partners' commodity derivative instruments used for its hedging program are a combination of direct NGL product, crude oil and natural gas hedges. Due to the limited depth and tenor of the NGL derivatives market, DCP Partners has used crude oil swaps and costless commodity collars to mitigate a portion of its commodity price risk exposure for NGLs. Historically, prices of NGLs have generally been related to the price of crude oil; however, there are periods of time when NGL pricing may be at a greater discount to crude oil pricing, resulting in additional exposure to NGL commodity prices. The relationship of NGLs to crude oil continues to be lower than historical relationships; however, a significant amount of DCP Partners' NGL hedges from 2014 through 2016 are direct product hedges with us. When its crude oil swaps become short-term in nature, DCP Partners has periodically converted certain crude oil derivatives to NGL derivatives by entering into offsetting crude oil swaps while adding NGL swaps. These transactions are primarily accomplished through the use of forward contracts that effectively exchange DCP Partners' floating price risk for a fixed price. DCP Partners has also utilized crude oil costless commodity collars that minimize its floating price risk by establishing a fixed price floor and a fixed price ceiling. However, the type of instrument that DCP Partners uses to mitigate a portion of its risk may vary depending on DCP Partners' risk management objective. These transactions are not designated as hedging instruments for accounting purposes and the change in fair value is reflected in the current period within our condensed consolidated statements of operations as trading and marketing gains, net.

### **Interest Rate Risk**

We enter into debt arrangements that have either fixed or floating rates, therefore we are exposed to market risks related to changes in interest rates. We periodically use interest rate swaps to convert variable interest rates to fixed rates on our existing debt. Our primary goals include: (1) maintaining an appropriate ratio of fixed-rate debt to floating-rate debt; (2) reducing volatility of earnings resulting from interest rate fluctuations; and (3) locking in attractive interest rates.

At March 31, 2014, DCP Partners had interest rate swap agreements extending through June 2014 with notional values totaling \$150 million, which are accounted for under the mark-to-market method of accounting and reprice prospectively approximately every 30 days. Under the terms of the interest rate swap agreements, DCP Partners pays fixed rates ranging from 2.94% to 2.99%, and receives interest payments based on the one-month LIBOR. Prior to August 2013, these interest rate swaps were designated as cash flow hedges whereby the effective portions of changes in fair value were recognized in AOCI in the condensed consolidated balance sheets. In conjunction with the issuance of 14,375,000 of DCP Partners' common units to the public in March 2014, DCP Partners paid down a portion of the balance outstanding under the DCP Partners Commercial Paper Program and reclassified the remaining loss of \$1 million in AOCI into earnings as interest expense, net.

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

We previously had interest rate cash flow hedges and fair value hedges in place that were terminated in 2000 and 2008, respectively. As a result, the remaining net loss deferred in AOCI relative to these cash flow hedges and the remaining net loss included in long-term debt relative to these fair value hedges will be reclassified to interest expense, net through August 30, the original maturity date of the debt, as the underlying transactions impact earnings.

### **Credit Risk**

Our principal customers range from large, natural gas marketers to industrial end-users for our natural gas products and services, as well as large multi-national petrochemical and refining companies, to small regional propane distributors for our NGL products and services. Substantially all of our natural gas and NGL sales are made at market-based prices. Approximately 35% of our NGL production is committed to Phillips 66 and CPChem, both related parties, under existing 15-year contracts, the primary production commitment of which expires in December 2014. This concentration of credit risk may affect our overall credit risk, in that these customers may be similarly affected by changes in economic, regulatory or other factors. Where exposed to credit risk, we analyze the counterparties' financial condition prior to entering into an agreement, establish credit limits and monitor the appropriateness of these limits on an ongoing basis. We may use various master agreements that include language giving us the right to request collateral to mitigate credit exposure. The collateral language provides for a counterparty to post cash or letters of credit for exposure in excess of

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the established threshold. The threshold amount represents an open credit limit, determined in accordance with our credit policy. The collateral language also provides that the inability to post collateral is sufficient cause to terminate a contract and liquidate all positions. In addition, our master agreements and our standard gas and NGL sales contracts contain adequate assurance provisions, which allow us to suspend deliveries and cancel agreements, or continue deliveries to the buyer after the buyer provides security for payment in a satisfactory form.

### **Contingent Credit Features**

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

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

- In the event that we or DCP Partners were to be downgraded below investment grade by at least one of the major credit rating agencies, certain of our ISDA counterparties would have the right to reduce our collateral threshold to zero, potentially requiring us to fully collateralize any commodity contracts in a net liability position.
- In some cases, our ISDA contracts contain cross-default provisions that could constitute a credit-risk related contingent feature. For example, if we were to fail to make a required interest or principal payment on a debt instrument, above a predefined threshold level, and after giving effect to any applicable notice or grace period as defined in the ISDA contracts, our ISDA counterparties may have the right to request early termination and net settlement of any outstanding derivative positions.

