

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Crestwood Equity Partners LP  
Form 10-Q  
November 04, 2016  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
<sup>x</sup> 1934

For the quarterly period ended September 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from                      to                      .

(Exact name of registrant as specified in its charter)	Commission file number	State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)
Crestwood Equity Partners LP	001-34664	Delaware	43-1918951
Crestwood Midstream Partners LP	001-35377	Delaware	20-1647837

700 Louisiana Street, Suite 2550                      77002  
Houston, Texas  
(Address of principal executive offices) (Zip code)  
(832) 519-2200  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Crestwood Equity Partners LP      Yes  No   
Crestwood Midstream Partners LP    Yes  No

(Explanatory Note: Crestwood Midstream Partners LP is currently a voluntary filer and is not subject to the filing requirements of the Securities Exchange Act of 1934. Although not subject to these filing requirements, Crestwood Midstream Partners LP has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months.)

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Crestwood Equity Partners LP      Yes  No   
Crestwood Midstream Partners LP    Yes  No

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Crestwood Equity Partners LP	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>
Crestwood Midstream Partners LP	Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company
	<input type="radio"/>	<input type="radio"/>	<input checked="" type="radio"/>	<input type="radio"/>

---

Table of Contents

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Crestwood Equity Partners LP      Yes  No

Crestwood Midstream Partners LP    Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date (October 28, 2016)

Crestwood Equity Partners LP      69,062,914

Crestwood Midstream Partners LP    None

Crestwood Midstream Partners LP, as a wholly-owned subsidiary of a reporting company, meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this report with the reduced disclosure format as permitted by such instruction.

---

Table of Contents

CRESTWOOD EQUITY PARTNERS LP  
 CRESTWOOD MIDSTREAM PARTNERS LP  
 INDEX TO FORM 10-Q

	Page
<u>Part I – Financial Information</u>	
<u>Item 1. Financial Statements (Unaudited):</u>	
<u>Crestwood Equity Partners LP</u>	
<u>Consolidated Balance Sheets</u>	4
<u>Consolidated Statements of Operations</u>	5
<u>Consolidated Statements of Comprehensive Income</u>	7
<u>Consolidated Statement of Partners’ Capital</u>	8
<u>Consolidated Statements of Cash Flows</u>	9
<u>Crestwood Midstream Partners LP</u>	
<u>Consolidated Balance Sheets</u>	10
<u>Consolidated Statements of Operations</u>	11
<u>Consolidated Statement of Partners’ Capital</u>	13
<u>Consolidated Statements of Cash Flows</u>	14
<u>Notes to Consolidated Financial Statements</u>	15
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	44
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	59
<u>Item 4. Controls and Procedures</u>	59
<u>Part II – Other Information</u>	
<u>Item 1. Legal Proceedings</u>	60
<u>Item 1A. Risk Factors</u>	60
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	60
<u>Item 3. Defaults Upon Senior Securities</u>	60

<u>Item 4. Mine Safety Disclosures</u>	<u>60</u>
<u>Item 5. Other Information</u>	<u>60</u>
<u>Item 6. Exhibits</u>	<u>61</u>
<u>Signature</u>	<u>63</u>

Table of Contents

## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

## CRESTWOOD EQUITY PARTNERS LP

## CONSOLIDATED BALANCE SHEETS

(in millions, except unit information)

	September 30, 2016	December 31, 2015
	(unaudited)	
Assets		
Current assets:		
Cash	\$ 1.0	\$ 0.5
Accounts receivable	224.3	236.5
Inventory	61.8	44.5
Assets from price risk management activities	10.4	32.6
Assets held for sale	55.0	—
Prepaid expenses and other current assets	5.1	21.7
Total current assets	357.6	335.8
Property, plant and equipment	2,548.6	3,747.7
Less: accumulated depreciation and depletion	424.4	436.9
Property, plant and equipment, net	2,124.2	3,310.8
Intangible assets	946.8	975.8
Less: accumulated amortization	240.8	206.6
Intangible assets, net	706.0	769.2
Goodwill	249.5	1,085.5
Investment in unconsolidated affiliates (Note 4)	1,099.2	254.3
Other assets	7.7	7.2
Total assets	\$ 4,544.2	\$ 5,762.8
Liabilities and partners' capital		
Current liabilities:		
Accounts payable	\$ 149.6	\$ 144.1
Accrued expenses and other liabilities (Note 3)	113.5	105.6
Liabilities from price risk management activities	14.2	7.4
Current portion of long-term debt (Note 7)	0.9	1.1
Total current liabilities	278.2	258.2
Long-term debt, less current portion (Note 7)	1,576.7	2,501.8
Other long-term liabilities	38.6	47.5
Deferred income taxes	7.5	8.4
Commitments and contingencies (Note 10)		
Partners' capital (Note 9):		
Crestwood Equity Partners LP partners' capital (69,480,556 and 68,555,305 common and subordinated units issued and outstanding at September 30, 2016 and December 31, 2015)	1,900.7	2,227.6
Preferred units (65,029,388 and 60,718,245 units issued and outstanding at September 30, 2016 and December 31, 2015)	552.4	535.8
Total Crestwood Equity Partners LP partners' capital	2,453.1	2,763.4
Interest of non-controlling partners in subsidiaries	190.1	183.5
Total partners' capital	2,643.2	2,946.9

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Total liabilities and partners' capital	\$ 4,544.2	\$ 5,762.8
See accompanying notes.		

4

---

Table of ContentsCRESTWOOD EQUITY PARTNERS LP  
CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions, except unit and per unit data)

(unaudited)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2016	
	2015	2016	2015	2016
Revenues:				
Product revenues:				
Gathering and processing	\$206.1	\$275.3	\$567.7	\$799.5
Marketing, supply and logistics	271.3	179.3	735.2	653.0
	477.4	454.6	1,302.9	1,452.5
Services revenues:				
Gathering and processing	72.5	79.4	217.9	250.2
Storage and transportation	18.3	65.0	131.5	201.1
Marketing, supply and logistics	18.7	30.8	71.1	96.9
Related party (Note 11)	0.7	0.9	2.1	3.0
	110.2	176.1	422.6	551.2
Total revenues	587.6	630.7	1,725.5	2,003.7
Costs of product/services sold (exclusive of items shown separately below):				
Product costs:				
Gathering and processing	221.1	275.4	618.4	818.9
Marketing, supply and logistics	229.1	149.2	605.1	538.5
Related party (Note 11)	5.0	7.2	13.7	23.2
	455.2	431.8	1,237.2	1,380.6
Service costs:				
Gathering and processing	—	0.2	0.1	0.5
Storage and transportation	0.1	5.2	4.9	15.8
Marketing, supply and logistics	11.4	12.0	37.9	41.5
	11.5	17.4	42.9	57.8
Total costs of products/services sold	466.7	449.2	1,280.1	1,438.4
Expenses:				
Operations and maintenance	33.1	49.3	119.9	143.8
General and administrative	18.3	32.8	70.2	90.9
Depreciation, amortization and accretion	50.3	75.5	177.0	224.5
	101.7	157.6	367.1	459.2
Other operating expenses:				
Loss on long-lived assets, net	(2.1 )	(2.3 )	(34.8 )	(3.9 )
Goodwill impairment	—	(609.9 )	(109.7 )	(890.9 )
Operating income (loss)	17.1	(588.3 )	(66.2 )	(788.7 )



Table of Contents

CRESTWOOD EQUITY PARTNERS LP  
CONSOLIDATED STATEMENTS OF OPERATIONS (continued)  
(in millions, except unit and per unit data)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Earnings from unconsolidated affiliates, net	13.4	2.8	26.1	11.2
Interest and debt expense, net	(27.5 )	(35.7 )	(97.9 )	(104.7 )
Gain (loss) on modification/extinguishment of debt	—	(2.7 )	10.0	(19.8 )
Other income, net	0.2	0.2	0.4	0.5
Income (loss) before income taxes	3.2	(623.7 )	(127.6 )	(901.5 )
(Provision) benefit for income taxes	(0.2 )	0.3	(0.2 )	0.2
Net income (loss)	3.0	(623.4 )	(127.8 )	(901.3 )
Net income (loss) attributable to non-controlling partners	6.1	(396.5 )	18.0	(642.7 )
Net loss attributable to Crestwood Equity Partners LP	(3.1 )	(226.9 )	(145.8 )	(258.6 )
Net income attributable to preferred units	6.9	—	16.6	—
Net loss attributable to partners	\$(10.0)	\$(226.9)	\$(162.4)	\$(258.6)
Subordinated unitholders' interest in net loss	\$—	\$(5.4 )	\$—	\$(6.1 )
Common unitholders' interest in net loss	\$(10.0)	\$(221.5)	\$(162.4)	\$(252.5)
Net loss per limited partner unit:				
Basic	\$(0.14)	\$(11.78)	\$(2.35 )	\$(13.65)
Diluted	\$(0.14)	\$(11.76)	\$(2.35 )	\$(13.68)
Weighted-average limited partners' units outstanding (in thousands):				
Basic	69,050	18,834	69,002	18,468
Dilutive units	—	439	—	439
Diluted	69,050	19,273	69,002	18,907

See accompanying notes.

Table of ContentsCRESTWOOD EQUITY PARTNERS LP  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

(unaudited)

	Three Months		Nine Months	
	Ended		Ended	
	September 30,	September 30,	September 30,	September 30,
	2016	2015	2016	2015
Net income (loss)	\$3.0	\$(623.4)	\$(127.8)	\$(901.3)
Change in fair value of Suburban Propane Partners, L.P. units	—	(1.0 )	1.3	(1.4 )
Comprehensive income (loss)	3.0	(624.4 )	(126.5 )	(902.7 )
Comprehensive income (loss) attributable to non-controlling interest	6.1	(396.5 )	18.0	(642.7 )
Comprehensive loss attributable to Crestwood Equity Partners LP	\$(3.1)	\$(227.9)	\$(144.5)	\$(260.0)

See accompanying notes.

Table of ContentsCRESTWOOD EQUITY PARTNERS LP  
CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL

(in millions)

(unaudited)

	Preferred Units	Preferred Capital	Partners Common Units	Partners Subordinated Units	Partners Capital	Non-Controlling Partners	Total Partners' Capital
Balance at December 31, 2015	60.7	\$535.8	68.2	0.4	\$2,227.6	\$ 183.5	\$ 2,946.9
Distributions to partners	4.3	—	—	—	(178.4 )	(11.4 )	(189.8 )
Unit-based compensation charges	—	—	0.9	—	13.4	—	13.4
Taxes paid for unit-based compensation vesting	—	—	—	—	(0.8 )	—	(0.8 )
Change in fair value of Suburban units	—	—	—	—	1.3	—	1.3
Net income (loss)	—	16.6	—	—	(162.4 )	18.0	(127.8 )
Balance at September 30, 2016	65.0	\$552.4	69.1	0.4	\$1,900.7	\$ 190.1	\$ 2,643.2

See accompanying notes.

Table of ContentsCRESTWOOD EQUITY PARTNERS LP  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(unaudited)

	Nine Months Ended September 30,	
	2016	2015
Operating activities		
Net loss	\$(127.8)	\$(901.3)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, amortization and accretion	177.0	224.5
Amortization of debt-related deferred costs, discounts and premiums	5.1	6.6
Market adjustment on interest rate swaps	—	(0.5 )
Unit-based compensation charges	13.4	15.6
Loss on long-lived assets, net	34.8	3.9
Goodwill impairment	109.7	890.9
(Gain) loss on modification/extinguishment of debt	(10.0 )	19.8
Earnings from unconsolidated affiliates, net, adjusted for cash distributions received	(3.9 )	(1.6 )
Deferred income taxes	(0.9 )	(2.5 )
Other	0.3	0.6
Changes in operating assets and liabilities	46.8	45.6
Net cash provided by operating activities	244.5	301.6
Investing activities		
Purchases of property, plant and equipment	(79.3 )	(122.8 )
Investment in unconsolidated affiliates	(6.2 )	(40.0 )
Capital distributions from unconsolidated affiliates	9.2	4.4
Net proceeds from sale of assets	943.1	2.9
Net cash provided by (used in) investing activities	866.8	(155.5 )
Financing activities		
Proceeds from the issuance of long-term debt	1,364.0	3,470.5
Principal payments on long-term debt	(2,279.4)	(3,330.0)
Payments on capital leases	(1.5 )	(1.6 )
Payments for debt-related deferred costs	(3.4 )	(17.3 )
Financing fees paid for early debt redemption	—	(13.6 )
Distributions to partners	(178.4 )	(77.2 )
Distributions paid to non-controlling partners	(11.4 )	(230.5 )
Net proceeds from the issuance of Crestwood Midstream Partners LP Class A preferred units	—	58.8
Taxes paid for unit-based compensation vesting	(0.8 )	(3.8 )
Other	0.1	(1.2 )
Net cash used in financing activities	(1,110.8)	(145.9 )
Net change in cash	0.5	0.2
Cash at beginning of period	0.5	8.8
Cash at end of period	\$1.0	\$9.0
Supplemental schedule of noncash investing and financing activities		
Net change to property, plant and equipment through accounts payable and accrued expenses	\$(9.4 )	\$(19.3 )
See accompanying notes.		



Table of Contents

CRESTWOOD MIDSTREAM PARTNERS LP  
CONSOLIDATED BALANCE SHEETS  
(in millions)

	September 30, 2016	December 31, 2015
	(unaudited)	
Assets		
Current assets:		
Cash	\$ 0.5	\$ 0.1
Accounts receivable	223.2	236.5
Inventory	61.8	44.5
Assets from price risk management activities	10.4	32.6
Assets held for sale	55.0	—
Prepaid expenses and other current assets	5.1	19.9
Total current assets	356.0	333.6
Property, plant and equipment	2,878.7	4,077.7
Less: accumulated depreciation and depletion	550.2	552.0
Property, plant and equipment, net	2,328.5	3,525.7
Intangible assets	930.3	959.3
Less: accumulated amortization	229.6	197.9
Intangible assets, net	700.7	761.4
Goodwill	249.5	1,085.5
Investment in unconsolidated affiliates (Note 4)	1,099.2	254.3
Other assets	2.9	3.1
Total assets	\$ 4,736.8	\$ 5,963.6
Liabilities and partners' capital		
Current liabilities:		
Accounts payable	\$ 147.1	\$ 141.4
Accrued expenses and other liabilities (Note 3)	111.9	103.3
Liabilities from price risk management activities	14.2	7.4
Current portion of long-term debt (Note 7)	0.9	0.9
Total current liabilities	274.1	253.0
Long-term debt, less current portion (Note 7)	1,576.7	2,501.8
Other long-term liabilities	34.5	43.3
Deferred income taxes	0.7	0.4
Commitments and contingencies (Note 10)		
Partners' capital (Note 9):		
Partners' capital	2,660.7	2,981.6
Interest of non-controlling partners in subsidiary	190.1	183.5
Total partners' capital	2,850.8	3,165.1
Total liabilities and partners' capital	\$ 4,736.8	\$ 5,963.6

See accompanying notes.



