

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): December 30, 2010

DCP MIDSTREAM PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32678
(Commission
File Number)

03-0567133
(IRS Employer
Identification No.)

370 17th Street, Suite 2775
Denver, Colorado
(Address of principal executive offices)

80202
(Zip Code)

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

(Former name or former address, if changed since last report.)

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

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On December 30, 2010, DCP Midstream Partners, LP (the “Partnership”) completed the acquisition (the “Acquisition”) of all of the interests in Marysville Hydrocarbons Holdings, LLC (“MHH” or the “Company”). The Acquisition involved three separate acquisitions from a number of parties (collectively, the “Sellers”). The Partnership acquired a 90% interest in MHH from Dart Energy Corporation (“Dart”), a 5% interest in MHH from Prospect Street Energy, LLC (“Prospect”) and 100% of EE Group, LLC (“EE Group”), which owns the remaining 5% interest in MHH. The purchase price paid by the Partnership in the transactions comprising the Acquisition was an aggregate of \$95 million in cash. The purchase price is subject to certain working capital, inventory and other customary purchase price adjustments, which the Partnership estimates will result in additional consideration of approximately \$6 million. The purchase was financed with borrowings under the Partnership’s revolving credit facility. A portion of the purchase price has been deposited in an indemnity escrow to satisfy certain tax liabilities and provide for breaches of representations and warranties of the Sellers.

The Company owns all of the issued and outstanding capital stock of Marysville Hydrocarbons, Inc. (“MHI”), which in turn owns all of the issued and outstanding capital stock of Marysville Gas Liquids Company (“MGL”). MGL owns and operates a propane and butane storage terminal located in Marysville, Michigan, which includes:

- Nine underground salt caverns with 285 million gallons of storage capacity;
- Rail, truck and pipeline connections providing an important supply point for refiners and wholesale propane distributors in the Midwest, Samia and Northeast markets; and
- 620 acres including 300 undeveloped acres.

On January 4, 2011, the Partnership merged MGL with MHI and converted MHI’s organizational structure from a corporation to a limited liability company. This conversion to a limited liability company triggered tax liabilities stemming from built-in tax gains recognized in the transaction. These tax liabilities are unrelated to the tax liabilities of MHH identified above for which the indemnity escrow has been established. The Partnership will pay the tax liabilities within 75 days of conversion, following a third party valuation of the MHI assets. The Partnership estimates that these tax liabilities will be in the range of \$30 to \$40 million. The ultimate resolution of these tax liabilities may be greater or less than our estimates.

Item 7.01 Regulation FD Disclosure.

On January 3, 2010, DCP Midstream Partners, LP (the “Partnership”) issued a press release announcing the Acquisition. A copy of the press release is being furnished and is attached as Exhibit 99.1 hereto and incorporated into this Item 7.01 by reference. In accordance with General Instruction B.2 of Form 8-K, the press release shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933 or Exchange Act of 1934, each as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired.

In accordance with Item 9.01(a)(4) of Form 8-K, the required financial information with respect to the Acquisition will be provided within 71 calendar days after the date this report on Form 8-K must be filed.

(b) Pro forma financial information.

In accordance with Item 9.01(b)(2) of Form 8-K, the required pro forma financial information with respect to the Acquisition will be provided within 71 calendar days after the date this report on Form 8-K must be filed.

(c) Not applicable.

(d) Exhibits.

Exhibit 99.1 PressRelease dated January 3, 2010.

SIGNATURES

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

DCP Midstream Partners, LP

By: DCP Midstream GP, LP
its General Partner

By: DCP Midstream GP, LLC
its General Partner

Date: January 6, 2011

/s/ Angela A. Minas

Name: Angela A. Minas

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
Exhibit 99.1	Press Release dated January 3, 2010.

January 3, 2011

MEDIA AND
INVESTOR
RELATIONS
CONTACT:

Angela A. Minas

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24-Hour:

303/807-7018

**DCP MIDSTREAM PARTNERS EXPANDS WHOLESALE PROPANE
BUSINESS WITH NGL STORAGE ACQUISITION**

DENVER – DCP Midstream Partners, LP (NYSE: DPM) (the “Partnership”) today announced that it has acquired for cash all of the ownership interests of Marysville Hydrocarbon Holdings, LLC (“Marysville”) for \$95 million plus inventory and other working capital of approximately \$6 million. Through its wholly-owned subsidiary, Marysville Hydrocarbons, Inc. (“MHI”), Marysville owns and operates a propane and butane storage facility in Marysville, Michigan which includes:

- Nine underground salt caverns with 285 million gallons of storage capacity
- Rail, truck and pipeline connections providing an important supply point for refiners and wholesale propane distributors in the Midwest, Samia and Northeast markets
- 620 acre site including 300 undeveloped acres

The Partnership believes the Marysville storage facility has expansion potential through the development of two additional underground salt caverns.

In addition, in January the Partnership will convert MHI from a corporation to a limited liability company. This conversion triggers a liability for tax gains, which the Partnership will pay within 75 days of the conversion following a third party valuation of the MHI assets.

“This immediately accretive acquisition, with the majority of its margins being fee-based tied to storage capacity, expands our existing wholesale propane business,” said Mark Borer, president and CEO of the Partnership. “The addition

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of this Michigan storage asset builds on our supply and logistics capabilities, while providing future expansion potential and new business opportunities. The acquisition also provides additional business and geographic diversification to our asset portfolio.”

The acquisition was financed with borrowings under the Partnership’s revolving credit facility.

DCP Midstream Partners, LP (NYSE: DPM) is a midstream master limited partnership that gathers, treats, processes, transports and markets natural gas, transports and markets natural gas liquids, and is a leading wholesale distributor of propane. DCP Midstream Partners, LP is managed by its general partner, DCP Midstream GP, LLC, which is wholly owned by DCP Midstream, LLC, a joint venture between Spectra Energy and ConocoPhillips.

This press release contains forward-looking statements as defined under the federal securities laws regarding DCP Midstream Partners, LP, including projections, estimates, forecasts, plans and objectives. Although management believes that expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to be correct. In addition, these statements are subject to certain risks, uncertainties and other assumptions that are difficult to predict and may be beyond 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.

Investors are encouraged to closely consider the disclosures and risk factors contained in the Partnership’s annual and quarterly reports filed from time to time with the Securities and Exchange Commission. The Partnership undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Information contained in this press release is unaudited, and is subject to change.