

# Forward-Looking Statements



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

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

The key risk factors that may have a direct bearing on the Partnership's results of operations and financial condition are highlighted in the earnings release to which this presentation relates and are described in detail in the Partnership's periodic reports most recently filed with the Securities and Exchange Commission, including its most recent Form 10-K and 10-Q. Investors are encouraged to consider closely the disclosures and risk factors contained in the Partnership's annual and quarterly reports filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Information contained in this document speaks only as of the date hereof is unaudited, and is subject to change.

### **Regulation G**

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

# First Quarter Highlights



## **Financial Results**

- Adjusted EBITDA up 38% from Q1 2013
- DCF up 58% from Q1 2013
- 14<sup>th</sup> consecutive quarterly distribution increase

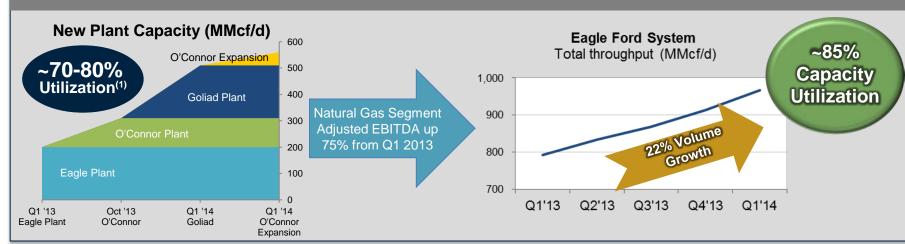
## **Executing Strategy**

- □ Closed \$1.15 billion dropdown
- Funding \$250 million organic project
- Successful execution in the capital markets

### Growth

- Projects placed into service:
  - ✓ Goliad Plant
  - ✓ O'Connor Expansion
  - Front Range Pipeline

## Gas Services Driving Strong Q1 Results



Utilization based on the combined average plant throughput of Eagle, O'Connor and Goliad plants for March 2014

# Capital & Distribution Growth Outlook



~\$1.4B of organic projects 2012-2014e

~\$3B-\$5B

2014-2016 potential dropdowns from DCP

Completed:

□ 33%Sand Hills

□ 33%Southern Hills

□ 20% Eagle Ford

□ Lucerne 1 Plant

2014 distribution growth target ~\$2.0B ~7% ~\$350

~\$1.5B



2014 DCF target \$400-\$420 million(2)





- **East Texas**
- 67%Southeast Texas 33% Eagle Ford
  - \$1,043
  - \$63

\$362

2012

~\$1.5B

- ✓ O'Connor Plant (1) √ 33%Front Range
- Pipeline(1)

\$495

2013

√ 47% Eagle Ford

~\$1,150 \$1,040

~\$500

**Keathley Canyon** Lucerne 2

2014e

### Type of growth

- Dropdowns Completed
- Targeted Dropdowns
- Third Party Acquisition
- Organic Growth

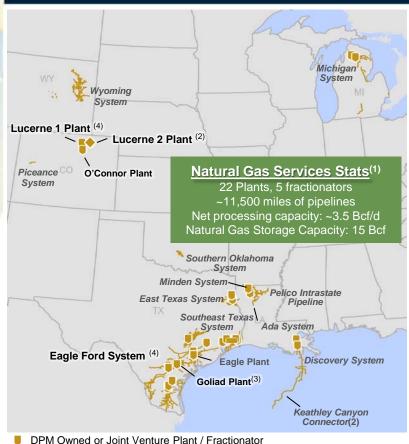
Organic In Progress	In service
Keathley Canyon (40% interest)	Q4'14
Lucerne 2 Plant	Mid 2015
Bolt on organic projects	2014+

Projects Completed	In service
Eagle Plant	Q1'13
O'Connor Plant 110 MMcf/d	Q4'13
Texas Express Pipeline (10% interest)	Q4'13
Goliad Plant	Q1'14
Front Range Pipeline (1/3 <sup>rd</sup> interest)	Q1'14
O'Connor Plant 50 MMcf/d Expansion	Q1'14

(1) O'Connor Plant and Front Range Pipeline investments included estimated cost to complete construction (2) Includes completed \$1.15 billion dropdown - excludes unannounced future targeted dropdowns