Table of ContentsCRESTWOOD MIDSTREAM PARTNERS LP  
CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions)

(unaudited)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2016	
	2015	2016	2015	2016
Revenues:				
Product revenues:				
Gathering and processing	\$206.1	\$275.3	\$567.7	\$799.5
Marketing, supply and logistics	271.3	179.3	735.2	653.0
	477.4	454.6	1,302.9	1,452.5
Service revenues:				
Gathering and processing	72.5	79.4	217.9	250.2
Storage and transportation	18.3	65.0	131.5	201.1
Marketing, supply and logistics	18.7	30.8	71.1	96.9
Related party (Note 11)	0.7	0.9	2.1	3.0
	110.2	176.1	422.6	551.2
Total revenues	587.6	630.7	1,725.5	2,003.7
Costs of product/services sold (exclusive of items shown separately below):				
Product costs:				
Gathering and processing	221.1	275.4	618.4	818.9
Marketing, supply and logistics	229.1	149.2	605.1	538.5
Related party (Note 11)	5.0	7.2	13.7	23.2
	455.2	431.8	1,237.2	1,380.6
Service costs:				
Gathering and processing	—	0.2	0.1	0.5
Storage and transportation	0.1	5.2	4.9	15.8
Marketing, supply and logistics	11.4	12.0	37.9	41.5
	11.5	17.4	42.9	57.8
Total costs of product/services sold	466.7	449.2	1,280.1	1,438.4
Expenses:				
Operations and maintenance	33.6	48.8	116.7	143.3
General and administrative	17.3	29.2	67.5	82.1
Depreciation, amortization and accretion	53.2	70.0	185.2	208.3
	104.1	148.0	369.4	433.7
Other operating expenses:				
Loss on long-lived assets, net	(2.1 )	(2.3 )	(34.8 )	(3.8 )
Goodwill impairment	—	(609.9 )	(109.7 )	(678.5 )
Operating income (loss)	14.7	(578.7 )	(68.5 )	(550.7 )



Table of Contents

CRESTWOOD MIDSTREAM PARTNERS LP  
 CONSOLIDATED STATEMENTS OF OPERATIONS (continued)  
 (in millions)  
 (unaudited)

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Earnings from unconsolidated affiliates, net	13.4	2.8	26.1	11.2
Interest and debt expense, net	(27.5)	(32.6)	(97.9)	(95.1)
Gain (loss) on modification/extinguishment of debt	—	(1.8)	10.0	(18.9)
Income (loss) before income taxes	0.6	(610.3)	(130.3)	(653.5)
(Provision) benefit for income taxes	—	0.1	—	(0.4)
Net income (loss)	0.6	(610.2)	(130.3)	(653.9)
Net income attributable to non-controlling partners	6.1	5.9	18.0	17.2
Net loss attributable to Crestwood Midstream Partners LP	(5.5)	(616.1)	(148.3)	(671.1)
Net income attributable to Class A preferred units	—	6.4	—	23.1
Net loss attributable to partners	\$(5.5)	\$(622.5)	\$(148.3)	\$(694.2)

See accompanying notes.

Table of ContentsCRESTWOOD MIDSTREAM PARTNERS LP  
CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL

(in millions)

(unaudited)

	Partners	Non-Controlling Partners	Total Partners' Capital
Balance at December 31, 2015	\$2,981.6	\$ 183.5	\$ 3,165.1
Distributions to partners	(185.0 )	(11.4 )	(196.4 )
Unit-based compensation charges	13.4	—	13.4
Taxes paid for unit-based compensation vesting	(0.8 )	—	(0.8 )
Other	(0.2 )	—	(0.2 )
Net income (loss)	(148.3 )	18.0	(130.3 )
Balance at September 30, 2016	\$2,660.7	\$ 190.1	\$ 2,850.8

See accompanying notes.

Table of ContentsCRESTWOOD MIDSTREAM PARTNERS LP  
CONSOLIDATED STATEMENTS OF CASH FLOWS(in millions)  
(unaudited)

	Nine Months Ended September 30,	
	2016	2015
Operating activities		
Net loss	\$(130.3)	\$(653.9)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, amortization and accretion	185.2	208.3
Amortization of debt-related deferred costs and premiums	5.1	5.9
Unit-based compensation charges	13.4	14.0
Goodwill impairment	109.7	678.5
Loss on long-lived assets	34.8	3.8
(Gain) loss on modification/extinguishment of debt	(10.0 )	18.9
Earnings from unconsolidated affiliates, net, adjusted for cash distributions received	(3.9 )	(1.6 )
Deferred income taxes	0.2	0.2
Other	0.3	0.6
Changes in operating assets and liabilities	46.3	55.9
Net cash provided by operating activities	250.8	330.6
Investing activities		
Purchases of property, plant and equipment	(79.3 )	(122.8 )
Investment in unconsolidated affiliates	(6.2 )	(39.8 )
Capital distributions from unconsolidated affiliates	9.2	4.4
Net proceeds from sale of assets	943.1	2.9
Net cash provided by (used in) investing activities	866.8	(155.3 )
Financing activities		
Proceeds from the issuance of long-term debt	1,364.0	2,698.8
Principal payments on long-term debt	(2,279.2)	(2,187.9)
Payments on capital leases	(1.5 )	(1.6 )
Payments for debt-related deferred costs	(3.4 )	(17.3 )
Financing fees paid for early debt redemption	—	(13.6 )
Distributions to partners	(185.0 )	(710.0 )
Distributions paid to non-controlling partners	(11.4 )	(7.6 )
Net proceeds from the issuance of Class A preferred units	—	58.8
Taxes paid for unit-based compensation vesting	(0.8 )	(2.1 )
Other	0.1	(0.2 )
Net cash used in financing activities	(1,117.2)	(182.7 )
Net change in cash	0.4	(7.4 )
Cash at beginning of period	0.1	7.6
Cash at end of period	\$0.5	\$0.2
Supplemental schedule of non-cash investing and financing activities		
Net change to property, plant and equipment through accounts payable and accrued expenses	\$(9.4 )	\$(19.3 )

See accompanying notes.



Table of Contents

CRESTWOOD EQUITY PARTNERS LP  
CRESTWOOD MIDSTREAM PARTNERS LP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

Note 1 – Organization and Business Description

The accompanying notes to the consolidated financial statements apply to Crestwood Equity Partners LP and Crestwood Midstream Partners LP, unless otherwise indicated. References in this report to “we,” “us,” “our,” “ours,” “our company,” the “partnership,” the “Company,” “Crestwood Equity,” “CEQP,” and similar terms refer to either Crestwood Equity Partners LP itself or Crestwood Equity Partners LP and its consolidated subsidiaries, as the context requires. Unless otherwise indicated, references to “Crestwood Midstream” and “CMLP” refer to Crestwood Midstream Partners LP and its consolidated subsidiaries.

The accompanying consolidated financial statements and related notes should be read in conjunction with our 2015 Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on February 29, 2016. The financial information as of September 30, 2016, and for the three and nine months ended September 30, 2016 and 2015, is unaudited. The consolidated balance sheets as of December 31, 2015, were derived from the audited balance sheets filed in our 2015 Annual Report on Form 10-K.

Organization

Crestwood Equity is a publicly-traded (NYSE: CEQP) Delaware limited partnership that develops, acquires, owns or controls, and operates primarily fee-based assets and operations within the energy midstream sector. We provide broad-ranging infrastructure solutions across the value chain to service premier liquids-rich natural gas and crude oil shale plays across the United States. We own and operate a diversified portfolio of crude oil and natural gas gathering, processing, storage and transportation assets and connect fundamental energy supply with energy demand across North America. Crestwood Equity is a holding company and all of its consolidated operating assets are owned by or through its wholly-owned subsidiary, Crestwood Midstream, a Delaware limited partnership.

Note 2 – Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) and include the accounts of all consolidated subsidiaries after the elimination of all intercompany accounts and transactions. In management’s opinion, all necessary adjustments to fairly present our results of operations, financial position and cash flows for the periods presented have been made and all such adjustments are of a normal and recurring nature. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been omitted pursuant to the rules and regulations of the SEC.

Significant Accounting Policies

There were no material changes in our significant accounting policies from those described in our 2015 Annual Report on Form 10-K. Below is an update of certain of our accounting policies.

## Principles of Consolidation

We consolidate entities when we have the ability to control or direct the operating and financial decisions of the entity or when we have a significant interest in the entity that give us the ability to direct the activities that are significant to that entity. The determination to consolidate or apply the equity method of accounting to an entity can also require us to evaluate whether the entity is considered a variable interest entity. This evaluation, along with the determination of our ability to control, direct or exert significant influence over an entity involves the use of judgment. We apply the equity method of accounting where we can exert significant influence over, but do not control or direct the policies, decisions or activities of an entity. We use the cost method of accounting where we are unable to exert significant influence over the entity.

In April 2016, our wholly-owned subsidiary, Crestwood Pipeline and Storage Northeast LLC (Crestwood Northeast) and Con Edison Gas Pipeline and Storage Northeast, LLC (CEGP), a wholly-owned subsidiary of Consolidated Edison, Inc. (Con Edison), entered into a definitive agreement to form a joint venture, Stagecoach Gas Services LLC (Stagecoach Gas), to own

## Table of Contents

and further develop our existing natural gas pipeline and storage business located in southern New York and northern Pennsylvania (the NE S&T assets) and our 37.5 mile intrastate natural gas pipeline located in New York which is owned by Crestwood Pipeline East LLC (Pipeline East). On June 3, 2016, we contributed to Stagecoach Gas the entities owning the NE S&T assets, CEGP contributed \$945 million to Stagecoach Gas in exchange for a 50% equity interest in Stagecoach Gas, and Stagecoach Gas distributed to Crestwood Northeast the net cash proceeds received from CEGP. Our NE S&T assets were previously included in our storage and transportation segment.

Effective June 3, 2016, we deconsolidated the NE S&T assets as a result of the contribution of these assets to Stagecoach Gas as described above and began accounting for our 50% equity interest in Stagecoach Gas under the equity method of accounting and recorded our Pipeline East assets as assets held for sale as of June 30, 2016. See Notes 3 and 4 for a further discussion of our investment in Stagecoach Gas and our assets held for sale. The deconsolidation of our NE S&T assets resulted in a decrease of \$1,094.6 million in property, plant and equipment, net, \$8.5 million of intangible assets, net and \$10.9 million of other assets and liabilities, net as of June 3, 2016. For a discussion of decreases in goodwill associated with the joint venture transactions, see "Goodwill" below.

### Property, Plant and Equipment

Property, plant and equipment is recorded at its original cost of construction or, upon acquisition, at the fair value of the assets acquired. The accounting predecessor of Crestwood Equity acquired the accounting predecessor of Crestwood Midstream in October 2010, and accordingly recorded its acquisition of Crestwood Midstream's property, plant and equipment related to its gathering and processing assets in the Barnett Shale at fair value on that date. The resulting increase to Crestwood Midstream's property, plant and equipment was not pushed down by Crestwood Equity to Crestwood Midstream's balance sheet, as permitted by GAAP.

We evaluate our long-lived assets for impairment whenever events or changes in circumstances indicate that the amount of an asset may not be recoverable. If such events or changes in circumstances are present, a loss is recognized if the carrying value of the asset is in excess of the sum of the undiscounted cash flows expected to result from the use of the asset and its eventual disposition. During the fourth quarter of 2015, Crestwood Equity recorded a \$354.4 million impairment of its property, plant and equipment related to its gathering and processing assets in the Barnett Shale. Crestwood Midstream did not record an impairment of its property, plant and equipment related to its gathering and processing assets in the Barnett Shale as the sum of the undiscounted cash flows expected to result from the use of the assets and their eventual disposition exceeded the carrying value of the property, plant and equipment by over 30%. As a result, Crestwood Midstream's property, plant and equipment exceeds Crestwood Equity's property, plant and equipment related to its gathering and processing assets in the Barnett Shale as of September 30, 2016 and December 31, 2015.

### Assets Held for Sale

We classify assets (or groups of assets) to be disposed of as held for sale when specific criteria have been met. Assets classified as held for sale are recorded at the lower of the carrying value or the estimated fair value less cost to sell of those assets. We cease depreciation and amortization of the assets in the period they are considered held for sale.

### Goodwill

Our goodwill represents the excess of the amount we paid for a business over the fair value of the net identifiable assets acquired. We evaluate goodwill for impairment annually on December 31, and whenever events indicate that it is more likely than not that the fair value of a reporting unit could be less than its carrying amount. This evaluation requires us to compare the fair value of each of our reporting units to its carrying value (including goodwill). If the

fair value exceeds the carrying amount, goodwill of the reporting unit is not considered impaired.

We estimate the fair value of our reporting units based on a number of factors, including discount rates, projected cash flows, and the potential value we would receive if we sold the reporting unit. We also compare the total fair value of our reporting units to our overall enterprise value, which considers the market value for our common and preferred units. Estimating projected cash flows requires us to make certain assumptions as it relates to the future operating performance of each of our reporting units (which includes assumptions, among others, about estimating future operating margins and related future growth in those margins, contracting efforts and the cost and timing of facility expansions) and assumptions related to our customers, such as their future capital and operating plans and their financial condition. When considering operating performance, various factors are considered such as current and changing economic conditions and the commodity price environment, among others. Due to the imprecise nature of these projections and assumptions, actual results can and often do, differ from our estimates. If



Table of Contents

the assumptions embodied in the projections prove inaccurate, we could incur a future impairment charge. In addition, the use of the income approach to determine the fair value of our reporting units (see further discussion of the use of the income approach below) could result in a different fair value if we had utilized a market approach, or a combination thereof.

We acquired substantially all of our reporting units in 2013, 2012 and 2011, which required us to record the assets, liabilities and goodwill of each of those reporting units at fair value on the date they were acquired. As a result, any level of decrease in the forecasted cash flows of these businesses or increases in the discount rates utilized to value those businesses from their respective acquisition dates would likely result in the fair value of the reporting unit falling below the carrying value of the reporting unit, and could result in an assessment of whether that reporting unit's goodwill is impaired.

Commodity prices have declined since 2014, and that decline has adversely impacted forecasted cash flows, discount rates and stock/unit prices for most companies in the midstream industry, including us. In particular, due to the significant, sustained decrease in the market price of our common units during the first quarter of 2016, we evaluated the carrying value of our reporting units and determined it was more likely than not that the goodwill associated with several of our reporting units was impaired as of March 31, 2016. As a result of further analysis of the fair value of our reporting units, we recorded goodwill impairments on several of our reporting units during the first quarter of 2016. Since March 31, 2016, the market price of our common units improved and, as such, we did not record any additional goodwill impairments during the second and third quarters of 2016.

The following table summarizes the goodwill of our various reporting units at September 30, 2016 (in millions).