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

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

### **Collateral**

As of March 31, 2014, we held letters of credit of \$78 million from counterparties to secure their future performance under financial or physical contracts. We had cash deposits with counterparties of \$15 million included in other current assets as of March 31, 2014, to secure our obligations to provide future services or to perform under financial contracts. Collateral amounts held or posted may be fixed or may vary, depending on the value of the underlying contracts, and could cover normal purchases and sales, trading and hedging contracts. In many cases, we and our counterparties publicly disclose credit ratings, which may impact the amounts of collateral requirements.

Physical forward contracts and financial derivatives are generally cash settled at the expiration of the contract term. These transactions are generally subject to specific credit provisions within the contracts that would allow the seller, at its discretion, to suspend deliveries, cancel agreements or continue deliveries to the buyer after the buyer provides security for payment satisfactory to the seller.

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**Offsetting**

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

	March 31, 2014			December 31, 2013		
	Gross Amounts of Assets and (Liabilities) Presented in the Balance Sheet	Amounts Not Offset in the Balance Sheet – Financial Instruments (a)	Net Amount	Gross Amounts of Assets and (Liabilities) Presented in the Balance Sheet	Amounts Not Offset in the Balance Sheet – Financial Instruments (a)	Net Amount
			(millions)			
<b>Assets:</b>						
Commodity derivative instruments .....	\$ 61	\$ (2)	\$ 59	\$ 69	\$ (2)	\$ 67
<b>Liabilities:</b>						
Commodity derivative instruments .....	\$ (61)	\$ 2	\$ (59)	\$ (64)	\$ 2	\$ (62)
Interest rate derivative instruments .....	\$ (1)	\$ —	\$ (1)	\$ (2)	\$ —	\$ (2)

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

**Summarized Derivative Information**

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

Balance Sheet Line Item	March 31, 2014	December 31, 2013	Balance Sheet Line Item	March 31, 2014	December 31, 2013
	(millions)			(millions)	
<b>Derivative Assets Not Designated as Hedging Instruments:</b>			<b>Derivative Liabilities Not Designated as Hedging Instruments:</b>		
<b>Interest rate derivatives:</b>			<b>Interest rate derivatives:</b>		
Unrealized gains on derivative instruments — current .....	\$ —	\$ —	Unrealized losses on derivative instruments — current .....	\$ (1)	\$ (2)
	<u>\$ —</u>	<u>\$ —</u>		<u>\$ (1)</u>	<u>\$ (2)</u>
<b>Commodity derivatives:</b>			<b>Commodity derivatives:</b>		
Unrealized gains on derivative instruments — current .....	\$ 53	\$ 59	Unrealized losses on derivative instruments — current .....	\$ (57)	\$ (62)
Unrealized gains on derivative instruments — long-term .....	8	10	Unrealized losses on derivative instruments — long-term .....	(4)	(2)
	<u>\$ 61</u>	<u>\$ 69</u>		<u>\$ (61)</u>	<u>\$ (64)</u>



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The following table summarizes the balance and activity within AOCI relative to our interest rate and commodity derivatives, net of noncontrolling interest, for the three months ended March 31, 2014:

	<u>Interest Rate Derivatives</u>		<u>Commodity Derivatives</u> (millions)	<u>Total</u>
Net deferred losses in AOCI, beginning balance .....	\$ (3)		\$ (3)	\$ (6)
Gains recognized in AOCI on derivatives — effective portion .....	—		—	—
Losses reclassified from AOCI — effective portion.....	1	(a)	—	1
Net deferred losses in AOCI, ending balance .....	<u>\$ (2)</u>		<u>\$ (3)</u>	<u>\$ (5)</u>
Deferred losses in AOCI expected to be reclassified into earnings over the next 12 months .....	<u>\$ —</u>		<u>\$ —</u>	<u>\$ —</u>

(a) Included in interest expense, net in our condensed consolidated statements of operations.

For the three months ended March 31, 2014, no derivative gains or losses were recognized in trading and marketing gains, net and interest expense, net in our condensed consolidated statements of operations attributable to the ineffective portion of our derivative instruments, as a result of exclusion from effectiveness testing or as a result of the discontinuance of cash flow hedges related to certain forecasted transactions that are not probable of occurring.