## Natural Gas Services





- **DPM Storage Facility** 
  - DPM Owned or Joint Venture Natural Gas Pipeline
- Plant under construction
  - Stats include all in service assets as of March 31, 2013
- Under construction
- Placed into service in February 2014
- Transaction closed in March 2014
- Utilization based on the combined average plant throughput of Eagle, O'Connor and Goliad plants for March 2014

## **Key Highlights**

- Eagle Ford volumes up 22% from Q1 2013
- Strong results from Spindletop gas storage facility
- Project update
  - O'Connor plant 50 MMcf/d Expansion to 160 Mmcf/d (in service March 2014)
    - Q1'14 exit rate ~80% utilization of capacity
  - Goliad plant 200 MMcf/d (in service Feb 2014)
    - Q1'14 exit rate ~70% utilization of capacity
  - Lucerne 2 plant 200 MMcf/d under construction (expected in service mid 2015)



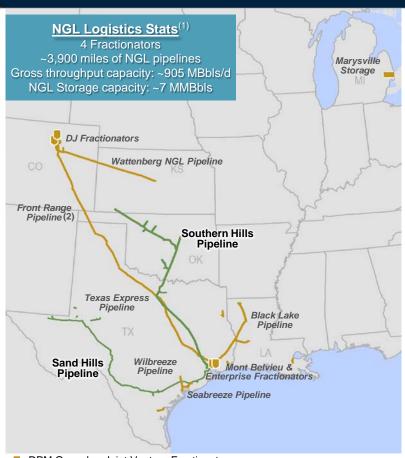
~70-80% utilization of new assets(5)

### Q1 2014 Adjusted **Segment EBITDA** 11% **Gas Services** ~50% fee based / 95% fee based 81% or hedged

- Natural Gas Services Adjusted EBITDA
- NGL Logistics Adjusted EBITDA
- Wholesale Propane Adjusted EBITDA

# NGL Logistics





- DPM Owned or Joint Venture Fractionator
- DPM NGL Storage Facility
- DPM Owned or Joint Venture NGL Pipeline
- Joint Venture NGL Pipeline dropped down to DPM in March 2014
- (1) Stats include all assets in service as of March 31, 2014
- (2) Placed into service in February 2014

## **Key Highlights**

- Closed dropdown of one-third interests in Sand and Southern Hills pipelines
  - March 2014 utilization ~80% of 2014 230 MBbls/d estimated exit rate
- NGL pipeline gathering build out progressing
- Project Update
  - Texas Express (in service October 2013)
  - Front Range (in service February 2014)
    - ✓ pipelines operational with ship or pay contracts active



Growth in NGL
Logistics
expected with
pipes in service
and dropdowns of
Sand & Southern
Hills

**Southern Hills Pipeline** 

# Wholesale Propane Logistics





- **Key Highlights**
- 2013/2014 winter heating season exceeds base business expectations
  - Successfully sourced propane to meet customers' needs
  - Imported numerous smaller volume ships
  - Tight supply, market pricing squeezes margins
- Project Update
  - Butane export expansion project at Chesapeake advancing



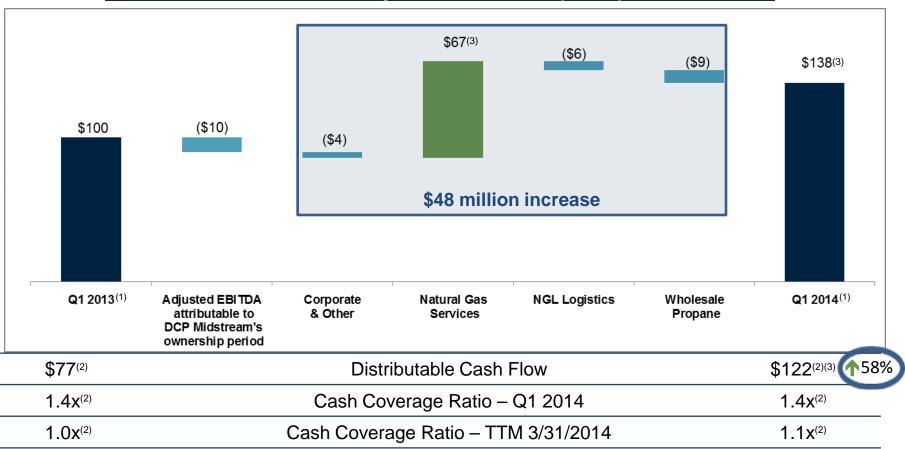
Chesapeake Terminal

- (1) Stats include all assets in service as of March 31, 2014
- (2) Providence marine terminal lease expired April 30, 2014