	Goodwill at December 31, 2015	Goodwill during the Three Months Ended March 31, 2016	Impact of Deconsolidation of NE S&T Assets during the Three Months Ended June 30, 2016	Goodwill at September 30, 2016
Gathering and Processing				
Marcellus	\$ 8.6	\$ 8.6	\$ —	\$ —
Arrow	45.9	—	—	45.9
Storage and Transportation				
Northeast Storage and Transportation	726.3	—	726.3	—
COLT	44.9	13.7	—	31.2
Marketing, Supply and Logistics				
Supply and Logistics	167.2	65.5	—	101.7
Storage and Terminals	50.5	14.1	—	36.4
US Salt	12.6	—	—	12.6
Trucking	29.5	7.8	—	21.7
Total	\$ 1,085.5	\$ 109.7	\$ 726.3	\$ 249.5

The goodwill impairments recorded during the first quarter of 2016 primarily resulted from increasing the discount rates utilized in determining the fair value of the reporting units for certain of those reporting units considering the significant, sustained decrease in the market price of our common units and the continued decrease in commodity prices and its impact on the midstream industry and our customers. Our COLT, Supply and Logistics, Storage and

Terminals and Trucking reporting units also experienced impairments during 2015 based on the impact that the prolonged low commodity price environment was expected to have on the demand for future services provided by these operations. Despite increases in the operating results of these reporting units from 2013 to 2015, we revised our cash flow forecasts for these operations at December 31, 2015 in light of our view at the time that these operations would not grow as fast or as significantly in the future as originally forecasted in 2013 when the assets were acquired.

The remaining goodwill related to these reporting units represented the fair value of the goodwill, which is a Level 3 fair value measurement. We utilized the income approach to determine the fair value of our reporting units given the limited availability of comparable market-based transactions as of March 31, 2016 and December 31, 2015, and we utilized discount rates ranging

Table of Contents

from 10% to 19% in applying the income approach to determine the fair value of our reporting units with goodwill as of March 31, 2016.

The following table summarizes the goodwill impairments recorded during the three and nine months ended September 30, 2015 (in millions).

	Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
Gathering and Processing		
Fayetteville	\$ 39.1	\$ 47.4
Storage and Transportation		
COLT	348.0	348.0
Marketing, Supply and Logistics		
West Coast	57.5	85.9
Trucking	147.3	147.3
Watkins Glen	18.0	49.9
Total Crestwood Midstream	\$ 609.9	\$ 678.5
Barnett (Gathering and Processing)	—	212.4
Total Crestwood Equity	\$ 609.9	\$ 890.9

The impairment of the Fayetteville, COLT, West Coast and Trucking goodwill primarily resulted from increasing the discount rate utilized in determining the fair value of the reporting units, considering the decrease in commodity prices and its impact on the midstream industry and Crestwood Midstream's customers in those areas. The impairment of the Watkins Glen goodwill primarily resulted from increasing the discount rate utilized in determining the fair value of the reporting unit and delays and uncertainties in the permitting of the proposed storage facility.

In addition to the goodwill impairments recorded by Crestwood Midstream as reflected in the table above, Crestwood Equity recorded a goodwill impairment of its Barnett reporting unit of approximately \$212.4 million during the three months ended June 30, 2015. The impairment primarily resulted from increasing the discount rate utilized in determining the fair value of the reporting unit, considering the actions of its primary customer in the Barnett Shale, Quicksilver, related to its filing for protection under Chapter 11 of the U.S. Bankruptcy Code in March 2015.

#### Deferred Financing Costs

Deferred financing costs represent costs associated with obtaining long-term financing and are amortized over the term of the related debt using a method which approximates the effective interest method and has a weighted average life of six years. Effective January 1, 2016, we adopted the provisions of Accounting Standards Update (ASU) 2015-03, Interest - Imputation of Interest (Subtopic 835-30), which requires us to classify our net deferred financing costs of \$35.9 million and \$40.9 million as a reduction of long-term debt on our consolidated balance sheets at September 30, 2016 and December 31, 2015. Such costs were previously reflected as intangible assets on our consolidated balance sheets.

#### New Accounting Pronouncements Issued But Not Yet Adopted

## Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

As of September 30, 2016, the following accounting standards had not yet been adopted by us:

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09, Revenue from Contracts with Customers, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance. We expect to adopt the provisions of this standard effective January 1, 2018 and are currently evaluating the method by which we will adopt the standard and the impact that this standard will have on our consolidated financial statements.

Table of Contents

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which revises the accounting for leases by requiring certain leases to be recognized as assets and liabilities on the balance sheet, and requiring companies to disclose additional information about their leasing arrangements. We expect to adopt the provisions of this standard effective January 1, 2019 and are currently evaluating the impact that this standard will have on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting, which simplifies several aspects of the accounting for share-based payment award transactions, including the classification of awards as either equity or liabilities and presentation on the statement of cash flows. We expect to adopt the provisions of this standard effective January 1, 2017 and are currently evaluating the impact that this standard may have on our consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which clarifies how certain cash receipts and cash payments are presented and classified in the statement of cash flows. We expect to adopt the provisions of this standard effective January 1, 2018 and are currently evaluating the impact that this standard may have on our consolidated financial statements.

## Note 3 – Certain Balance Sheet Information

## Assets Held for Sale

In conjunction with the contribution agreement related to Stagecoach Gas, we agreed to contribute our wholly-owned subsidiary, Pipeline East, to Stagecoach Gas, CEGP has agreed to contribute approximately \$30 million to Stagecoach Gas, and Stagecoach Gas will distribute to us the net cash proceeds received from CEGP. We classified the property, plant and equipment and goodwill to be contributed to Stagecoach Gas as assets held for sale on our consolidated balance sheet at their fair value at September 30, 2016. The fair value is based on the consideration to be received from the contribution of Pipeline East to Stagecoach Gas and the forecasted discounted cash flows to be received from our investment in Stagecoach Gas, which is a Level 3 fair value measurement. The sale is contingent upon New York State regulatory approval and satisfaction of certain other closing conditions, which we believe is probable at September 30, 2016.

## Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consisted of the following at September 30, 2016 and December 31, 2015 (in millions):

	CEQP		CMLP	
	September 30, 2016	December 31, 2015	September 30, 2016	December 31, 2015
Accrued expenses	\$36.8	\$ 46.4	\$35.3	\$ 44.1
Accrued property taxes	6.7	4.8	6.7	4.8
Accrued product purchases payable	5.2	1.5	5.2	1.5
Taxes payable	0.3	0.5	0.2	0.5
Interest payable	32.8	26.2	32.8	26.2
Accrued additions to property, plant and equipment	2.6	10.4	2.6	10.4
Capital leases	1.5	1.6	1.5	1.6

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Deferred revenue	27.6	14.2	27.6	14.2
Total accrued expenses and other liabilities	\$113.5	\$ 105.6	\$111.9	\$ 103.3

Note 4 - Investments in Unconsolidated Affiliates

Stagecoach Gas Services LLC. In April 2016, Crestwood Northeast and CEGP entered into a definitive agreement to form the Stagecoach JV to own and further develop our NE S&T assets. Pursuant to the contribution agreement, we contributed to Stagecoach Gas the entities owning the NE S&T assets, CEGP contributed \$945 million to Stagecoach Gas in exchange for a 50% equity interest in Stagecoach Gas, and Stagecoach Gas distributed to Crestwood Northeast the cash proceeds received (net of approximately \$3 million of cash transferred to the joint venture) from CEGP. Effective June 3, 2016, we deconsolidated the

Table of Contents

NE S&T assets as a result of this transaction and began accounting for our 50% equity interest in Stagecoach Gas under the equity method of accounting. We reflected our investment in Stagecoach Gas at \$844 million, which represented the fair value of our proportionate share of the assets at June 3, 2016 and is based on the forecasted discounted cash flows of the investment (which is a Level 3 fair value measurement). We recognized a loss on the deconsolidation of the NE S&T assets of approximately \$32.9 million. See our 2015 Annual Report on Form 10-K for a description of our NE S&T assets.

Net Investments and Earnings

Our net investments in and earnings from our unconsolidated affiliates are as follows (in millions, unless otherwise stated):

	Ownership Percentage		Investment		Earnings (Loss) from Unconsolidated Affiliates			
	September 30, 2016		September 30, 2016	December 31, 2015	Three Months Ended September 30,		Nine Months Ended September 30,	
			2016	2015	2016	2015	2016	2015
Stagecoach Gas Services LLC <sup>(1)</sup>	50.00	%	\$849.4	\$ —	\$6.8	\$—	\$9.1	\$—
Jackalope Gas Gathering Services, L.L.C. <sup>(2)</sup>	50.00	% <sup>(3)</sup>	199.7	202.4	5.5	2.0	16.5	5.6
Tres Palacios Holdings LLC <sup>(4)</sup>	50.01	%	35.4	36.8	0.8	0.6	(0.7 )	2.1
Powder River Basin Industrial Complex, LLC <sup>(5)</sup>	50.01	%	14.7	15.1	0.3	0.2	1.2	3.5
Total			\$1,099.2	\$ 254.3	\$13.4	\$2.8	\$26.1	\$11.2

As of September 30, 2016, our equity in the underlying net assets of Stagecoach Gas exceeded our investment (1) balance by approximately \$51.0 million. This excess amount is entirely attributable to goodwill and, as such, is not subject to amortization. Our Stagecoach Gas investment is included in our storage and transportation segment.

As of September 30, 2016, our equity in the underlying net assets of Jackalope Gas Gathering Services, L.L.C. (Jackalope) exceeded our investment balance by approximately \$0.8 million. We amortize this amount over 20 years, which represents the life of Jackalope's gathering agreement with Chesapeake Energy Corporation

(2) (Chesapeake), and we reflect the amortization as an increase in our earnings from unconsolidated affiliates. We recorded amortization of less than \$0.1 million for both the three and nine months ended September 30, 2016 and \$0.8 million and \$2.3 million for the three and nine months ended September 30, 2015. Our Jackalope investment is included in our gathering and processing segment.

(3) Excludes non-controlling interests related to our investment in Jackalope. See Note 9 for a further discussion of our non-controlling interest related to our investment in Jackalope.

As of September 30, 2016, our equity in the underlying net assets of Tres Palacios Holdings LLC (Tres Holdings) exceeded our investment balance by approximately \$28.2 million. We amortize this amount over the life of the Tres Palacios Gas Storage LLC (Tres Palacios) sublease agreement, and we reflect the amortization as an increase (4) in our earnings from unconsolidated affiliates. We recorded amortization of \$0.3 million for the three months ended September 30, 2016 and 2015, and \$0.9 million for the nine months ended September 30, 2016 and 2015. Our Tres Holdings investment is included in our storage and transportation segment.

(5) As of September 30, 2016, our equity in the underlying net assets of Powder River Basin Industrial Complex, LLC (PRBIC) exceeded our investment balance by approximately \$22.2 million. We amortize a portion of this amount over the life of PRBIC's property, plant and equipment and its agreement with Chesapeake, and we reflect the amortization as an increase in our earnings from unconsolidated affiliates. Approximately \$10.6 million of this excess amount relates to goodwill and, as such, is not subject to amortization. We recorded amortization of approximately \$0.4 million and \$1.2 million for the three and nine months ended September 30, 2016. During the

three months ended June 30, 2015, we recorded additional equity earnings of approximately \$3.2 million related to a gain associated with the adjustment of our member's capital account by our equity investee. Our PRBIC investment is included in our storage and transportation segment.

#### Distributions and Contributions

Stagecoach Gas. Stagecoach Gas is required, within 30 days following the end of each quarter, to distribute 65% and 35% of its available cash (as defined in its limited liability company agreement) to CEGP and us, respectively. Because our ownership and distribution percentages differ, we determine the equity earnings from Stagecoach Gas using the Hypothetical Liquidation at Book Value (HLBV) method. Under the HLBV method, a calculation is prepared at each balance sheet date to determine the amount that we would receive if Stagecoach Gas were to liquidate all of its assets, as valued in accordance with GAAP, and distribute that cash to the members. The difference between the calculated liquidation distribution amounts at the beginning and the end of the reporting period, after adjusting for capital contributions and distributions, is our share of the earnings or losses from the equity investment for the period, which approximates how earnings are allocated under the terms of the limited liability company agreement. During the three months ended September 30, 2016, we received a cash distribution of approximately \$3.7 million from Stagecoach Gas. In October 2016, we received a cash distribution of approximately \$12.3 million from Stagecoach Gas.



Table of Contents

Jackalope. Jackalope is required, within 30 days following the end of each quarter, to make quarterly distributions of its available cash to its members based on their respective ownership percentage. During the nine months ended September 30, 2016 and 2015, we received cash distributions of approximately \$19.9 million and \$8.7 million from Jackalope. During the nine months ended September 30, 2016 and 2015, we contributed approximately \$0.7 million and \$25.4 million to Jackalope.

Tres Holdings. Tres Holdings is required, within 30 days following the end of each quarter, to make quarterly distributions of its available cash (as defined in its limited liability company agreement) to its members based on their respective ownership percentage. During the nine months ended September 30, 2016 and 2015, we received cash distributions of approximately \$6.2 million and \$4.0 million from Tres Holdings. In October 2016, we received a cash distribution of approximately \$2.3 million from Tres Holdings. During the nine months ended September 30, 2016 and 2015, we contributed approximately \$5.5 million and \$5.7 million to Tres Holdings.

PRBIC. PRBIC is required to make quarterly distributions of its available cash to its members based on their respective ownership percentage. During the nine months ended September 30, 2016 and 2015, we received cash distributions of approximately \$1.6 million and \$1.3 million from PRBIC. In October 2016, we received a cash distribution of approximately \$0.4 million from PRBIC. During the nine months ended September 30, 2015, we contributed approximately \$8.7 million to PRBIC.

Note 5 – Risk Management

We are exposed to certain market risks related to our ongoing business operations. These risks include exposure to changing commodity prices. We utilize derivative instruments to manage our exposure to fluctuations in commodity prices, which is discussed below. Additional information related to our derivatives is discussed in Note 6.

Commodity Derivative Instruments and Price Risk Management

Risk Management Activities

We sell NGLs and crude oil to energy related businesses and may use a variety of financial and other instruments including forward contracts involving physical delivery of NGLs, heating oil and crude oil. We periodically enter into offsetting positions to economically hedge against the exposure our customer contracts create. Certain of these contracts and positions are derivative instruments. We do not designate any of our commodity-based derivatives as hedging instruments for accounting purposes. Our commodity-based derivatives are reflected at fair value in the consolidated balance sheets, and changes in the fair value of these derivatives that impact the consolidated statements of operations are reflected in costs of product/services sold. During the three and nine months ended September 30, 2016, the impact to the statement of operations related to our commodity-based derivatives reflected in costs of product/services sold was a gain of \$2.1 million and \$4.1 million. During the three and nine months ended September 30, 2015, the impact to the statement of operations related to our commodity-based derivatives reflected in costs of product/services sold was a gain of \$5.7 million and \$11.0 million. We attempt to balance our contractual portfolio in terms of notional amounts and timing of performance and delivery obligations. This balance in the contractual portfolio significantly reduces the volatility in costs of product/services sold related to these instruments.