The following table summarizes the balance and activity within AOCI relative to our interest rate and commodity derivatives, net of noncontrolling interest, as of and for the three months ended March 31, 2013:

	<u>Interest Rate Derivatives</u>		<u>Commodity Derivatives</u> (millions)	<u>Total</u>
Net deferred losses in AOCI, beginning balance .....	\$ (4)		\$ (5)	\$ (9)
Gains recognized in AOCI on derivatives — effective portion .....	—		—	—
Losses reclassified from AOCI — effective portion.....	1	(a)	1	2
Net deferred losses in AOCI, ending balance .....	<u>\$ (3)</u>		<u>\$ (4)</u>	<u>\$ (7)</u>
Deferred losses in AOCI expected to be reclassified into earnings over the next 12 months .....	<u>\$ (1)</u>		<u>\$ —</u>	<u>\$ (1)</u>

(a) Included in interest expense, net in our condensed consolidated statements of operations.

(b) Included in trading and marketing gains (losses), net in our condensed consolidated statements of operations.

For the three months ended March 31, 2013, no derivative gains or losses were recognized in trading and marketing gains, net and interest expense, net in our condensed consolidated statements of operations attributable to the ineffective portion of our derivative instruments, as a result of exclusion from effectiveness testing or as a result of the discontinuance of cash flow hedges related to certain forecasted transactions that are not probable of occurring.

Changes in value of derivative instruments, for which the hedge method of accounting has not been elected from one period to the next, are recorded in the condensed consolidated statements of operations. The following summarizes these amounts and the location within the condensed consolidated statements of operations that such amounts are reflected:

<u>Commodity Derivatives: Statement of Operations Line Item</u>	<u>Three Months Ended March 31,</u>	
	<u>2014</u>	<u>2013</u>
	(millions)	
Realized gains.....	\$ 11	\$ 4
Unrealized losses .....	(5)	(7)
Trading and marketing gains (losses), net .....	<u>\$ 6</u>	<u>\$ (3)</u>

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

The following tables represent, by commodity type, our net long or short derivative positions, as well as the number of outstanding contracts that are expected to partially or entirely settle in each respective year. To the extent that we have long dated derivative positions that span multiple calendar years, the contract will appear in more than one line item in the table below. Additionally, relative to the hedging of certain of our storage and/or transportation assets, we may execute basis transactions for

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natural gas, which may result in a net long/short position of zero. This table also presents our net long or short natural gas basis swap positions separately from our net long or short natural gas positions.

March 31, 2014								
Year of Expiration	Crude Oil		Natural Gas		Natural Gas Liquids		Natural Gas Basis Swaps	
	Net Short Position (Bbls) (a)	Number of Contracts	Net Short Position (MMBtu)	Number of Contracts	Net (Short) Long Position (Bbls)	Number of Contracts	Net (Short) Long Position (MMBtu)	Number of Contracts
2014 .....	(996,750)	331	(13,246,950)	295	(13,731,496)	341 (b)	(4,177,500)	68
2015 .....	(750,000)	64	(1,262,500)	29	564,780	40	3,875,000	8
2016 .....	(494,000)	15	(1,830,000)	1	—	—	—	—
2017 .....	—	—	(6,387,500)	4	—	—	—	—

(a) Bbls represents barrels.

(b) Includes 27 physical index based derivative contracts totaling (13,035,000) Bbls.

March 31, 2013								
Year of Expiration	Crude Oil		Natural Gas		Natural Gas Liquids		Natural Gas Basis Swaps	
	Net Short Position (Bbls) (a)	Number of Contracts	Net Short Position (MMBtu)	Number of Contracts	Net Short Position (Bbls)	Number of Contracts	Net Short Position (MMBtu)	Number of Contracts
2013 .....	(1,200,285)	480	(22,654,450)	280	(10,415,425)	350 (b)	(5,537,500)	116
2014 .....	(674,500)	140	(1,347,500)	40	(9,566,755)	12 (c)	(4,097,500)	16
2015 .....	(266,000)	19	—	—	—	—	—	—
2016 .....	(183,000)	1	—	—	—	—	—	—

(a) Bbls represents barrels.

(b) Includes 23 physical index based derivative contracts totaling (12,073,000) Bbls.

(c) Includes 4 physical index based derivative contracts totaling (9,675,000) Bbls.

DCP Partners may enter into interest rate swap agreements to mitigate a portion of its floating rate interest exposure. As of March 31, 2014, DCP Partners had interest rate swaps with a notional value of \$70 million and \$80 million.