## Consolidated Financial Results



## Q1 2014 Adjusted EBITDA (\$MM)



<sup>(1)</sup> Amount has been adjusted to retrospectively include the historical results of our ownership interest in the Eagle Ford system (47% in Q1 2013) and Lucerne 1 (100% in Q1 2013 and Q1 2014), similar to the pooling method

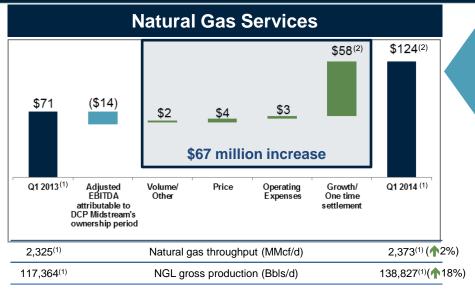
<sup>(2)</sup> Not adjusted for the effects of pooling

<sup>(3)</sup> Includes \$11 million one-time favorable contractual producer settlement

# Q1 2014 Segment Adjusted EBITDA

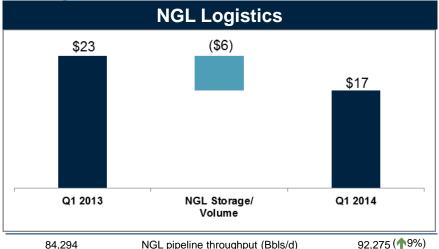


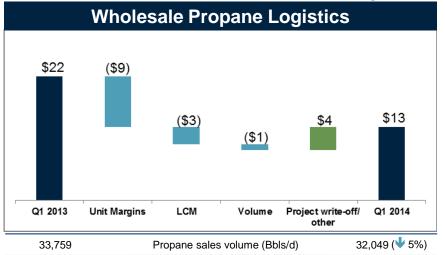
**Growth in NGL** Logistics expected with pipes in service and dropdowns of Sand & Southern Hills



**Eagle Ford** system and O'Connor plant driving growth in Natural Gas Services

> Wholesale Propane Q1 2014 reflects lower volumes and unit margins and LCM offset by prior year project writeoff





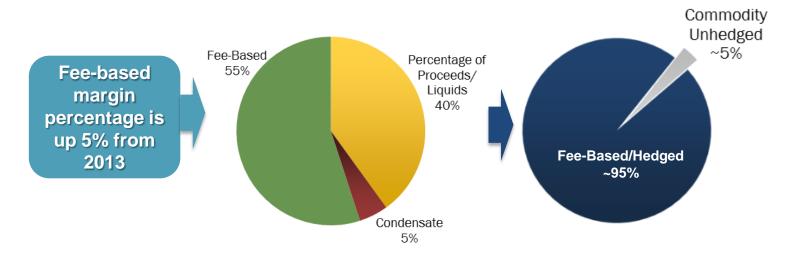
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Includes \$11 million one-time favorable contractual producer settlement

## 2014 Sensitivities



## 2014 Margin ~95% Fee-Based/Hedged(1)



## **Estimated 2014 Commodity Sensitivities**

Commodity	Amount of Change	Impact to Adjusted EBITDA				
Natural Gas Liquids (\$/Gal)	+/- \$0.01	+/- \$0.7MM				
Natural Gas (\$/MMBtu)	Neutral					
Crude Oil (\$/Bbl)	Neutral					

(1) Includes \$1.15 billion dropdown

# Financial Position at Mar 31, 2014



### Financial positioning is key to growth strategy

- Strong capital structure and investment grade credit ratings
- Successful execution in the public debt and equity capital markets in Q1 2014
- Upsized and extended credit facility to \$1.25B and 5/1/19 maturity, providing liquidity
- Competitive cost of capital
- \$225MM equity issued to DCP Midstream

# Liquidity and Credit Metrics Effective Interest Rate 4.0% Credit Facility Leverage Ratio<sup>(1)</sup> (max 5.0x/5.5x) 3.6x Unutilized Revolver Capacity (\$MM)^{(2)} ~\$978 Distribution Coverage Ratio (Paid) (TTM 3/31/14) ~1.1x