Commodity Price and Credit Risk

Notional Amounts and Terms

## Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

The notional amounts and terms of our derivative financial instruments include the following at September 30, 2016 and December 31, 2015 (in millions):

	September 30, 2016		December 31, 2015	
	Fixed Price	Fixed Price	Fixed Price	Fixed Price
	Payor	Receiver	Payor	Receiver
Propane, crude and heating oil (barrels)	15.9	18.0	9.1	10.9

Notional amounts reflect the volume of transactions, but do not represent the amounts exchanged by the parties to the financial instruments. Accordingly, notional amounts do not reflect our monetary exposure to market or credit risks.

## Table of Contents

All contracts subject to price risk had a maturity of 31 months or less; however, 84% of the contracted volumes will be delivered or settled within 12 months.

### Credit Risk

Inherent in our contractual portfolio are certain credit risks. Credit risk is the risk of loss from nonperformance by suppliers, customers or financial counterparties to a contract. We take an active role in managing credit risk and have established control procedures, which are reviewed on an ongoing basis. We attempt to minimize credit risk exposure through credit policies and periodic monitoring procedures as well as through customer deposits, letters of credit and entering into netting agreements that allow for offsetting counterparty receivable and payable balances for certain financial transactions, as deemed appropriate. The counterparties associated with our assets from price risk management activities are energy marketers and propane retailers, resellers and dealers.

Certain of our derivative instruments have credit limits that require us to post collateral. The amount of collateral required to be posted is a function of the net liability position of the derivative as well as our established credit limit with the respective counterparty. If our credit rating were to change, the counterparties could require us to post additional collateral. The amount of additional collateral that would be required to be posted would vary depending on the extent of change in our credit rating as well as the requirements of the individual counterparty. The aggregate fair value of all commodity derivative instruments with credit-risk-related contingent features that were in a liability position at September 30, 2016 and December 31, 2015 was \$6.3 million and \$3.3 million. At September 30, 2016 and December 31, 2015, we posted less than \$0.1 million of collateral for our commodity derivative instruments with credit-risk-related contingent features. In addition, at September 30, 2016 and December 31, 2015, we had a New York Mercantile Exchange (NYMEX) related net derivative asset position of \$9.4 million and a NYMEX related net derivative liability position of \$20.8 million, for which we posted \$6.6 million and \$26.7 million of cash collateral in the normal course of business. At September 30, 2016 and December 31, 2015, we also received collateral of \$6.7 million and \$16.8 million in the normal course of business. All collateral amounts have been netted against the asset or liability with the respective counterparty and are reflected in our consolidated balance sheets as assets and liabilities from price risk management activities.

### Note 6 – Fair Value Measurements

The accounting standards for fair value measurement establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy are as follows:

Level 1—Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, listed equities and US government treasury securities.

Level 2—Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from

observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as over the counter (OTC) forwards, options and physical exchanges.

Level 3—Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

#### Cash and Cash Equivalents, Accounts Receivable and Accounts Payable

As of September 30, 2016 and December 31, 2015, the carrying amounts of cash, accounts receivable and accounts payable represent fair value based on the short-term nature of these instruments.

Table of Contents

## Credit Facility

The fair value of the amount outstanding under our CMLP credit facility approximates its carrying amount as of September 30, 2016 and December 31, 2015, due primarily to the variable nature of the interest rate of the instrument, which is considered a Level 2 fair value measurement.

## Senior Notes

We estimate the fair value of our senior notes primarily based on quoted market prices for the same or similar issuances (representing a Level 2 fair value measurement). The following table reflects the carrying value and fair value of our CMLP senior notes (in millions):

	September 30, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Crestwood Midstream 2020 Senior Notes	\$340.7	\$341.1	\$503.3	\$382.3
Crestwood Midstream 2022 Senior Notes	\$436.4	\$436.2	\$600.0	\$437.4
Crestwood Midstream 2023 Senior Notes	\$700.0	\$710.0	\$700.0	\$491.8

## Financial Assets and Liabilities

As of September 30, 2016 and December 31, 2015, we held certain assets and liabilities that are required to be measured at fair value on a recurring basis, which include our derivative instruments related to heating oil, crude oil, and NGLs. Our derivative instruments consist of forwards, swaps, futures, physical exchanges and options.

Certain of our derivative instruments are traded on the NYMEX. These instruments have been categorized as Level 1.

Our derivative instruments also include OTC contracts, which are not traded on a public exchange. The fair values of these derivative instruments are determined based on inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. These instruments have been categorized as Level 2.

Our OTC options are valued based on the Black Scholes option pricing model that considers time value and volatility of the underlying commodity. The inputs utilized in the model are based on publicly available information as well as broker quotes. These options have been categorized as Level 2.

Our financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

Table of Contents

The following tables set forth by level within the fair value hierarchy, our financial instruments that were accounted for at fair value on a recurring basis at September 30, 2016 and December 31, 2015 (in millions):

September 30, 2016

Fair Value of Derivatives

	Level 1	Level 2	Level 3	Gross Fair Value	Contract Netting <sup>(1)</sup>	Collateral/Margin Received or Paid	Recorded in Balance Sheet
<b>Assets</b>							
Assets from price risk management	\$ 1.1	\$ 55.7	\$ —	—\$ 56.8	\$ (40.9 )	\$ (5.5 )	\$ 10.4
Suburban Propane Partners, L.P. units <sup>(2)</sup>	4.7	—	—	4.7	—	—	4.7
Total assets at fair value	\$ 5.8	\$ 55.7	\$ —	—\$ 61.5	\$ (40.9 )	\$ (5.5 )	\$ 15.1
<b>Liabilities</b>							
Liabilities from price risk management	\$ 1.2	\$ 50.0	\$ —	—\$ 51.2	\$ (40.9 )	\$ 3.9	\$ 14.2
Total liabilities at fair value	\$ 1.2	\$ 50.0	\$ —	—\$ 51.2	\$ (40.9 )	\$ 3.9	\$ 14.2

December 31, 2015

Fair Value of Derivatives

	Level 1	Level 2	Level 3	Gross Fair Value	Contract Netting <sup>(1)</sup>	Collateral/Margin Received or Paid	Recorded in Balance Sheet
<b>Assets</b>							
Assets from price risk management	\$ 0.5	\$ 57.8	\$ —	—\$ 58.3	\$ (13.7 )	\$ (12.0 )	\$ 32.6
Suburban Propane Partners, L.P. units <sup>(2)</sup>	3.4	—	—	3.4	—	—	3.4
Total assets at fair value	\$ 3.9	\$ 57.8	\$ —	—\$ 61.7	\$ (13.7 )	\$ (12.0 )	\$ 36.0
<b>Liabilities</b>							
Liabilities from price risk management	\$ 0.2	\$ 41.3	\$ —	—\$ 41.5	\$ (13.7 )	\$ (20.4 )	\$ 7.4
Total liabilities at fair value	\$ 0.2	\$ 41.3	\$ —	—\$ 41.5	\$ (13.7 )	\$ (20.4 )	\$ 7.4

(1) Amounts represent the impact of legally enforceable master netting agreements that allow us to settle positive and negative positions as well as cash collateral held or placed with the same counterparties.

(2) Amount is reflected in other assets on CEQP's consolidated balance sheets.

Table of Contents

## Note 7 – Long-Term Debt

Long-term debt consisted of the following at September 30, 2016 and December 31, 2015 (in millions):

	September 30, 2016	December 31, 2015
Credit Facility	\$ 132.6	\$ 735.0
2020 Senior Notes	338.8	500.0
Fair value adjustment of 2020 Senior Notes	1.9	3.3
2022 Senior Notes	436.4	600.0
2023 Senior Notes	700.0	700.0
Other	3.8	5.3
Less: deferred financing costs, net	35.9	40.9
Total Crestwood Midstream debt	1,577.6	2,502.7
Other	—	0.2
Total Crestwood Equity debt	1,577.6	2,502.9
Less: current portion	0.9	1.1
Total long-term debt, less current portion	\$ 1,576.7	\$ 2,501.8

## Crestwood Midstream Credit Facility

In conjunction with the contribution agreement with CEGP, Crestwood Midstream amended its credit facility during the second quarter of 2016 to, among other things, (i) facilitate the closing of the joint venture and make investments in the joint venture thereafter, and (ii) implement our liability management plan with the net cash proceeds received from Stagecoach Gas, including the repurchase of Crestwood Midstream's senior notes with the borrowings under its credit facility.

At September 30, 2016, Crestwood Midstream had \$586.6 million of available capacity under its credit facility considering the most restrictive debt covenants in its credit agreement. At September 30, 2016 and December 31, 2015, Crestwood Midstream's outstanding standby letters of credit were \$65.1 million and \$62.2 million. Borrowings under the CMLP credit facility accrue interest at prime or Eurodollar based rates plus applicable spreads, which resulted in interest rates between 2.77% and 4.75% at September 30, 2016 and 2.70% and 5.00% at December 31, 2015. The weighted-average interest rate as of September 30, 2016 and December 31, 2015 was 2.88% and 2.70%.

Crestwood Midstream is required under its credit agreement to maintain a net debt to consolidated EBITDA ratio (as defined in its credit agreement) of not more than 5.50 to 1.0, a consolidated EBITDA to consolidated interest expense ratio (as defined in its credit agreement) of not less than 2.50 to 1.0, and a senior secured leverage ratio (as defined in its credit agreement) of not more than 3.75 to 1.0. At September 30, 2016, the net debt to consolidated EBITDA was approximately 4.03 to 1.0, the consolidated EBITDA to consolidated interest expense was approximately 3.76 to 1.0, and the senior secured leverage ratio was 0.33 to 1.0.

## Crestwood Midstream Senior Notes

In June 2016, Crestwood Midstream paid approximately \$312.9 million to purchase and cancel approximately \$161.2 million and \$163.6 million of the principal amounts outstanding under its 2020 Senior Notes and 2022 Senior Notes, respectively, utilizing a portion of the proceeds received from Stagecoach Gas, as further discussed in Note 2.

Crestwood Midstream recognized a gain on extinguishment of debt of approximately \$10.0 million in conjunction with the early tender of these notes. Crestwood Midstream also paid \$4.5 million and \$2.6 million of accrued interest on the 2020 Senior Notes and 2022 Senior Notes, respectively, on the date they were tendered.

In March 2016, Crestwood Midstream filed a registration statement with the SEC under which it plans to offer to exchange \$700.0 million of its 6.25% 2023 Senior Notes for any and all outstanding notes. The exchange offer was declared effective by the SEC on June 15, 2016 and closed on July 13, 2016. The terms of the exchange notes are substantially identical to the terms of the 2023 Senior Notes, except that the exchange notes are freely tradable. Crestwood Midstream issued the 2023 Senior Notes in March 2015. The net proceeds from the original offering of approximately \$688.3 million were used to pay down borrowings under Crestwood Midstream's credit facility and for general partnership purposes.



Table of Contents

At September 30, 2016, Crestwood Midstream was in compliance with all of its debt covenants applicable to the CMLP credit facility and its senior notes.

## Note 8 - Earnings Per Limited Partner Unit

Our net income (loss) attributable to Crestwood Equity Partners is allocated to the subordinated and limited partner unitholders based on their ownership percentage after giving effect to net income attributable to the Class A preferred units. We calculate basic net income per limited partner unit using the two-class method. Diluted net income per limited partner unit is computed using the treasury stock method, which considers the impact to net income attributable to Crestwood Equity Partners and limited partner units from the potential issuance of limited partner units.

We exclude potentially dilutive securities from the determination of diluted earnings per unit (as well as their related income statement impacts) when their impact on net income attributable to Crestwood Equity Partners per limited partner unit is anti-dilutive. During the three and nine months ended September 30, 2016, we excluded a weighted-average of 6,502,907 and 6,358,626 common units (representing preferred units), a weighted-average of 8,669,633 common units in both periods (representing Crestwood Niobrara's preferred units), and a weighted-average of 438,789 common units in both periods (representing subordinated units). During the three and nine months ended September 30, 2015, we excluded a weighted-average of 64,506 and 21,738 common units (representing preferred units), and a weighted-average of 78,968 and 26,612 common units (representing Crestwood Niobrara's preferred units). See Note 9 for additional information regarding the potential conversion of our preferred units and Crestwood Niobrara's preferred units to common units.

## Note 9 – Partners' Capital

In May 2015, CEQP, Crestwood Midstream and certain of their affiliates entered into a definitive agreement under which Crestwood Midstream would merge with a wholly-owned subsidiary of CEQP, with Crestwood Midstream surviving as a wholly-owned subsidiary of CEQP (the Simplification Merger). The Simplification Merger closed on September 30, 2015.

## Distributions

## Crestwood Equity

Limited Partners. A summary of CEQP's limited partner quarterly cash distributions for the nine months ended September 30, 2016 and 2015 is presented below:

Record Date	Payment Date	Per Unit Rate	Cash Distributions (in millions)
2016			
February 5, 2016	February 12, 2016	\$1.375	\$ 95.6
May 6, 2016	May 13, 2016	0.60	41.4
August 5, 2016	August 12, 2016	0.60	41.4
			\$ 178.4
2015			
February 6, 2015	February 13, 2015	\$1.375	\$ 25.8
May 8, 2015	May 15, 2015	1.375	25.7

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

August 7, 2015	August 14, 2015	1.375	25.7
			\$ 77.2

On October 20, 2016, we declared a distribution of \$0.60 per limited partner unit to be paid on November 14, 2016, to unitholders of record on November 7, 2016 with respect to the third quarter of 2016.

Preferred Unit Holders. In conjunction with the closing of the Simplification Merger, the CMLP Class A Preferred Units were exchanged for new preferred units of the Company (the Preferred Units) with substantially similar terms and conditions to those of the CMLP Preferred Units. We are required to make quarterly distributions to our preferred unitholders. During the nine months ended September 30, 2016, we issued 4,311,143 Preferred Units to our preferred unitholders in lieu of paying cash

26

---

Table of Contents

distributions of \$39.3 million. On October 20, 2016, the board of directors of our general partner authorized the issuance of 1,504,027 Preferred Units to our preferred unit holders for the quarter ended September 30, 2016 in lieu of paying a cash distribution of \$13.7 million.

On June 9, 2016, Crestwood Equity filed a shelf registration statement with the SEC under which holders of the Preferred Units may sell the common units into which the Preferred Units are convertible. The registration statement became effective on June 15, 2016. Crestwood Equity registered 7,290,552 common units under the registration statement.

## Crestwood Midstream

Prior to the Simplification Merger, the Company indirectly owned a non-economic general partnership interest in Crestwood Midstream and 100% of its incentive distribution rights (IDRs). Crestwood Midstream was also a publicly-traded limited partnership with common units listed on the NYSE. However, as a result of Crestwood Midstream's completion of the Simplification Merger on September 30, 2015, its common units ceased to be listed on the NYSE, the IDRs were eliminated and Crestwood Midstream became a wholly-owned subsidiary of the Company.

On September 30, 2015, Crestwood Midstream made a distribution of approximately \$378.3 million to Crestwood Equity for purposes of repaying (or, if applicable, satisfying and discharging) substantially all of its outstanding indebtedness. The distribution was funded with borrowings under the CMLP Credit Facility.

During the nine months ended September 30, 2016 and 2015, Crestwood Midstream paid cash distributions of \$185.0 million and \$77.4 million to Crestwood Equity. During the nine months ended September 30, 2015, Crestwood Midstream paid a cash distribution to its general partner (representing IDRs and distributions related to common units held by the general partner) of approximately \$31.4 million.

