## FORM D

# 1338065 **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

### FORM D

Washington, D.C. 20549

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OMB Number:	3235-0076				
Expires:	April 30, 2008				
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Estimated average burden hours per response ...... 16.00

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NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. JUJ 1; L 2007 **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION (国check if this is an amendment and name has changed, and indicate change.) DCP MIDSTREAM PARTNERS, LP - PRIVATE PLACEMENT OF COMMON UNITS ☐ Section 4(6) Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 **E** Rule 506 □ ULOE Type of Filing: ■ New Filing □ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer ( Check if this is an amendment and name has changed, and indicate change.) DCP MIDSTREAM PARTNERS, LP Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Num.... 370 17TI STREET, SUITE 2775, DENVER, CO 80202 (303) 633-2900 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** OWN, OPERATE, ACQUIRE AND DEVELOP A DIVERSIFIED PORTFOLIO OF COMPLEMENTARY MIDSTREAM ENERGY ASSETS Type of Business Organization corporation Ilmited partnership, already formed □ business trust ☐ limited partnership, to be formed Month Year JUL 1 3 **2007** 5 Actual or Estimated Date of Incorporation or Organization: グロ的ないので Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: FINANCIAL CN for Canada; FN for other foreign jurisdiction) E

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for the following:			
Each promoter of the issuer, if the issuer has been organized within	the past five years;		
<ul> <li>Each beneficial owner having the power to vote or dispose, or direct of the issuer;</li> </ul>	et the vote or disposition of,	10% or more of	a class of equity securities
Each executive officer and director of corporate issuers and of corporate	orate general and managing	partners of partne	ership issuers; and
Each general managing partner of partnership issuers.			•
Check Box(es) that Apply:  Promoter  Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			
DCP MIDSTREAM, LLC			<u> </u>
Business or Residence Address (Number and Street, City, State, Zip Code)	)		
370 17 <sup>TH</sup> STREET, SUITE 2500, DENVER, CO 80202			
Check Box(es) that Apply:  Promoter Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if individual)			
DCP MIDSTREAM GP, LLC			
Business or Residence Address (Number and Street, City, State, Zip Code)	)	=: ·= ·:	
370 17 <sup>TH</sup> STREET, SUITE 2775, DENVER, CO 80202			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☐ Executive Officer	□ Director	☑General and/or Managing Partner
Full Name (Last name first, if individual)			
DCP MIDSTREAM GP, LP			
Business or Residence Address (Number and Street, City, State, Zip Code)	)		
370 17 <sup>TH</sup> STREET, SUITE 2775, DENVER, CO 80202	<del></del>		
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	■ Executive Officer*	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			
LONG, THOMAS E.			
Business or Residence Address (Number and Street, City, State, Zip Code)	)		
370 17 <sup>th</sup> Street, Suite 2775, Denver, CO 80202			
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner	☑ Executive Officer*	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	<del> </del>		
Borer, Mark A.			
Business or Residence Address (Number and Street, City, State, Zip Code)	)		
370 17 <sup>TH</sup> Street, Suite 2775, Denver, CO 80202			<u> </u>
Check Box(es) that Apply:  Promoter  Beneficial Owner	☐ Executive Officer	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first, if individual)			
Fowler, Fred J.			
Business or Residence Address (Number and Street, City, State, Zip Code)	)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

☐ Beneficial Owner

Check Box(es) that Apply:

Easter, William H., III

Full Name (Last name first, if individual)