### \$1.7 billion raised to fund growth



(1) As defined in Revolving Credit Facility – includes EBITDA Project Credits (2) \$1.0B capacity is reduced by \$21 million of commercial paper borrowings, included in short-term debt

### **Long-Term Debt Maturity Schedule**



# First Quarter Summary



## **Update on 2014 Outlook**

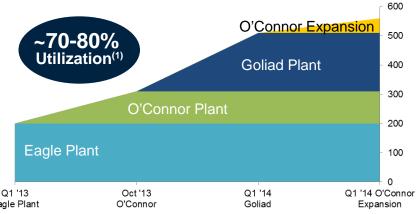
- ⇒ Projects placed into service
- ✓ Goliad in service Feb 2014
- O'Connor 50 MMcf/d expansion in service March 2014
- ✓ Front Range in service Feb 2014
- ⇒ ~\$1.5B of dropdowns
- Closed on \$1.15B dropdown in March 2014
- ⇒ \$500MM of organic growth
- ✓ On-track to meet forecast
- ⇒ \$400-\$420MM DCF
- ✓ On-track to meet forecast

## **Executing Strategy**

- Successfully executing growth
- Delivering strong results

(\$MM)	Q1'14	Q1'13
Adjusted EBITDA	\$138	\$100
DCF	\$122	\$77
Coverage (paid)	1.4x	1.4x

### **New Plant Capacity (MMcf/d)**



(1) Utilization based on the combined average plant throughput of Eagle, O'Connor and Goliad plants for March





**Supplemental Information Appendix** 

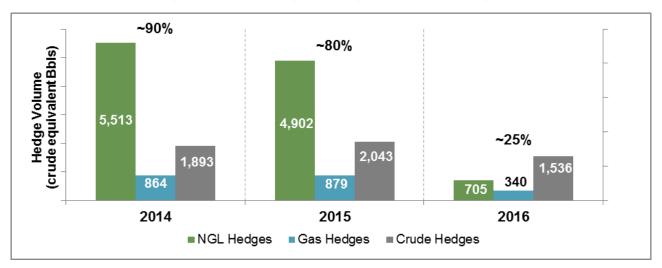
# Commodity Hedge Position



- Overall 95% fee-based/hedged in 2014
  - 55% fee-based
  - 45% commodity is ~90% hedged
- Virtually all 2014 hedges are direct commodity price hedges

### **Current Commodity Hedge Position**

Hedge Price	2014	2015	2016
NGL (\$/Gal)	\$1.08	\$0.96	\$0.94
Gas (\$/MMBtu)	\$4.58	\$4.60	\$4.24
Crude (\$/Bbl)	\$85.07	\$92.60	\$90.63



## Consolidated Financial Results



	Three Months Ended March 31,				
(\$ in millions)	2014	2013	2013 As Reported		
Sales, transportation, processing and other revenues	\$1,096	\$749	\$731		
Losses from commodity derivative activity, net	(15)	_	_		
Total operating revenues	1,081	749	731		
Purchases of natural gas, propane and NGLs	(885)	(597)	(586)		
Operating and maintenance expense	(45)	(46)	(45)		
Depreciation and amortization expense	(26)	(21)	(20)		
General and administrative expense	(16)	(16)	(16)		
Other expense	(1)	(4)	(4)		
Total operating costs and expenses	(973)	(684)	(671)		
Operating income	108	65	60		
Interest expense, net	(19)	(12)	(12)		
Earnings from unconsolidated affiliates	3	8	8		
Income tax expense	(3)	(1)	(1)		
Net income attributable to noncontrolling interests	(10)	(3)	(3)		
Net income attributable to partners	\$ 79	\$ 57	\$ 52		
Adjusted EBITDA	\$138	\$100	\$94		
Distributable cash flow	\$122	**	\$77		
Coverage ratio	1.15x	**	1.12x		
Cash distribution coverage	1.42x	**	1.43x		

<sup>\*\*</sup> Distributable cash flow has not been calculated under the pooling method.