Limited Partners. The following table presents quarterly cash distributions paid to Crestwood Midstream's limited partners (excluding distributions paid to its general partner on its common units held) during the nine months ended September 30, 2015.

Record Date	Payment Date	Per Unit Rate	Cash Distributions (in millions)
February 6, 2015	February 13, 2015	\$0.41	\$ 74.3
May 8, 2015	May 15, 2015	0.41	74.3
August 7, 2015	August 14, 2015	0.41	74.3
			\$ 222.9

## Non-Controlling Partners

## Crestwood Midstream Class A Preferred Units

Prior to the completion of the Simplification Merger, in August 2015, Crestwood Midstream issued \$60.0 million of its Class A Preferred Units for net proceeds of approximately \$58.8 million after deducting transaction fees and offering expenses. In conjunction with the closing of the Simplification Merger, the CMLP Class A Preferred Units were exchanged for new preferred units of Crestwood Equity. Prior to the Simplification Merger, Crestwood Equity classified the CMLP Class A Preferred Units as a component of Interest of Non-Controlling Partners on its consolidated balance sheet.

Crestwood Niobrara Preferred Interest

Crestwood Niobrara issued a preferred interest to a subsidiary of General Electric Capital Corporation and GE Structured Finance, Inc. (collectively, GE) in conjunction with the acquisition of its investment in Jackalope, which is reflected as non-controlling interest in our consolidated financial statements.

Table of Contents

## Net Income (Loss) Attributable to Non-Controlling Partners

The components of net income (loss) attributable to non-controlling partners for the three and nine months ended September 30, 2016 and 2015, are as follows (in millions):

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
	2016	2015	2016	2015
Crestwood Niobrara preferred interests	\$6.1	\$5.9	\$18.0	\$17.2
CMLP net income attributable to non-controlling partners	6.1	5.9	18.0	17.2
Crestwood Midstream limited partner interests	—	(408.8 )	—	(683.0 )
Crestwood Midstream Class A preferred units	—	6.4	—	23.1
CEQP net income (loss) attributable to non-controlling partners	\$6.1	\$(396.5)	\$18.0	\$(642.7)

## Distributions to Non-Controlling Partners

Crestwood Midstream Limited Partners. As discussed above, Crestwood Midstream paid cash distributions to its limited partners (excluding distributions to its general partner and distributions on the limited partner units that were owned by Crestwood Equity) of \$222.9 million during the nine months ended September 30, 2015.

Crestwood Midstream Class A Preferred Unit Holders. During the nine months ended September 30, 2015, Crestwood Midstream issued 1,271,935 Class A Preferred Units to its preferred unit holders in lieu of paying cash distributions of \$25.6 million.

Crestwood Niobrara Preferred Unit Holders. During the nine months ended September 30, 2016 and 2015, Crestwood Niobrara paid cash distributions of \$11.4 million and \$7.6 million to GE. In October 2016, Crestwood Niobrara paid a cash distribution of \$3.8 million to GE for the quarter ended September 30, 2016.

## Note 10 – Commitments and Contingencies

## Legal Proceedings

Simplification Merger Lawsuits. On May 20, 2015, Lawrence G. Farber, a purported unitholder of Crestwood Midstream, filed a complaint in the Southern District of the United States, Houston Division, as a putative class action on behalf of Crestwood Midstream's unitholders, entitled Lawrence G. Farber, individually and on behalf of all others similarly situated v. Crestwood Midstream Partners LP, Crestwood Midstream GP LLC, Robert G. Phillips, Alvin Bledsoe, Michael G. France, Philip D. Gettig, Warren H. Gfellar, David Lumpkins, John J. Sherman, David Wood, Crestwood Equity Partners LP, Crestwood Equity GP LLC, CEQP ST Sub LLC, MGP GP, LLC, Crestwood Midstream Holdings LP, and Crestwood Gas Services GP LLC. This complaint alleges, among other things, that Crestwood Midstream's general partner breached its fiduciary duties, certain individual defendants breached their fiduciary duties of loyalty and due care, and that other defendants aided and abetted such breaches.

On July 21, 2015, Isaac Aron, another purported unitholder of Crestwood Midstream, filed a complaint in the Southern District of the United States, Houston Division, as a putative class action on behalf of Crestwood Midstream's unitholders, entitled Isaac Aron, individually and on behalf of all others similarly situated vs. Robert G. Phillips, Alvin Bledsoe, Michael G. France, Philip D. Getting, Warren H. Gfeller, David Lumpkins, John J. Sherman, David Wood, Crestwood Midstream Partners, LP Crestwood Midstream Holdings LP, Crestwood Midstream GP

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

LLC, Crestwood Gas Services GP, LLC, Crestwood Equity Partners LP, Crestwood Equity GP LLC, CEQP ST Sub LLC and MGP GP, LLC. The complaint alleges, among other things, that Crestwood Midstream's general partner and certain individual defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 by filing an alleged incomplete and misleading Form S-4 Registration Statement with the SEC.

## Table of Contents

On August 12, 2015, the defendants filed a motion to consolidate the Farber and Aron cases, which the court granted on September 4, 2015. Farber subsequently dismissed his claims against all the defendants on September 16, 2015. Aron filed a motion for temporary restraining order and requested an expedited preliminary injunction hearing, which had been scheduled for September 23, 2015. On September 22, 2015, however, the parties entered into a memorandum of understanding (MOU) with respect to a proposed settlement of the Aron lawsuit. The settlement contemplated by the MOU is subject to a number of conditions, including notice to the class, limited confirmatory discovery and final court approval of the settlement. In October 2016, the court approved the settlement. The settlement did not have a material impact to our consolidated financial statements.

**Property Taxes.** Tres Palacios filed several lawsuits in Matagorda County for tax years 2011, 2012 and 2013 alleging that the Matagorda County Appraisal District (MCAD) assessed taxable value above the fair market value and on an unequal and non-uniform basis compared to other properties. In conjunction with its sale of Tres Palacios to Tres Holdings, Crestwood Equity retained liability for certain tax matters, including these lawsuits. In January 2015, Crestwood Equity received a refund related to the 2011 tax year at the conclusion of the litigation related to that tax year. For the 2012 and 2013 tax years, the MCAD asserted a taxable value that would result in property taxes of approximately \$7 million for each of those years, while Tres Palacios asserted a taxable value that would result in property taxes of less than \$2 million in each year. Tres Palacios paid approximately \$8.6 million to Matagorda County in total for those two tax years. A bench trial was held in October 2015 related to the 2012 and 2013 tax years. In June 2016, the court issued a final judgment on the 2012 and 2013 property tax years which resulted in Crestwood Equity recording additional net property taxes (including interest and penalties) of approximately \$2.9 million during the nine months ended September 30, 2016. In September 2016, Crestwood Equity paid an additional \$2.1 million to Matagorda County to settle the litigation related to the 2012 and 2013 tax years.

**General.** We are periodically involved in litigation proceedings. If we determine that a negative outcome is probable and the amount of loss is reasonably estimable, then we accrue the estimated amount. The results of litigation proceedings cannot be predicted with certainty. We could incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations or cash flows in the period in which the amounts are paid and/or accrued. As of September 30, 2016 and December 31, 2015, both CEQP and CMLP had less than \$0.1 million accrued for outstanding legal matters. Based on currently available information, we believe it is remote that future costs related to known contingent liability exposures for which we can estimate will exceed current accruals by an amount that would have a material adverse impact on our consolidated financial statements. As we learn new facts concerning contingencies, we reassess our position both with respect to accrued liabilities and other potential exposures.

Any loss estimates are inherently subjective, based on currently available information, and are subject to management's judgment and various assumptions. Due to the inherently subjective nature of these estimates and the uncertainty and unpredictability surrounding the outcome of legal proceedings, actual results may differ materially from any amounts that have been accrued.

## Regulatory Compliance

In the ordinary course of our business, we are subject to various laws and regulations. In the opinion of our management, compliance with current laws and regulations will not have a material effect on its results of operations, cash flows or financial condition.

## Environmental Compliance

During 2014, we experienced three releases totaling approximately 28,000 barrels of produced water on our Arrow water gathering system located on the Fort Berthold Indian Reservation in North Dakota. We immediately notified the National Response Center, the Three Affiliated Tribes and numerous other regulatory authorities, and thereafter contained and cleaned up the releases completely and placed the impacted segments of these water lines back into service. In May 2015, we experienced a release of approximately 5,200 barrels of produced water on our Arrow water gathering system, immediately notified numerous regulatory authorities and other third parties, and thereafter contained and cleaned up the releases. We will continue our remediation efforts to ensure the impacted lands are restored to their prior state. We believe these releases are insurable events under our policies, and we have notified our carriers of these events. We have not recorded an insurance receivable as of September 30, 2016.

We may potentially be subject to fines and penalties as a result of the water releases. In October 2014, we received data requests from the Environmental Protection Agency (EPA) related to the 2014 water releases and we responded to the requests during the first half of 2015. In April 2015, the EPA issued a Notice of Potential Violation (NOPV) under the Clean Water Act relating to the 2014 water releases. We responded to the NOPV in May 2015, and have commenced settlement discussions with



Table of Contents

the EPA concerning the NOPV. On March 3, 2015, we received a grand jury subpoena from the United States Attorney's Office in Bismarck, North Dakota, seeking documents and information relating to the largest of the three 2014 water releases, and we provided the requested information during the second quarter of 2015. In August 2015, we received a notice of violation from the Three Affiliated Tribes' Environmental Division related to our 2014 produced water releases on the Fort Berthold Indian Reservation. The notice of violation imposes fines and requests reimbursements exceeding \$1.1 million; however, the notice of violation was stayed on September 15, 2015, upon our posting of a performance bond for the amount contemplated by the notice and pending the outcome of ongoing settlement discussions with the regulatory agencies asserting jurisdiction over the 2014 produced water releases. We cannot predict what the outcome of these investigations will be.

Our operations are subject to stringent and complex laws and regulations pertaining to health, safety, and the environment. We are subject to 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 our facilities must incorporate compliance with environmental laws and regulations and safety standards. Failure to comply with these laws and regulations may trigger a variety of administrative, civil and potentially criminal enforcement measures. At September 30, 2016 and December 31, 2015, our accrual of approximately \$2.4 million and \$1.7 million is based on our undiscounted estimate of amounts we will spend on compliance with environmental and other regulations, and any associated fines or penalties. We estimate that our potential liability for reasonably possible outcomes related to our environmental exposures (including the Arrow water releases described above) could range from approximately \$2.4 million to \$4.1 million at September 30, 2016.

Self-Insurance

We utilize third-party insurance subject to varying retention levels of self-insurance, which management considers prudent. Such self-insurance relates to losses and liabilities primarily associated with medical claims, workers' compensation claims and general, product, vehicle and environmental liability. At September 30, 2016 and December 31, 2015, CEQP's self-insurance reserves were \$18.0 million and \$17.2 million. We estimate that \$11.3 million of this balance will be paid subsequent to September 30, 2017. As such, CEQP has classified \$11.3 million in other long-term liabilities on its consolidated balance sheet at September 30, 2016. At September 30, 2016 and December 31, 2015, CMLP's self insurance reserves were \$12.9 million and \$11.4 million. CMLP estimates that \$7.1 million of this balance will be paid subsequent to September 30, 2017. As such, CMLP has classified \$7.1 million in other long-term liabilities on its consolidated balance sheet at September 30, 2016.

Note 11 – Related Party Transactions

CEQP and CMLP enter into transactions with their affiliates within the ordinary course of business and the services are based on the same terms as non-affiliates, including gas gathering and processing services under long-term contracts, product purchases and various operating agreements.

In May 2016, Crestwood Midstream Operations, LLC (Crestwood Midstream Operations), our wholly-owned subsidiary and Stagecoach Gas entered into a management agreement under which Crestwood Midstream Operations will provide the management and operating services required by Stagecoach Gas' facilities. The initial term of the agreement will expire in May 2021, and is automatically extended for three-year periods unless otherwise terminated pursuant to the terms of the agreement. During the three and nine months ended September 30, 2016, we charged Stagecoach Gas \$1.0 million and \$1.3 million under this agreement, which is reflected as operations and maintenance expenses charged by CEQP and CMLP in the table below.



Table of Contents

The following table shows revenues, costs of product/services sold, general and administrative expenses and reimbursements of expenses from our affiliates for the three and nine months ended September 30, 2016 and 2015 (in millions):

	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Gathering and processing revenues at CEQP and CMLP	\$0.7	\$0.9	\$2.1	\$3.0
Gathering and processing costs of product/services sold at CEQP and CMLP <sup>(1)</sup>	\$5.0	\$7.2	\$13.7	\$23.2
Operations and maintenance expenses charged by CEQP and CMLP	\$1.8	\$0.6	\$3.5	\$2.2
General and administrative expenses charged by CEQP to CMLP, net <sup>(2)</sup>	\$2.7	\$14.4	\$9.6	\$46.2
General and administrative expenses at CEQP charged to (from) Crestwood Holdings, net <sup>(3)</sup>	\$(0.5)	\$0.2	\$(0.6)	\$0.4

(1) Represents natural gas purchases from Sabine Oil and Gas Corporation.

Includes \$3.5 million and \$11.9 million of net unit-based compensation charges allocated from CEQP to CMLP for the three and nine months ended September 30, 2016 and \$1.5 million and \$5.9 million for the three and nine months ended September 30, 2015. In addition, prior to the completion of the Simplification

(2) Merger, CEQP allocated general and administrative costs to CMLP. In conjunction with the Simplification Merger, CMLP shares common management, general and administrative and overhead costs with CEQP. During the three and nine months ended September 30, 2016, CMLP allocated \$0.8 million and \$2.3 million of general and administrative costs to CEQP.

(3) Includes \$0.6 million and \$1.5 million unit-based compensation charges allocated from Crestwood Holdings to CEQP and CMLP during the three and nine months ended September 30, 2016.

The following table shows accounts receivable and accounts payable from our affiliates as of September 30, 2016 and December 31, 2015 (in millions):

	CEQP		CMLP	
	September 30, 2016	December 31, 2015	September 30, 2016	December 31, 2015
Accounts receivable	\$ 3.1	\$ 1.7	\$ 3.1	\$ 1.7
Accounts payable	\$ 2.5	\$ 4.0	\$ —	\$ 1.5

Note 12 – Segments

### Financial Information

We have three operating and reportable segments: (i) gathering and processing operations; (ii) storage and transportation operations; and (iii) marketing, supply and logistics operations. Our corporate operations include all general and administrative expenses that are not allocated to our reportable segments. For a further description of our operating and reporting segments, see our 2015 Annual Report on Form 10-K. We assess the performance of our operating segments based on EBITDA, a non-GAAP financial measure, which is defined as income before income taxes, plus debt-related costs (net interest and debt expense and gain or loss on modification/extinguishment of debt) and depreciation, amortization and accretion expense.