370 17TH STREET, SUITE 2550, DENVER, CO 80202

☐ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

☐ General and/or

Managing Partner

☑ Director\*

Gheck Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director*	General and/or Managing Partner
Full Name (Last name first,	if individual)				
LOWE, JOHN E.					
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
370 17 <sup>TH</sup> STREET, SUITE 27	•	-			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				BB
FERGUSON, PAUL F., JR. Business or Residence Addr	ress (Number and Si	treet City State 7in Code)			
370 17 <sup>TH</sup> STREET, SUITE 277	•	• • •			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)		<del>.</del>		······································
CODY, DERRILL					
Business or Residence Addr	ess (Number and S	treet, City, State, Zip Code)			
370 17 <sup>th</sup> Street, Suite 27	75, DENVER, CO 80	0202			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				wanaging randier
MCPHERSON, FRANK A. Business or Residence Addr	ess (Number and Si	treet City State 7in Code)	· · · · · · · · · · · · · · · · · · ·		
370 17 <sup>TH</sup> STREET, SUITE 277					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director*	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)	<del>- 'i</del>			<u> </u>
Morris, Thomas C.					
Business or Residence Addr	•	, ,			
370 17TH STREET, SUITE 277					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
RICHARDS, MICHAEL S. Business or Residence Addr	ess (Number and Si	treet City State Zin Code)			
370 17 <sup>TH</sup> STREET, SUITE 277	•				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	E Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
SMITH, GREGGORY K.					
Business or Residence Addr		•			
370 17TH STREET, SUITE 277					_
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or  Managing Partner
Full Name (Last name first,	if individual)				
Business or Residence Addr	ess (Number and St	reet, City, State, Zip Code)			