# **Commodity Derivative Activity**



	Three Months Ended March 31,			
(\$ in millions)	2014	2013		
Non-cash losses– commodity derivative	\$(13)	\$(10)		
Other net cash hedge settlements (paid) received	(2)	10		
Losses from commodity derivative activity, net	\$(15)	\$ —		

# **Balance Sheet**



	_	March 31, 2014	 December 31, 2013 (Millions)	 As Reported December 31, 2013
Cash and cash equivalents	\$	27	\$ 12	\$ 12
Other current assets		477	491	491
Property, plant and equipment, net		3,146	3,046	3,005
Other long-term assets		1,787	1,018	1,018
Total assets	\$	5,437	\$ 4,567	\$ 4,526
Current liabilities	\$	374	\$ 723	\$ 722
Long-term debt		2,310	1,590	1,590
Other long-term liabilities		42	41	41
Partners' equity		2,678	1,985	1,945
Noncontrolling interests		33	228	228
Total liabilities and equity	\$	5,437	\$ 4,567	\$ 4,526



## Three Months Ended March 31,

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		2014		2013		As Reported in 2013
	_	(Million	ıs, ex	cept per ui	nit a	mounts)
Reconciliation of Non-GAAP Financial Measures:						
Net income attributable to partners	\$	79	\$	57	\$	52
Interest expense		19		12		12
Depreciation, amortization and income tax expense, net of noncontrolling interests		27		21		20
Non-cash commodity derivative mark-to-market		13		10		10
Adjusted EBITDA	_	138		100	-	94
Interest expense		(19)		(12)		(12)
Depreciation, amortization and income tax expense, net of noncontrolling interests		(27)		(21)		(20)
Other		1		(=1)		(20)
Adjusted net income attributable to partners	_	93	- \$	67	-	62
Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects		(6)	· =			(7)
Distributions from unconsolidated affiliates, net of earnings		10				3
Depreciation and amortization, net of noncontrolling interests		24				19
Impact of minimum volume receipt for throughput commitment		2				2
Discontinued construction projects		1				4
Adjustment to remove impact of pooling		(6)				(6)
Other	_	4	_			
Distributable cash flow <sup>(1)</sup>	\$ _	122	=		\$	77

<sup>(1)</sup> Distributable cash flow has not been calculated under the pooling method



## Three Months Ended March 31,

	_	2014		2013		As Reported in 2013		
		(Million	ıs, ex	cept per ur	nit aı	amounts)		
Reconciliation of Non-GAAP Financial Measures: Adjusted net income attributable to partners	\$	93	\$	67	\$	62		
Adjusted net income attributable to predecessor operations		(6)		(11)		(6)		
Adjusted general partner's interest in net income	_	(26)		(15)		(15)		
Adjusted net income allocable to limited partners	\$ _	61	\$	41	\$	41		
Adjusted net income per limited partner unit - basic and diluted	\$ _	0.65	\$	0.63	\$	0.63		
Net cash provided by operating activities	\$	146	\$	152	\$	147		
Interest expense		19		12		12		
Distributions from unconsolidated affiliates, net of earnings		(10)		(3)		(3)		
Net changes in operating assets and liabilities		(17)		(64)		(65)		
Net income attributable to noncontrolling interests, net of depreciation and income tax		(12)		(4)		(4)		
Discontinued construction projects		(1)		(4)		(4)		
Non-cash commodity derivative mark-to-market		13		10		10		
Other, net	_	-		1		1		
Adjusted EBITDA	\$	138	\$	100	\$	94		
Interest expense		(19)	•			(12)		
Maintenance capital expenditures, net of noncontrolling interest portion and reimbursable projects		(6)				(7)		
Distributions from unconsolidated affiliates, net of earnings		10				3		
Adjustment to remove impact of pooling		(6)				(6)		
Discontinued construction projects		1				4		
Other	_	4	_			1_		
Distributable cash flow <sup>(1)</sup>	\$ _	122	<b>≡</b>		\$	77		

<sup>(1)</sup> Distributable cash flow has not been calculated under the pooling method



		Three Months Ended  March 31,					
		2014	As Reported in 2013				
		(Millions, exc	ер	t as indicated)			
Reconciliation of Non-GAAP Financial Measures:							
Distributable cash flow	\$	122	\$	77			
Distributions declared	\$	106	\$	69			
Distribution coverage ratio- declared		1.15	Х	1.12 x			
Distributable cash flow	\$	122	\$	77			
Distributions paid	\$	86	\$	54			
Distribution coverage ratio-paid	ı	1.42	Х	1.43 x			