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Below is a reconciliation of CEQP's net loss to EBITDA (in millions):

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Net income (loss)	\$3.0	\$(623.4)	\$(127.8)	\$(901.3)
Add:				
Interest and debt expense, net	27.5	35.7	97.9	104.7
(Gain) loss on modification/extinguishment of debt	—	2.7	(10.0)	19.8
Provision (benefit) for income taxes	0.2	(0.3)	0.2	(0.2)
Depreciation, amortization and accretion	50.3	75.5	177.0	224.5
EBITDA	\$81.0	\$(509.8)	\$137.3	\$(552.5)

Table of Contents

The following tables summarize CEQP's reportable segment data for the three and nine months ended September 30, 2016 and 2015 (in millions). Included in earnings from unconsolidated affiliates below was approximately \$8.3 million and \$3.4 million of depreciation and amortization expense and gains (losses) on long-lived assets, net related to our equity investments for the three months ended September 30, 2016 and 2015 and \$15.3 million and \$7.2 million for the nine months ended September 30, 2016 and 2015.

	Three Months Ended September 30, 2016				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$279.3	\$ 18.3	\$ 290.0	\$ —	\$587.6
Intersegment revenues	24.8	1.5	(26.3 )	—	—
Costs of product/services sold	226.1	0.1	240.5	—	466.7
Operations and maintenance expense	17.4	2.5	13.2	—	33.1
General and administrative expense	—	—	—	18.3	18.3
Loss on long-lived assets	(2.0 )	(0.1 )	—	—	(2.1 )
Earnings from unconsolidated affiliates, net	5.5	7.9	—	—	13.4
Other income, net	—	—	—	0.2	0.2
EBITDA	\$64.1	\$ 25.0	\$ 10.0	\$ (18.1 )	\$81.0
Goodwill	\$45.9	\$ 31.2	\$ 172.4	\$ —	\$249.5
Total assets	\$2,378.6	\$ 1,174.0	\$ 963.2	\$ 28.4	\$4,544.2
	Three Months Ended September 30, 2015				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$355.6	\$ 65.0	\$ 210.1	\$ —	\$630.7
Intersegment revenues	10.6	—	(10.6 )	—	—
Costs of product/services sold	282.8	5.2	161.2	—	449.2
Operations and maintenance expense	20.6	10.7	18.0	—	49.3
General and administrative expense	—	—	—	32.8	32.8
Loss on long-lived assets	(0.3 )	(0.9 )	(1.1 )	—	(2.3 )
Goodwill impairment	(39.1 )	(348.0 )	(222.8 )	—	(609.9 )
Earnings from unconsolidated affiliates, net	2.0	0.8	—	—	2.8
Other income, net	—	—	—	0.2	0.2
EBITDA	\$25.4	\$ (299.0 )	\$ (203.6 )	\$ (32.6 )	\$ (509.8)

Table of Contents

	Nine Months Ended September 30, 2016				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$787.7	\$ 131.5	\$ 806.3	\$ —	\$ 1,725.5
Intersegment revenues	75.9	3.0	(78.9 )	—	—
Costs of product/services sold	632.2	4.9	643.0	—	1,280.1
Operations and maintenance expense	56.1	18.2	45.6	—	119.9
General and administrative expense	—	—	—	70.2	70.2
Loss on long-lived assets	(2.0 )	(32.8 )	—	—	(34.8 )
Goodwill impairment	(8.6 )	(13.7 )	(87.4 )	—	(109.7 )
Earnings from unconsolidated affiliates, net	16.5	9.6	—	—	26.1
Other income, net	—	—	—	0.4	0.4
EBITDA	\$181.2	\$ 74.5	\$ (48.6 )	\$ (69.8 )	\$ 137.3
Goodwill	\$45.9	\$ 31.2	\$ 172.4	\$ —	\$ 249.5
Total assets	\$2,378.6	\$ 1,174.0	\$ 963.2	\$ 28.4	\$ 4,544.2

	Nine Months Ended September 30, 2015				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$1,052.7	\$ 201.1	\$ 749.9	\$ —	\$ 2,003.7
Intersegment revenues	54.5	—	(54.5 )	—	—
Costs of product/services sold	842.6	15.8	580.0	—	1,438.4
Operations and maintenance expense	67.0	23.0	53.8	—	143.8
General and administrative expense	—	—	—	90.9	90.9
Goodwill impairment	(259.8 )	(348.0 )	(283.1 )	—	(890.9 )
Loss on long-lived assets	(1.2 )	(1.6 )	(1.1 )	—	(3.9 )
Earnings from unconsolidated affiliates, net	5.6	5.6	—	—	11.2
Other income, net	—	—	—	0.5	0.5
EBITDA	\$(57.8 )	\$( 181.7 )	\$( 222.6 )	\$( 90.4 )	\$( 552.5 )

Below is a reconciliation of CMLP's net loss to EBITDA (in millions):

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Net income (loss)	\$0.6	\$(610.2)	\$(130.3)	\$(653.9)
Add:				
Interest and debt expense, net	27.5	32.6	97.9	95.1
(Gain) loss on modification/extinguishment of debt	—	1.8	(10.0 )	18.9
Provision (benefit) for income taxes	—	(0.1 )	—	0.4
Depreciation, amortization and accretion	53.2	70.0	185.2	208.3
EBITDA	\$81.3	\$(505.9)	\$ 142.8	\$(331.2)

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

The following tables summarize CMLP's reportable segment data for the three and nine months ended September 30, 2016 and 2015 (in millions). Included in earnings from unconsolidated affiliates below was approximately \$8.3 million and \$3.4 million of depreciation and amortization expense and gains (losses) on long-lived assets, net related to our equity investments for the three months ended September 30, 2016 and 2015 and \$15.3 million and \$7.2 million for the nine months ended September 30, 2016 and 2015.

33

---

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Table of Contents

	Three Months Ended September 30, 2016				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$279.3	\$ 18.3	\$ 290.0	\$ —	\$587.6
Intersegment revenues	24.8	1.5	(26.3 )	—	—
Costs of product/services sold	226.1	0.1	240.5	—	466.7
Operations and maintenance expense	17.4	3.0	13.2	—	33.6
General and administrative expense	—	—	—	17.3	17.3
Loss on long-lived assets	(2.0 )	(0.1 )	—	—	(2.1 )
Earnings from unconsolidated affiliates, net	5.5	7.9	—	—	13.4
EBITDA	\$64.1	\$ 24.5	\$ 10.0	\$ (17.3 )	\$81.3
Goodwill	\$45.9	\$ 31.2	\$ 172.4	\$ —	\$249.5
Total assets	\$2,584.4	\$ 1,174.0	\$ 963.2	\$ 15.2	\$4,736.8

	Three Months Ended September 30, 2015				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$355.6	\$ 65.0	\$ 210.1	\$ —	\$630.7
Intersegment revenues	10.6	—	(10.6 )	—	—
Costs of product/services sold	282.8	5.2	161.2	—	449.2
Operations and maintenance expense	20.6	10.2	18.0	—	48.8
General and administrative expense	—	—	—	29.2	29.2
Goodwill impairment	(39.1 )	(348.0 )	(222.8 )	—	(609.9 )
Loss on long-lived assets	(0.3 )	(0.9 )	(1.1 )	—	(2.3 )
Earnings from unconsolidated affiliates, net	2.0	0.8	—	—	2.8
EBITDA	\$25.4	\$ (298.5 )	\$ (203.6 )	\$ (29.2 )	\$ (505.9)

	Nine Months Ended September 30, 2016				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$787.7	\$ 131.5	\$ 806.3	\$ —	\$1,725.5
Intersegment revenues	75.9	3.0	(78.9 )	—	—
Costs of product/services sold	632.2	4.9	643.0	—	1,280.1
Operations and maintenance expense	56.1	15.0	45.6	—	116.7
General and administrative expense	—	—	—	67.5	67.5
Goodwill impairment	(8.6 )	(13.7 )	(87.4 )	—	(109.7 )
Loss on long-lived assets	(2.0 )	(32.8 )	—	—	(34.8 )
Earnings from unconsolidated affiliates, net	16.5	9.6	—	—	26.1
EBITDA	\$181.2	\$ 77.7	\$ (48.6 )	\$ (67.5 )	\$142.8
Goodwill	\$45.9	\$ 31.2	\$ 172.4	\$ —	\$249.5
Total assets	\$2,584.4	\$ 1,174.0	\$ 963.2	\$ 15.2	\$4,736.8





Table of Contents

	Nine Months Ended September 30, 2015				
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Corporate	Total
Revenues	\$1,052.7	\$ 201.1	\$ 749.9	\$ —	\$2,003.7
Intersegment revenues	54.5	—	(54.5 )	—	—
Costs of product/services sold	842.6	15.8	580.0	—	1,438.4
Operations and maintenance expense	67.0	22.5	53.8	—	143.3
General and administrative expense	—	—	—	82.1	82.1
Goodwill impairment	(47.4 )	(348.0 )	(283.1 )	—	(678.5 )
Loss on long-lived assets	(1.2 )	(1.5 )	(1.1 )	—	(3.8 )
Earnings from unconsolidated affiliates, net	5.6	5.6	—	—	11.2
EBITDA	\$154.6	\$ (181.1 )	\$ (222.6 )	\$ (82.1 )	\$ (331.2 )

## Note 13 – Condensed Consolidating Financial Information

Crestwood Midstream is a holding company (Parent) and owns no operating assets and has no significant operations independent of its subsidiaries. Obligations under Crestwood Midstream's senior notes and its credit facility are jointly and severally guaranteed by substantially all of its subsidiaries, except for Crestwood Delaware Basin LLC, Crestwood Niobrara, Crestwood Northeast, PRBIC and Tres Holdings and their respective subsidiaries (collectively, Non-Guarantor Subsidiaries). Crestwood Midstream Finance Corp., the co-issuer of its senior notes, is Crestwood Midstream's 100% owned subsidiary and has no material assets, operations, revenues or cash flows other than those related to its service as co-issuer of the Crestwood Midstream senior notes.

The tables below present condensed consolidating financial statements for Crestwood Midstream as parent on a stand-alone, unconsolidated basis, and Crestwood Midstream's combined guarantor and combined non-guarantor subsidiaries as of September 30, 2016 and December 31, 2015, and for the three and nine months ended September 30, 2016 and 2015. The financial information may not necessarily be indicative of the results of operations, cash flows or financial position had the subsidiaries operated as independent entities.

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Balance Sheet  
September 30, 2016  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current assets:					
Cash	\$0.5	\$ —	\$ —	\$ —	\$ 0.5
Accounts receivable	—	220.5	2.7	—	223.2
Inventory	—	61.8	—	—	61.8
Assets held for sale	—	55.0	—	—	55.0
Other current assets	—	15.5	—	—	15.5
Total current assets	0.5	352.8	2.7	—	356.0
Property, plant and equipment, net	—	2,328.5	—	—	2,328.5
Goodwill and intangible assets, net	—	950.2	—	—	950.2
Investment in consolidated affiliates	4,268.4	—	—	(4,268.4 )	—
Investment in unconsolidated affiliates	—	—	1,099.2	—	1,099.2
Other assets	—	2.9	—	—	2.9
Total assets	\$4,268.9	\$ 3,634.4	\$ 1,101.9	\$ (4,268.4 )	\$ 4,736.8
Liabilities and partners' capital					
Current liabilities:					
Accounts payable	\$—	\$ 147.1	\$ —	\$ —	\$ 147.1
Other current liabilities	33.0	94.0	—	—	127.0
Total current liabilities	33.0	241.1	—	—	274.1
Long-term liabilities:					
Long-term debt, less current portion	1,575.2	1.5	—	—	1,576.7
Other long-term liabilities	—	34.5	—	—	34.5
Deferred income taxes	—	0.7	—	—	0.7
Partners' capital	2,660.7	3,356.6	911.8	(4,268.4 )	2,660.7
Interest of non-controlling partners in subsidiaries	—	—	190.1	—	190.1
Total partners' capital	2,660.7	3,356.6	1,101.9	(4,268.4 )	2,850.8
Total liabilities and partners' capital	\$4,268.9	\$ 3,634.4	\$ 1,101.9	\$ (4,268.4 )	\$ 4,736.8

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Balance Sheet  
December 31, 2015  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Assets					
Current assets:					
Cash	\$0.1	\$ —	\$ —	\$—	\$ 0.1
Accounts receivable	—	236.0	0.5	—	236.5
Inventory	—	44.5	—	—	44.5
Other current assets	—	52.5	—	—	52.5
Total current assets	0.1	333.0	0.5	—	333.6
Property, plant and equipment, net	—	3,525.7	—	—	3,525.7
Goodwill and intangible assets, net	—	1,846.9	—	—	1,846.9
Investment in consolidated affiliates	5,506.8	—	—	(5,506.8 )	—
Investment in unconsolidated affiliates	—	—	254.3	—	254.3
Other assets	—	3.1	—	—	3.1
Total assets	\$5,506.9	\$ 5,708.7	\$ 254.8	\$ (5,506.8 )	\$ 5,963.6
Liabilities and partners' capital					
Current liabilities:					
Accounts payable	\$—	\$ 141.3	\$ 0.1	\$—	\$ 141.4
Other current liabilities	26.4	85.2	—	—	111.6
Total current liabilities	26.4	226.5	0.1	—	253.0
Long-term liabilities:					
Long-term debt, less current portion	2,498.9	2.9	—	—	2,501.8
Other long-term liabilities	—	43.3	—	—	43.3
Deferred income taxes	—	0.4	—	—	0.4
Partners' capital	2,981.6	5,435.6	71.2	(5,506.8 )	2,981.6
Interest of non-controlling partners in subsidiaries	—	—	183.5	—	183.5
Total partners' capital	2,981.6	5,435.6	254.7	(5,506.8 )	3,165.1
Total liabilities and partners' capital	\$5,506.9	\$ 5,708.7	\$ 254.8	\$ (5,506.8 )	\$ 5,963.6

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Operations  
Three Months Ended September 30, 2016  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	\$—	\$ 587.6	\$ —	\$ —	\$ 587.6
Costs of product/services sold	—	466.7	—	—	466.7
Expenses:					
Operations and maintenance	—	33.6	—	—	33.6
General and administrative	13.3	4.0	—	—	17.3
Depreciation, amortization and accretion	—	53.2	—	—	53.2
	13.3	90.8	—	—	104.1
Other operating expense:					
Loss on long-lived assets, net	—	(2.1 )	—	—	(2.1 )
Operating income (loss)	(13.3)	28.0	—	—	14.7
Earnings from unconsolidated affiliates, net	—	—	13.4	—	13.4
Interest and debt expense, net	(27.5)	—	—	—	(27.5 )
Equity in net income (loss) of subsidiary	41.4	—	—	(41.4 )	—
Net income (loss)	0.6	28.0	13.4	(41.4 )	0.6
Net income attributable to non-controlling partners in subsidiaries	—	—	6.1	—	6.1
Net income (loss) attributable to Crestwood Midstream Partners LP	\$0.6	\$ 28.0	\$ 7.3	\$ (41.4 )	\$ (5.5 )