## 9. Commitments and Contingent Liabilities

*Litigation* — The midstream industry has seen a number of class action lawsuits involving royalty disputes, mismeasurement and misplayment allegations. We are currently named as defendants in some of these cases and customers have asserted individual audit claims related to mismeasurement and misplayment. Management believes we have meritorious defenses to these cases and, therefore, will continue to defend them vigorously. These claims, however, can be costly and time consuming to defend. We are also a party to various legal, administrative and regulatory proceedings that have arisen in the ordinary course of our business, including, from time to time, disputes with customers over various measurement and settlement issues.

Management currently believes that these matters, taken as a whole, and after consideration of amounts accrued, insurance coverage and other indemnification arrangements, will not have a material adverse effect upon our condensed consolidated results of operations, financial position or cash flows.

*General Insurance* — Our insurance coverage is carried with an affiliate of Phillips 66, an affiliate of Spectra Energy and third-party insurers. Our insurance coverage includes: (1) general liability insurance covering third-party exposures; (2) statutory workers' compensation insurance; (3) automobile liability insurance for all owned, non-owned and hired vehicles; (4) excess liability insurance above the established primary limits for general liability and automobile liability insurance; (5) property insurance, which covers the replacement value of real and personal property and includes business interruption; and (6) directors and officers insurance covering our directors and officers for acts related to our business activities. All coverage is subject to certain limits and deductibles, the terms and conditions of which are common for companies with similar types of operations.

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

We make expenditures in connection with environmental matters as part of our normal operations. At both March 31, 2014 and December 31, 2013, environmental liabilities included in the condensed consolidated balance sheets as other current liabilities amounted to \$4 million. As of March 31, 2014 and December 31, 2013, environmental liabilities included in the condensed consolidated balance sheets as other long-term liabilities amounted to \$8 million and \$9 million, respectively.

**10. Guarantees and Indemnifications**

We periodically enter into agreements for the acquisition, contribution or divestiture of assets. These agreements contain indemnification provisions that may provide indemnity for environmental, tax, employment, outstanding litigation, breaches of representations, warranties and covenants, performance of DCP Partners or other liabilities related to the assets being acquired, contributed or divested. Claims may be made by third parties or DCP Partners under these indemnification agreements for various periods of time depending on the nature of the claim. The effective periods on these indemnification provisions generally have terms of one to 15 years, although some are longer. Our maximum potential exposure under these indemnification agreements can vary depending on the nature of the claim and the particular transaction. We are unable to estimate the total maximum potential amount of future payments under indemnification agreements due to several factors, including uncertainty as to whether claims will be made under these indemnities. We have issued guarantees and indemnifications for certain of our consolidated subsidiaries.

**11. Supplemental Cash Flow Information**

	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(millions)</b>	
Cash paid for interest, net of capitalized interest.....	\$ 86	\$ 50
Income tax refunds received, net of cash paid for income taxes .....	\$ (2)	\$ (1)
 Non-cash investing and financing activities:		
Tax distributions payable to members.....	\$ 61	\$ —
Property, plant and equipment acquired with accounts payable....	\$ 67	\$ 159
Other non-cash changes in property, plant and equipment.....	\$ —	\$ 27

During the three months ended March 31, 2014 and 2013, we received distributions from DCP Partners of \$35 million and \$23 million, respectively, which are eliminated in consolidation.

**12. Subsequent Events**

We have evaluated subsequent events occurring through May 9, 2014, the date the condensed consolidated financial statements were issued.

On May 1, 2014, we entered into a \$2 billion amended senior unsecured revolving credit agreement that matures on May 1, 2019, or the DCP Midstream Amended and Restated Revolving Credit Facility, which replaced our \$2 Billion Facility. The key change from our \$2 Billion Facility was to extend the maturity date from March 2, 2017. The DCP Midstream Amended and Restated Revolving Credit Facility will be used for ongoing working capital requirements and for other general corporate purposes including acquisitions.

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On May 1, 2014, DCP Partners entered into a \$1.25 billion amended senior unsecured revolving credit agreement that matures on May 1, 2019, or the DCP Partners Amended and Restated Credit Agreement, which replaced the DCP Partners Credit Agreement. The key changes from the DCP Partners Credit Agreement were to increase the capacity from \$1 billion and extend the maturity date from November 10, 2016. The DCP Partners Amended and Restated Credit Agreement will be used for ongoing working capital requirements and for other general partnership purposes including acquisitions.

On April 28, 2014, DCP Partners announced that the board of directors of DCP Partners' general partner declared a quarterly distribution of \$0.745 per unit, payable on May 15, 2014 to unitholders of record on May 8, 2014.

In April 2014, our board of directors approved a \$94 million dividend which was paid to our owners in April 2014.