		Three Months Ended				
		ļ	March 31,			
	-	2014	2013	As Reported in 2013		
		(Millions, e	except as in	dicated)		
Natural Gas Services Segment:						
Financial results:						
Segment net income attributable to partners	\$	90 \$	44 \$			
Non-cash commodity derivative mark-to-market		12	9	9		
Depreciation and amortization expense		24	19	18		
Noncontrolling interests on depreciation and income tax	-	(2)	(1)	(1)		
Adjusted segment EBITDA	\$	124 \$	71 \$	65		
Operating and financial data:						
Natural gas throughput (MMcf/d)		2,373	2,325	2,307		
NGL gross production (Bbls/d)		138,827	117,364	114,106		
Operating and maintenance expense	\$	38 \$	39 \$	38		
NGL Logistics Segment:						
Financial results:						
Segment net income attributable to partners	\$	16 \$	22 \$	22		
Depreciation and amortization expense		1	1	1		
Adjusted segment EBITDA	\$	17 \$	23 \$	23		
Operating and financial data:						
NGL pipelines throughput (Bbls/d)		92,275	84,294	84,294		
Operating and maintenance expense	\$	4 \$	4 \$	4		
Wholesale Propane Logistics Segment: Financial results:						
Segment net income attributable to partners	\$	11 \$	20 \$	20		
Non-cash commodity derivative mark-to-market		1	1	1		
Depreciation and amortization expense	_	1	1	1		
Adjusted segment EBITDA	\$	13 \$	22 \$	22		
Operating and financial data:						
Propane sales volume (Bbls/d)		32,049	33,759	33,759		
Operating and maintenance expense	\$	3 \$	3 \$	3		



		As Reported Q213	As Reported Q313	As Reported Q413	Q114	Twelve months ended March 31, 2014			
			(Millio	ns, except as in	indicated)				
Net income (loss) attributable to partners  Maintenance capital expenditures, net of noncontrolling	\$	102 \$	, , ,		79 \$				
interest portion and reimbursable projects		(3)	(6)	(7)	(6)	(22)			
Depreciation and amortization expense, net of noncontrolling interests		21	24	23	24	92			
Non-cash commodity derivative mark-to-market		(58)	50	35	13	40			
Distributions from unconsolidated affiliates, net of earnings		3	3	(3)	10	13			
Impact of minimum volume receipt for throughput commitme	ent	2	2	(6)	2	_			
Discontinued construction projects		_	_	4	1	5			
Adjustment to remove impact of pooling		_	_	_	(6)	(6)			
Other		1	_	5	5	11			
Distributable cash flow	\$	68 \$	72 \$	79 \$	122 \$	341			
Distributions declared	\$	72 \$	82 \$	86 \$	106 \$	346			
Distribution coverage ratio - declared		0.94x	0.88x	0.92x	1.15x	0.99x			
Distributable cash flow	\$	68 \$	72 \$	79 \$	122 \$	341			
Distributions paid	\$	69 \$	72 \$	82 \$	86 \$	309			
Distribution coverage ratio - paid		0.99x	1.00x	0.96x	1.42x	1.10x			

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



	Twelve Months Ended December 31, 2014				
	L	Low Forecast		High _Forecast_	
	For				
	(Millions)				
Reconciliation of Non-GAAP Measures:					
Forecasted net income attributable to partners*	\$	298	\$	308	
Interest expense, net of interest income		101		101	
Income taxes		4		4	
Depreciation and amortization, net of noncontrolling interests		117		117	
Non-cash commodity derivative mark-to-market*		-			
Forecasted adjusted EBITDA	·	520		530	
Interest expense, net of interest income		(101)		(101)	
Maintenance capital expenditures, net of reimbursable projects		(45)		(35)	
Distributions from unconsolidated affiliates, net of earnings		25		25	
Income taxes and other		1_		1_	
Forecasted distributable cash flow	\$	400	\$	420	

<sup>\*</sup> Due to inherent uncertainties of future commodity prices, non-cash derivative mark-to-market is assumed to be zero.

Note: Forecasted amounts are based on the initial 2014 Outlook and do not include unannounced dropdowns or projects, actual results may differ.