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Operations  
Three Months Ended September 30, 2015  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	\$—	\$ 630.7	\$ —	\$ —	\$ 630.7
Costs of product/services sold	—	449.2	—	—	449.2
Expenses:					
Operations and maintenance	—	48.8	—	—	48.8
General and administrative	21.2	8.0	—	—	29.2
Depreciation, amortization and accretion	0.5	69.5	—	—	70.0
	21.7	126.3	—	—	148.0
Other operating expense:					
Loss on long-lived assets, net	—	(2.3 )	—	—	(2.3 )
Goodwill Impairment	—	(609.9 )	—	—	(609.9 )
Operating loss	(21.7 )	(557.0 )	—	—	(578.7 )
Earnings from unconsolidated affiliates, net	—	—	2.8	—	2.8
Interest and debt expense, net	(32.6 )	—	—	—	(32.6 )
Loss on modification/extinguishment of debt	(1.8 )	—	—	—	(1.8 )
Equity in net income (loss) of subsidiary	(554.1 )	—	—	554.1	—
Income (loss) before income taxes	(610.2 )	(557.0 )	2.8	554.1	(610.3 )
Benefit for income taxes	—	0.1	—	—	0.1
Net income (loss)	(610.2 )	(556.9 )	2.8	554.1	(610.2 )
Net income attributable to non-controlling partners in subsidiaries	—	—	5.9	—	5.9
Net income (loss) attributable to Crestwood Midstream Partners LP	(610.2 )	(556.9 )	(3.1 )	554.1	(616.1 )
Net income attributable to Class A preferred units	6.4	—	—	—	6.4
Net income (loss) attributable to partners	\$(616.6)	\$(556.9 )	\$ (3.1 )	\$ 554.1	\$(622.5 )

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Operations  
Nine Months Ended September 30, 2016  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	\$—	\$ 1,725.5	\$ —	\$ —	\$ 1,725.5
Costs of product/services sold	—	1,280.1	—	—	1,280.1
Expenses:					
Operations and maintenance	—	116.7	—	—	116.7
General and administrative	54.2	13.3	—	—	67.5
Depreciation, amortization and accretion	—	185.2	—	—	185.2
	54.2	315.2	—	—	369.4
Other operating expense:					
Loss on long-lived assets, net	—	(34.8 )	—	—	(34.8 )
Goodwill impairment	—	(109.7 )	—	—	(109.7 )
Operating loss	(54.2 )	(14.3 )	—	—	(68.5 )
Earnings from unconsolidated affiliates, net	—	—	26.1	—	26.1
Interest and debt expense, net	(97.9 )	—	—	—	(97.9 )
Gain on modification/extinguishment of debt	10.0	—	—	—	10.0
Equity in net income (loss) of subsidiary	11.8	—	—	(11.8 )	—
Net income (loss)	(130.3 )	(14.3 )	26.1	(11.8 )	(130.3 )
Net income attributable to non-controlling partners in subsidiaries	—	—	18.0	—	18.0
Net income (loss) attributable to Crestwood Midstream Partners LP	\$(130.3)	\$(14.3 )	\$ 8.1	\$ (11.8 )	\$(148.3 )

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Operations  
Nine Months Ended September 30, 2015  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	\$—	\$ 2,003.7	\$ —	\$ —	\$ 2,003.7
Costs of product/services sold	—	1,438.4	—	—	1,438.4
Expenses:					
Operations and maintenance	—	143.3	—	—	143.3
General and administrative	51.0	31.1	—	—	82.1
Depreciation, amortization and accretion	1.6	206.7	—	—	208.3
	52.6	381.1	—	—	433.7
Other operating expense:					
Loss on long-lived assets, net	—	(3.8 )	—	—	(3.8 )
Goodwill Impairment	—	(678.5 )	—	—	(678.5 )
Operating loss	(52.6 )	(498.1 )	—	—	(550.7 )
Earnings from unconsolidated affiliates, net	—	—	11.2	—	11.2
Interest and debt expense, net	(95.1 )	—	—	—	(95.1 )
Loss on modification/extinguishment of debt	(18.9 )	—	—	—	(18.9 )
Equity in net income (loss) of subsidiary	(487.3 )	—	—	487.3	—
Income (loss) before income taxes	(653.9 )	(498.1 )	11.2	487.3	(653.5 )
Provision for income taxes	—	(0.4 )	—	—	(0.4 )
Net income (loss)	(653.9 )	(498.5 )	11.2	487.3	(653.9 )
Net income attributable to non-controlling partners in subsidiaries	—	—	17.2	—	17.2
Net income (loss) attributable to Crestwood Midstream Partners LP	(653.9 )	(498.5 )	(6.0 )	487.3	(671.1 )
Net income attributable to Class A preferred units	23.1	—	—	—	23.1
Net income (loss) attributable to partners	\$(677.0)	\$(498.5 )	\$ (6.0 )	\$ 487.3	\$(694.2 )



Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Cash Flows  
Nine Months Ended September 30, 2016  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:	\$(140.4)	\$ 371.3	\$ 19.9	\$ —	\$ 250.8
Cash flows from investing activities:					
Purchases of property, plant and equipment	(1.6 )	(77.7 )	—	—	(79.3 )
Investment in unconsolidated affiliates	—	—	(6.2 )	—	(6.2 )
Proceeds from the sale of assets	—	943.1	—	—	943.1
Capital distributions from unconsolidated affiliates	—	—	9.2	—	9.2
Capital distributions from consolidated affiliates	11.5	—	—	(11.5 )	—
Net cash provided by (used in) investing activities	9.9	865.4	3.0	(11.5 )	866.8
Cash flows from financing activities:					
Proceeds from the issuance of long-term debt	1,364.0	—	—	—	1,364.0
Principal payments on long-term debt	(2,278.4)	(0.8 )	—	—	(2,279.2 )
Payments on capital leases	—	(1.5 )	—	—	(1.5 )
Payments for debt-related deferred costs	(3.4 )	—	—	—	(3.4 )
Distributions paid	(185.0 )	—	(11.4 )	—	(196.4 )
Distributions to parent	—	—	(11.5 )	11.5	—
Taxes paid for unit-based compensation vesting	—	(0.8 )	—	—	(0.8 )
Change in intercompany balances	1,233.7	(1,233.7 )	—	—	—
Other	—	0.1	—	—	0.1
Net cash provided by (used in) financing activities	130.9	(1,236.7 )	(22.9 )	11.5	(1,117.2 )
Net change in cash	0.4	—	—	—	0.4
Cash at beginning of period	0.1	—	—	—	0.1
Cash at end of period	\$0.5	\$ —	\$ —	\$ —	\$ 0.5

Table of Contents

Crestwood Midstream Partners LP  
Condensed Consolidating Statement of Cash Flows  
Nine Months Ended September 30, 2015  
(in millions)

	Parent	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows from operating activities:	\$(133.3)	\$ 454.6	\$ 9.3	\$ —	\$ 330.6
Cash flows from investing activities:					
Purchases of property, plant and equipment	(1.0 )	(121.8 )	—	—	(122.8 )
Investment in unconsolidated affiliates	—	—	(39.8 )	—	(39.8 )
Capital distributions from unconsolidated affiliates	—	—	4.4	—	4.4
Proceeds from the sale of assets	—	2.9	—	—	2.9
Capital contributions to consolidated affiliates	(33.7 )	—	—	33.7	—
Net cash provided by (used in) investing activities	(34.7 )	(118.9 )	(35.4 )	33.7	(155.3 )
Cash flows from financing activities:					
Proceeds from the issuance of long-term debt	2,698.8	—	—	—	2,698.8
Principal payments on long-term debt	(2,187.9)	—	—	—	(2,187.9 )
Payments on capital leases	(1.2 )	(0.4 )	—	—	(1.6 )
Payments for debt-related deferred costs	(17.3 )	—	—	—	(17.3 )
Financing fees paid for early debt redemption	(13.6 )	—	—	—	(13.6 )
Distributions paid	(710.0 )	—	(7.6 )	—	(717.6 )
Contributions from parent	—	—	33.7	(33.7 )	—
Net proceeds from issuance of Class A preferred units	58.8	—	—	—	58.8
Taxes paid for unit-based compensation vesting	—	(2.1 )	—	—	(2.1 )
Change in intercompany balances	340.6	(340.6 )	—	—	—
Other	(0.2 )	—	—	—	(0.2 )
Net cash provided by (used in) financing activities	168.0	(343.1 )	26.1	(33.7 )	(182.7 )
Net change in cash	—	(7.4 )	—	—	(7.4 )
Cash at beginning of period	—	7.6	—	—	7.6
Cash at end of period	\$—	\$ 0.2	\$ —	\$ —	\$ 0.2

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Our Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and the accompanying footnotes and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2015 Annual Report on Form 10-K.

This report, including information included or incorporated by reference herein, contains forward-looking statements concerning the financial condition, results of operations, plans, objectives, future performance and business of our company and its subsidiaries. These forward-looking statements include:

statements that are not historical in nature, including, but not limited to: (i) our belief that anticipated cash from operations, cash distributions from entities that we control, and borrowing capacity under our credit facility will be sufficient to meet our anticipated liquidity needs for the foreseeable future; (ii) our belief that we do not have material potential liability in connection with legal proceedings that would have a significant financial impact on our consolidated financial condition, results of operations or cash flows; and (iii) our belief that our assets will continue to benefit from the development of unconventional shale plays as significant supply basins; and

statements preceded by, followed by or that contain forward-looking terminology including the words "believe," "expect," "may," "will," "should," "could," "anticipate," "estimate," "intend" or the negation thereof, or similar expressions.

Forward-looking statements are not guarantees of future performance or results. They involve risks, uncertainties and assumptions. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- our ability to successfully implement our business plan for our assets and operations;
- governmental legislation and regulations;
- industry factors that influence the supply of and demand for crude oil, natural gas and NGLs;
- industry factors that influence the demand for services in the markets (particularly unconventional shale plays) in which we provide services;
- weather conditions;
- the availability of crude oil, natural gas and NGLs, and the price of those commodities, to consumers relative to the price of alternative and competing fuels;
- economic conditions;
- costs or difficulties related to the integration of our existing businesses and acquisitions;
- environmental claims;
- operating hazards and other risks incidental to the provision of midstream services, including gathering, compressing, treating, processing, fractionating, transporting and storing energy products (i.e., crude oil, NGLs and natural gas) and related products (i.e., produced water);
- interest rates;
- the price and availability of debt and equity financing; and
- the ability to sell or monetize assets in the current market, to reduce indebtedness or for other general partnership purposes.

For additional factors that could cause actual results to be materially different from those described in the forward-looking statements, see Part I, Item IA. Risk Factors of our 2015 Annual Report on Form 10-K.

Outlook and Trends

Our business objective is to create long-term value for our stakeholders by maximizing throughput on our assets, expanding our services and exercising prudent control of operating and administrative costs, resulting in stable operating margins and improving cash flows from operations. Our business strategy further depends on our ability to provide increased services to our customers at competitive fees and develop growth projects that can be financed appropriately.

We have positioned the Company to generate consistent results in a low commodity price environment. For example, many of our G&P assets are supported by long-term, core acreage dedications in shale plays that are economic to varying degrees based upon natural gas, NGL and crude oil prices, the availability of midstream infrastructure to flow production to market, and the operational and financial condition of our diverse customer base. We believe the diversity of our asset portfolio, wide range of services provided and extensive customer portfolio, taken together, positions us to be successful in the current market, which

## Table of Contents

has been impacted by prolonged low commodity prices. In addition, a substantial portion of the midstream services we provide to customers in the shale plays are based on fixed fee, take-or-pay or minimum volume commitment agreements that ensure a minimum level of cash flow regardless of actual commodity prices or volumetric throughput.

We continue to focus on executing our strategic plan to substantially de-risk our investment profile and increase our backlog of high-quality growth opportunities around our core assets. As part of our strategic plan, in June 2016, we formed a joint venture with a subsidiary of Con Edison to own and further develop our natural gas storage and transportation operations in the Northeast. We retired with proceeds from the joint venture transaction approximately \$936 million of indebtedness (including approximately \$623 million of borrowings under our credit facility and approximately \$313 million of senior notes), which substantially reduced our financial leverage and improved our liquidity. As one of the largest utilities in the Northeast natural gas demand market, Con Edison offers substantial market insight and commercial expertise that should better position our joint venture to capture incremental growth opportunities in one of our core markets.

In September 2016, we also entered into a long-term agreement with a subsidiary of Royal Dutch Shell plc (SWEPI) to construct, own and operate a natural gas gathering system in SWEPI's operated position in the Delaware Permian. Consistent with our strategy of de-risking investments and raising capital for growth projects on attractive terms, we entered into a joint venture with First Reserve to fund the SWEPI gathering system and other potential growth projects in the play. The Delaware Permian in West Texas continues to emerge as one of the most prolific resource basins in North America. Superior wellhead economics for producers across multiple target drilling horizons creates substantial inventory of future wells to be developed in the coming years, which creates significant midstream growth opportunities for midstream companies like us. Through our existing G&P assets at Willow Lake, the system we will construct for SWEPI and other potential gathering projects for large producers in the area, we are establishing a scalable asset base in the core of the Delaware Permian extending from southern New Mexico down through Loving, Reeves, Ward and Culberson Counties, Texas. We believe that we are positioned well to benefit from the continued build-out of this world-class resource.

In conjunction with these matters, for the third quarter of 2016, Crestwood Equity declared a quarterly distribution of \$0.60 per common unit (or \$2.40 per common unit annually), a 56% reduction of the distribution compared to the fourth quarter of 2015. This distribution reduction increases our ability to further retire indebtedness to strengthen our balance sheet, and to reinvest capital in our business (including expansions and new growth projects).

During the remainder of 2016 and beyond, we will continue to execute on our plan to better position the Company to emerge from this challenging market environment as a stronger, better capitalized company. We will remain focused on reducing capital expenditures, eliminating costs (through increased operating efficiencies and otherwise) and strengthening our balance sheet.

Based on financial results to date, we continue to anticipate that the Company will generate Adjusted EBITDA of \$435 million to \$465 million in 2016. See "How We Evaluate Our Operations" below for our definition of EBITDA and Adjusted EBITDA (non-GAAP measure) and a reconciliation of net income to EBITDA and Adjusted EBITDA.

Through the execution of the strategic efforts described above, we expect to increase the stability and strength of the Company through a continued challenging and competitive market environment, which will position us to achieve our chief business objective to create long-term value for our stakeholders.

## Segment Highlights

Below is a discussion of events that highlight our core business and financing activities.

## Gathering and Processing

Barnett Shale. Our gathering and processing systems were integral to Quicksilver Resources, Inc.'s (Quicksilver) Barnett Shale operations, as a substantial amount of Quicksilver's revenues were derived from the sale of natural gas and natural gas liquids produced from acreage dedicated to us. In March 2015, Quicksilver filed for protection under Chapter 11 of the U.S. Bankruptcy Code. In January 2016, Quicksilver executed an asset purchase agreement with BlueStone Natural Resources II, LLC (BlueStone) for the sale of its U.S. oil and gas assets. On April 6, 2016, Quicksilver closed the sale with BlueStone and in connection with the closing, Quicksilver withdrew its motion to reject its gathering agreements with us. In April 2016, we entered into new 10 year agreements with BlueStone to gather and process natural gas across our Alliance, Lake Arlington and Cowtown systems in the Barnett Shale. Under the terms of these agreements, we will gather and process natural gas for BlueStone under fixed-fee and percent-of-proceeds fee structures, and pursuant to the agreements, BlueStone returned wells previously shut-in by Quicksilver to production in 2016 and will not shut-in or choke back production for economic purposes

## Table of Contents

through the end of 2018. The new agreements with Bluestone are factored into our anticipated 2016 results described in Outlook and Trends above, and we believe the agreements will provide further stability to our investment profile.