□ MT         □ NE         □ NV         □ NH         ☑ NJ         □ NM         ☑ NY         □ NC         □ ND         □ OH         □ OK         □ OR         □ PA           □ RI         □ SC         □ SD         □ TN         ☒ TX         □ UT         □ VT         □ VA         □ WA         □ WV         ☒ WI         □ WY         □ PA           Full Name (Last name first, if individual)           Business or Residence Address (Number and Street, City, State, Zip Code)           Name of Associated Broker or Dealer           States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         ○ CT         □ DE         □ DC         □ FL         □ GA         □ HI         □ ID           □ IL         □ IN         □ IA         □ KS         □ KY         □ LA         □ ME         □ MD         □ MA         □ MI         □ MN         □ MS         □ MC           □ IL         □ IN         □ IA         □ KS         □ KY         □ LA         □ ME         □ MD         □ MA         □ MI         □ MN         □ MS         □ MC           □ IL         □ IN         <						В. 1	INFORMAT	TION ABO	UT OFFEI	RING				
2. What is the minimum investment that will be accepted from any individual?  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (3) persons to be listed are associated person dealer. If more than five (3) persons to be listed and set of such a broker or dealer. If more than five (3) persons to be listed that Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).		<del>"</del>											Yes N	lo
2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with safes of securities in the offering. If a person to be listed is an associated persons of such a broker or dealer registered with the STC and/or with a state or states, fist he mane of the broker or dealer registered with the STC and/or with a state or states, fist he mane of the broker or dealer registered with the STC and/or with a state or states, fist the mane of the broker or dealer only.  Full Name (Last name first, if individual)  LEMINAR BROYLE, New York, NY 10022  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check: "All States" or check individual States)	۱.	Has the	e issuer sol	ld, or does t										<u> </u>
3. Does the offering permit joint ownership of a single unit?	2.	What is	s the minir	num invest								\$	N	/A
4. Enter the information requested for each person who has been or will be paid or given, directly or indicetly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or stacks, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  LEMMAN BROTHERS Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  399 PARK AVENUE, NEW YORK, NY 10022  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).  AL DAK DAZ DAR BROTHERS Inc.  AL DAK DAZ DAR BROTHERS Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States).  AL DAK DAZ DAR BROTHERS Inc.  AL DAZ DAR BROTHERS Inc.  AL DAZ DAZ		TT HAC 1	s the minn	num mvest	mem mar w	iii oc accepi	ica noni any	morviduar:						<del></del> -
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  LEIDAN BROTHERS INC.  Business or Residence Address (Number and Street, City, State, Zip Code)  399 PAIK AVENUE, New YORK, NY 10022  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  [All DAK DAZ DAR BCA DC DC DC DE DC DC DR BC DA DC DR DC DC DR DC	3.	Does tl	he offering	permit joir	nt ownership	of a single	unit?							
Business or Residence Address (Number and Street, Ciry, State, Zip Code)   399 PARK AVENUE, NEW YORK, NY 10022	4.	remune person five (5	eration for or agent o	solicitation f a broker of	n of purchas or dealer reg	sers in conn sistered with	ection with the SEC an	sales of sec d/or with a	curities in the	ne offering. es, list the n	If a persor ame of the b	to be liste broker or de	ed is an assealer. If me	sociated ore than
Business or Residence Address (Number and Street, Ciry, State, Zip Code)   399 PARK AVENUE, NEW YORK, NY 10022     Name of Associated Broker or Dealer		Full Nar	ne (Last na	ame first, if	findividual)									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		LEHMA	N BROTHE	RS INC.										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		Busines	s or Reside	ence Addre	ss (Number	and Street,	City, State, Z	Zip Code)		-			•	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		399 Par	RK AVENUE	e. New You	rk. NY 1003	22								
Check "All States" or check individual States)														
AL		States in	Which Pe	erson Listed	l Has Solici	ted or Intend	ds to Solicit I	Purchasers	-					
□ IL         □ IN         □ IA         □ KS         □ KY         □ LA         □ ME         □ MD         □ MA         □ MI         □ MN         □ MS         □ MN         □ MN         □ MD         □ OH         □ OK         □ OR         □ PA           □ RI         □ SC         □ SD         □ TN         □ TN         □ TN         □ TN         □ TN         □ NV         □ NV         □ ND         □ OH         □ OK         □ OR         □ PA           Full Name (Last name first, if individual)         □ SC         □ SD         □ TN         □ TN         □ NV         □ PA           Name of Associated Broker or Dealer         □ AI         □ AK         □ AZ         □ AR         □ CA         □ CO         □ CT         □ DE         □ DC         □ FL         □ GA         □ HI         □ ID         □ ID         □ ID         □ ID         □ AI         □ SC         □ CF         □ CD         □ FL         □ GA         □ HI         □ ID         □ MD         □ MA         □ MI		(Chec	k "All Sta	tes" or che	ck individua	l States)				<i>.</i>			🗖 /	All States
□ MT         □ NE         □ NV         □ NH         ☑ NJ         □ NM         ☑ NY         □ NC         □ ND         □ OH         □ OK         □ OR         □ PA           □ RI         □ SC         □ SiD         □ TN         ☒ TX         □ UT         □ VT         □ VA         □ WA         □ WV         ☒ WI         □ WY         □ PA           Full Name (Last name first, if individual)           Business or Residence Address (Number and Street, City, State, Zip Code)           Name of Associated Broker or Dealer           States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)         □ C         □ CT         □ DE         □ DC         □ FL         □ GA         □ HI         □ ID           □ IL         □ IN         □ IA         □ KS         □ KY         □ LA         □ ME         □ MD         □ MA         □ MI         □ MN         □ MS         □ MC           □ IL         □ IN         □ IA			_	□ AZ	□ AR	🗷 CA	□со	□ CT	□ DE	□ DC	C FL	<b>☑</b> GA	□ ні	□ ID
□ RI         □ SC         □ SD         □ TN         □ TX         □ UT         □ VT         □ VA         □ WA         □ WV         □ WY         □ PR           Full Name (Last name first, if individual)           Business or Residence Address (Number and Street, City, State, Zip Code)           Name of Associated Broker or Dealer           States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         □ All States*         □ All □ ID         □ ID         □ DC         □ FL         □ GA         □ HI         □ ID         □ ID         □ ID         □ MD         □ MA         □ MI         □ MN         □ MS         □ MS         □ MD         □ MA         □ MI         □ MN         □ MS														⊠ МО
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
Name of Associated Broker or Dealer	_						<u> </u>		U VA	WA	<u> </u>	WI	<u> </u>	LIPK
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	_	Busines	s or Reside	ence Addre	ss (Number	and Street,	City, State, 2	Zip Code)				<del></del>		
Check "All States" or check individual States)		Name o	f Associate	ed Broker o	r Dealer			<b></b>					•••	
Check "All States" or check individual States)														
□ AL         □ AK         □ AZ         □ AR         □ CA         □ CO         □ CT         □ DE         □ DC         □ FL         □ GA         □ HI         □ ID           □ IL         □ IN         □ IA         □ KS         □ KY         □ LA         □ ME         □ MD         □ MA         □ MI         □ MN         □ MS         □ MC           □ MT         □ NE         □ NV         □ NH         □ NJ         □ NM         □ NY         □ NC         □ ND         □ OH         □ OK         □ OR         □ PA           □ RI         □ SC         □ SD         □ TN         □ TX         □ UT         □ VT         □ VA         □ WA         □ WV         □ WI         □ WY         □ PA           Full Name (Last name first, if individual)           Business or Residence Address (Number and Street, City, State, Zip Code)           Name of Associated Broker or Dealer           States in Which Person Listed Has Solicited or Intends to Solicit Purchasers           (Check "All States" or check individual States)         □ All States           □ AL         □ AK         □ AZ         □ AR         □ CA         □ CO         □ CT         □ DE         □ DC         □ FL         □ GA         □ HI         □ I		States in	Which Pe	erson Listed	l Has Solici	ted or Intend	ds to Solicit	Purchasers						
IIL		(Chec			ck individua	ıl States)							🗅 2	All States
□ MT       □ NE       □ NV       □ NH       □ NJ       □ NM       □ NY       □ NC       □ ND       □ OH       □ OK       □ OR       □ PA         □ RI       □ SC       □ SD       □ TN       □ TX       □ UT       □ VT       □ VA       □ WA       □ WV       □ WI       □ WY       □ PA         Full Name (Last name first, if individual)         Business or Residence Address (Number and Street, City, State, Zip Code)         Name of Associated Broker or Dealer         States in Which Person Listed Has Solicited or Intends to Solicit Purchasers         (Check "All States" or check individual States)         □ AL       □ AK       □ AZ       □ AR       □ CA       □ CO       □ CT       □ DE       □ DC       □ FL       □ GA       □ HI       □ ID         □ IL       □ IN       □ IA       □ KS       □ KY       □ LA       □ ME       □ MD       □ MA       □ MI       □ MN       □ MS       □ MC         □ MT       □ NE       □ NV       □ NH       □ NJ       □ NM       □ NY       □ NC       □ ND       □ OH       □ OK       □ OR       □ PA														
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)  AL														□ мо
Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)														
Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	_		_				□ UT	UVT	U VA	U WA	⊔w∨	L WI	UWY	□ PK
Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)		Full (Nai	me (Last n	ame first, if	individual)	1								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)		Busines	s or Reside	ence Addre	ss (Number	and Street,	City, State, 2	Zip Code)						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	_	Name o	f Associate	ed Broker o	or Dealer		_			_				
(Check "All States" or check individual States)       □ AL □ AK □ AZ □ AR □ CA □ CO □ CT □ DE □ DC □ FL □ GA □ HI □ ID □ IL □ IN □ IA □ KS □ KY □ LA □ ME □ MD □ MA □ MI □ MN □ MS □ MC □ MT □ NE □ NV □ NH □ NJ □ NM □ NY □ NC □ ND □ OH □ OK □ OR □ PA										_				
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES A	AND USE OF PROCE	EDS	
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
Type of Security	Aggregate Offering Price		Amount Already Sold
Debt	\$	_ \$_	
Equity	\$	_ \$_	
□ Common □ Preferred			
Convertible Securities (including warrants)	\$	_ \$_	
Partnership Interests	\$	_ s_	
Other (Specify COMMON UNITS )	\$ 129,999,985	_ \$_	129,999,985
Total		<u> </u>	129,999,985
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".			
	Number Investors		Aggregate Dollar Amount of Purchases
Accredited Investors.	16	_ \$_	129,999,985
Non-accredited Investors.	0	_ \$_	0
Total (for filings under Rule 504 only)		_ \$	
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
Type of Offering	Type of Security		Dollar Amount Sold
Rule 505		_ \$_	
Regulation A		\$	
Rule 504	<u> </u>	_ \$_	
Total		_ \$_	
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
Transfer Agent's Fees		<b>□</b> \$_	
Printing and Engraving Costs		□\$_	
Legal Fees		<b>⊠</b> \$_	75,000
Accounting Fees		\$	
Engineering Fees		<b>□</b> \$	
Sales Commissions (specify finders' fees separately)		₩\$_	1,500,000
Other Expenses (identify)		<b>□</b> \$_	
Total		Ea ¢	1.575.000

1 = 1 1100					
b. Enter the difference between the aggregate Question 1 and total expenses furnished in res is the "adjusted gross proceeds to the issuer.".	oonse to Part C - Question 4.a. T	his differ	ence		128,424,985
be used for each of the purposes shown. If the furnish an estimate and check the box to the left of	amount for any purpose is not lefthe estimate. The total of the particular is a second of the particular in the second of the particular is a second of the particular in the second of the se	known, yments			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		□\$_	·		
Purchase of real estate		<b>_</b> \$_	·	\$	····
Purchase, rental or leasing and installation of machi	nery and equipment	<b>□</b> \$_	<u> </u>	□\$_	
Construction or leasing of plant buildings and facili	ies	<b>□</b> \$_		<b>□\$</b> _	
offering that may be used in exchange for the assets	or securities of another issuer	<b>5</b> 4		F1e	
·			<del></del>	_	00 000 000
		-			98,000,000
- •		图2_	30,424,985	. L	
Other (specify):					
		_			<del>,</del>
		₽\$			98,000,000
Total Payments Listed (column totals added)			国\$ <u>128,4</u>	24,985	
	D. FEDERAL SIGNATURI				
lowing signature constitutes an undertaking by the	ssuer to furnish to the U.S. Securi	ities and	Exchange Commissi	on, upon	der Rule 505, the written request of
uer (Print or Type)  CP MIDSTREAM PARTNERS, LP	Michael S. Va	tha			7
		KNES	al Cause	140	Sarchage
	Indicate below the amount of the adjusted gross poeceds to the purposes shown. If the furnish an estimate and check the box to the left of listed must equal the adjusted gross proceeds to the Question 4.b. above.  Salaries and fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machine. Construction or leasing of plant buildings and facility and the assets pursuant to a merger).  Repayment of indebtedness.  Working capital.  Other (specify):  Column Totals.  Total Payments Listed (column totals added).  Total Payments duly caused this notice to be signed lowing signature constitutes an undertaking by the instaff, the information furnished by the issuer to any over (Print or Type)  Signature of Signer (Print or Type)  Title	Indicate below the amount of the adjusted gross proceeds to the issuer used or prope be used for each of the purposes shown. If the amount for any purpose is not furnish an estimate and check the box to the left of the estimate. The total of the partised must equal the adjusted gross proceeds to the issuer set forth in response to P Question 4.b. above.  Salaries and fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Working capital.  Other (specify):  Column Totals.  Total Payments Listed (column totals added)  D. FEDERAL SIGNATURI coincides an undertaking by the issuer to furnish to the U.S. Securities information furnished by the issuer to any non-accredited investor pursuant to the company of the information furnished by the issuer to any non-accredited investor pursuant to the control of the part of the p	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.    Question 4.b. above	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.  Payments to Officers, Officers, Directors, & Affiliates  Salaries and fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machinery and equipment.  Sconstruction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Scolumn Totals.  Scolumn Totals.  D. FEDERAL SIGNATURE  The information furnished by the issuer to furnish to the U.S. Securities and Exchange Commissistaff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50 user (Print or Type)  Signature  Payments Listed and Exchange Commissistaff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50 user (Print or Type)  Signature  Payments Listed William Payments Listed (Date of Rule 50 user (Print or Type)  Signature  Payments Listed or the payments and Exchange Commissistaff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50 user (Print or Type)  Signature  Payments Listed (Print or Type)  Signature  Payments Listed (Print or Type)  Signature  Payments Listed (Print or Type)	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.  Payments to Officers, Directors, & Affiliates  Salaries and fees.  Purchase of real estate.  Purchase, rental or leasing and installation of machinery and equipment  Sconstruction or leasing of plant buildings and facilities  Purchase, rental or leasing of plant buildings and facilities  Construction of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Deter (specify):  Discolumn Totals  D. FEDERAL SIGNATURE  Ensure has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed un towing signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Let (Print or Type)  Title of Signet (Print or Type)  Title of Signet (Print or Type)

THE ISSUER.

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)