Delaware Permian. In September 2016, we entered into a long-term agreement with SWEPI to construct, own and operate a natural gas gathering system in SWEPI's operated position in the Delaware Permian. SWEPI will provide us with a dedication of approximately 100,000 acres and gathering rights for SWEPI gas production across a large acreage position in Loving, Reeves, Ward and Culberson Counties, Texas. The initial gathering system is designed for gas production of approximately 250 million cubic feet per day (MMcf/d) and will include 194 miles of low pressure gathering lines, 36 miles of high pressure trunklines, and centralized compression facilities which are expandable over time as production increases. We will provide gathering, dehydration, compression and liquids handling services on a fixed fee basis. Additionally, Shell has the option to purchase up to a 50% equity interest in the system prior to September 1, 2017. We estimate the complete build-out of the gas gathering system will cost approximately \$180 million, of which approximately \$90 million is anticipated to be spent in 2016 and 2017. Project development activities are underway with a targeted initial in-service date on or before July 1, 2017.

In October 2016, Crestwood and First Reserve entered into definitive agreements to form a joint venture to fund and own the gathering system described above and future operations in the Delaware Permian. Under the joint venture, First Reserve will fund up to \$37.5 million of the capital requirements during the early-stage build-out of the gathering system, after which we will fund the next \$37.5 million, and then both parties will fund future remaining capital requirements evenly thereafter. We anticipate funding our portion of the capital expenditures required for the gathering system with internally generated cash flows and borrowings under the CMLP revolving credit facility.

In late 2015, we expanded the Willow Lake processing plant to 50 MMcf/d, which we completed and placed into service in January 2016. The recent expansion of the Willow Lake system was supported by a seven year contract extension with Mewbourne Oil Co. which increased the amount of WolfCamp drilling and rich gas development expected in the area.

### Storage and Transportation

In April 2016, Crestwood Northeast and CEGP entered into a definitive agreement to form the Stagecoach JV to own and further develop our NE S&T assets. Pursuant to the contribution agreement, on June 3, 2016, we contributed to Stagecoach Gas the entities owning the NE S&T assets, CEGP contributed \$945 million to Stagecoach Gas in exchange for a 50% equity interest in Stagecoach Gas, and Stagecoach Gas distributed to Crestwood Northeast the net cash proceeds received from CEGP. In conjunction with the contribution, we deconsolidated the NE S&T assets on June 3, 2016 and began accounting for our 50% equity interest in Stagecoach Gas under the equity method of accounting. Additional information about the announced joint venture and certain related matters is available on the Form 8-Ks filed by each of Crestwood Equity and Crestwood Midstream on April 22, 2016 and June 8, 2016.

### Critical Accounting Estimates

Our critical accounting estimates are consistent with those described in our 2015 Annual Report on Form 10-K. Below is an update of our critical accounting estimates related to goodwill.

### Goodwill Impairment

Our goodwill represents the excess of the amount we paid for a business over the fair value of the net identifiable assets acquired. We evaluate goodwill for impairment annually on December 31, and whenever events indicate that it is more likely than not that the fair value of a reporting unit could be less than its carrying amount. This evaluation

requires us to compare the fair value of each of our reporting units to its carrying value (including goodwill). If the fair value exceeds the carrying amount, goodwill of the reporting unit is not considered impaired.

We estimate the fair value of our reporting units based on a number of factors, including discount rates, projected cash flows, and the potential value we would receive if we sold the reporting unit. We also compare the total fair value of our reporting units to our overall enterprise value, which considers the market value for our common and preferred units. Estimating projected cash flows requires us to make certain assumptions as it relates to the future operating performance of each of our reporting units (which includes assumptions, among others, about estimating future operating margins and related future growth in those margins, contracting efforts and the cost and timing of facility expansions) and assumptions related to our customers, such as their future capital and operating plans and their financial condition. When considering operating performance, various factors are considered such as current and changing economic conditions and the commodity price environment, among others. Due to the imprecise nature of these projections and assumptions, actual results can and often do, differ from our estimates. If the assumptions embodied in the projections prove inaccurate, we could incur a future impairment charge. In addition, the use



Table of Contents

of the income approach to determine the fair value of our reporting units (see further discussion of the use of the income approach below) could result in a different fair value if we had utilized a market approach, or a combination thereof.

We acquired substantially all of our reporting units in 2013, 2012 and 2011, which required us to record the assets, liabilities and goodwill of each of those reporting units at fair value on the date they were acquired. As a result, any level of decrease in the forecasted cash flows of these businesses or increases in the discount rates utilized to value those businesses from their respective acquisition dates would likely result in the fair value of the reporting unit falling below the carrying value of the reporting unit, and could result in an assessment of whether that reporting unit's goodwill is impaired.

Commodity prices have continued to decline since late 2014, and that decline has adversely impacted forecasted cash flows, discount rates and stock/unit prices for most companies in the midstream industry, including us. In particular, due to the significant, sustained decrease in the market price of our common units during the first quarter of 2016, we evaluated the carrying value of our reporting units and determined it was more likely than not that the goodwill associated with several of our reporting units was impaired as of March 31, 2016. As a result of further analysis of the fair value of our reporting units, we recorded goodwill impairments on several of our reporting units during the first quarter of 2016. We did not record any additional goodwill impairments during the second and third quarters of 2016.

The following table summarizes the goodwill of our various reporting units (in millions):

	Goodwill at December 31, 2015	Goodwill Impairments during the Three Months Ended March 31, 2016	Impact of Deconsolidation of NE S&T Assets during the Three Months Ended June 30, 2016	Goodwill at September 30, 2016
Gathering and Processing				
Marcellus	\$ 8.6	\$ 8.6	\$ —	\$ —
Arrow	45.9	—	—	45.9
Storage and Transportation				
Northeast Storage and Transportation	726.3	—	726.3	—
COLT	44.9	13.7	—	31.2
Marketing, Supply and Logistics				
Supply and Logistics	167.2	65.5	—	101.7
Storage and Terminals	50.5	14.1	—	36.4
US Salt	12.6	—	—	12.6
Trucking	29.5	7.8	—	21.7
Total	\$ 1,085.5	\$ 109.7	\$ 726.3	\$ 249.5

The goodwill impairments recorded during the first quarter of 2016 primarily resulted from increasing the discount rates utilized in determining the fair value of the reporting units for certain of those reporting units considering the significant, sustained decrease in the market price of our common units and the continued decrease in commodity prices and its impact on the midstream industry and our customers. We utilized the income approach to determine the fair value of our reporting units given the limited availability of comparable market-based transactions as of March 31, 2016 and December 31, 2015, and we utilized discount rates ranging from 10% to 19% in applying the income

approach to determine the fair value of our reporting units with goodwill as of March 31, 2016. Our COLT, Supply and Logistics, Storage and Terminals and Trucking reporting units also experienced impairments during 2015 based on the impact that the prolonged low commodity price environment is expected to have on the demand for future services provided by these operations. Despite increases in the operating results of these reporting units from 2013 to 2015, we revised our cash flow forecasts for these operations at December 31, 2015 in light of our current view that these operations will not grow as fast or as significantly in the future as originally forecasted in 2013 when the assets were acquired.

We continue to monitor the remaining goodwill described in the table above, and we could experience additional impairments of the remaining goodwill in the future if we experience a significant sustained decrease in the market value of our common or preferred units or if we receive additional negative information about market conditions or the intent of our customers on our

## Table of Contents

remaining operations with goodwill, which could negatively impact the forecasted cash flows or discount rates utilized to determine the fair value of those businesses, especially in light of continued declining results experienced by our trucking business in 2016, as further described in Results of Operations below. In particular, a 5% decrease in the forecasted cash flows or a 1% increase in the discount rates utilized to determine the fair value of our businesses that recorded goodwill impairments in 2016 could have resulted in an additional \$35 million of goodwill impairments as of March 31, 2016. There were no triggers which required us to evaluate our goodwill for impairment during the second and third quarters of 2016.

### How We Evaluate Our Operations

We evaluate our overall business performance based primarily on EBITDA and Adjusted EBITDA. We evaluate our ability to make distributions to our unitholders based on cash available for distribution and distributions received from Crestwood Midstream.

We do not utilize depreciation, depletion and amortization expense in our key measures because we focus our performance management on cash flow generation and our assets have long useful lives.

**EBITDA and Adjusted EBITDA** - We believe that EBITDA and Adjusted EBITDA are widely accepted financial indicators of a company's operational performance and its ability to incur and service debt, fund capital expenditures and make distributions. We believe that EBITDA and Adjusted EBITDA are useful to our investors because it allows them to use the same performance measure analyzed internally by our management to evaluate the performance of our businesses and investments without regard to the manner in which they are financed or our capital structure. EBITDA is defined as income before income taxes, plus debt-related costs (net interest and debt expense and gain or loss on modification/extinguishment of debt) and depreciation, amortization and accretion expense. In addition, Adjusted EBITDA considers the adjusted earnings impact of our unconsolidated affiliates by adjusting our equity earnings or losses from our unconsolidated affiliates to reflect our proportionate share (based on the distribution percentage) of their EBITDA, excluding impairments. Adjusted EBITDA also considers the impact of certain significant items, such as unit-based compensation charges, losses on long-lived assets, impairments of goodwill, third party costs incurred related to potential and completed acquisitions, certain environmental remediation costs, certain costs related to our 2015 cost savings initiatives, the change in fair value of commodity inventory-related derivative contracts, and other transactions identified in a specific reporting period. The change in fair value of commodity inventory-related derivative contracts is considered in determining Adjusted EBITDA given that the timing of recognizing gains and losses on these derivative contracts differs from the recognition of revenue for the related underlying sale of inventory that these derivatives relate to. Changes in the fair value of other derivative contracts is not considered in determining Adjusted EBITDA given the relatively short-term nature of those derivative contracts. EBITDA and Adjusted EBITDA are not measures calculated in accordance with GAAP, as they do not include deductions for items such as depreciation, amortization and accretion, interest and income taxes, which are necessary to maintain our business. EBITDA and Adjusted EBITDA should not be considered an alternative to net income, operating cash flow or any other measure of financial performance presented in accordance with GAAP. EBITDA and Adjusted EBITDA calculations may vary among entities, so our computation may not be comparable to measures used by other companies.

See our reconciliation of net income to EBITDA and Adjusted EBITDA in Results of Operations below.

Table of Contents

## Results of Operations

The following tables summarize our results of operations for the three and nine months ended September 30, 2016 and 2015 (in millions):

	Crestwood Equity				Crestwood Midstream			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Revenues	\$587.6	\$630.7	\$1,725.5	\$2,003.7	\$587.6	\$630.7	\$1,725.5	\$2,003.7
Costs of product/services sold	466.7	449.2	1,280.1	1,438.4	466.7	449.2	1,280.1	1,438.4
Operations and maintenance expense	33.1	49.3	119.9	143.8	33.6	48.8	116.7	143.3
General and administrative expense	18.3	32.8	70.2	90.9	17.3	29.2	67.5	82.1
Depreciation, amortization and accretion	50.3	75.5	177.0	224.5	53.2	70.0	185.2	208.3
Loss on long-lived assets, net	(2.1 )	(2.3 )	(34.8 )	(3.9 )	(2.1 )	(2.3 )	(34.8 )	(3.8 )
Goodwill impairment	—	(609.9 )	(109.7 )	(890.9 )	—	(609.9 )	(109.7 )	(678.5 )
Operating income (loss)	17.1	(588.3 )	(66.2 )	(788.7 )	14.7	(578.7 )	(68.5 )	(550.7 )
Earnings from unconsolidated affiliates, net	13.4	2.8	26.1	11.2	13.4	2.8	26.1	11.2
Interest and debt expense, net	(27.5 )	(35.7 )	(97.9 )	(104.7 )	(27.5 )	(32.6 )	(97.9 )	(95.1 )
Gain (loss) on modification/extinguishment of debt	—	(2.7 )	10.0	(19.8 )	—	(1.8 )	10.0	(18.9 )
Other income, net	0.2	0.2	0.4	0.5	—	—	—	—
(Provision) benefit for income taxes	(0.2 )	0.3	(0.2 )	0.2	—	0.1	—	(0.4 )
Net income (loss)	3.0	(623.4 )	(127.8 )	(901.3 )	0.6	(610.2 )	(130.3 )	(653.9 )
Add:								
Interest and debt expense, net	27.5	35.7	97.9	104.7	27.5	32.6	97.9	95.1
(Gain) loss on modification/extinguishment of debt	—	2.7	(10.0 )	19.8	—	1.8	(10.0 )	18.9
Provision (benefit) for income taxes	0.2	(0.3 )	0.2	(0.2 )	—	(0.1 )	—	0.4
Depreciation, amortization and accretion	50.3	75.5	177.0	224.5	53.2	70.0	185.2	208.3
EBITDA	81.0	(509.8 )	137.3	(552.5 )	81.3	(505.9 )	142.8	(331.2 )
Unit-based compensation charges	4.1	3.9	13.4	15.6	4.1	3.5	13.4	14.0
Loss on long-lived assets, net	2.1	2.3	34.8	3.9	2.1	2.3	34.8	3.8
Goodwill impairment	—	609.9	109.7	890.9	—	609.9	109.7	678.5
Earnings from unconsolidated affiliates, net	(13.4 )	(2.8 )	(26.1 )	(11.2 )	(13.4 )	(2.8 )	(26.1 )	(11.2 )
Adjusted EBITDA from unconsolidated affiliates, net	21.7	6.2	41.4	18.4	21.7	6.2	41.4	18.4
Change in fair value of commodity inventory-related derivative contracts	7.5	8.1	8.3	10.7	7.5	8.1	8.3	10.7
Significant transaction and environmental related costs and other items	0.5	15.7	11.2	32.7	0.5	13.3	11.2	27.5
Adjusted EBITDA	\$103.5	\$133.5	\$330.0	\$408.5	\$103.8	\$134.6	\$335.5	\$410.5



Table of Contents

	Crestwood Equity				Crestwood Midstream			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net cash provided by operating activities	\$51.5	\$90.5	\$244.5	\$301.6	\$54.8	\$60.2	\$250.8	\$330.6
Net changes in operating assets and liabilities	6.5	(17.6 )	(46.8 )	(45.6 )	4.0	19.9	(46.3 )	(55.9 )
Amortization of debt-related deferred costs, discounts and premiums	(1.7 )	(2.2 )	(5.1 )	(6.6 )	(1.7 )	(2.0 )	(5.1 )	(5.9 )
Interest and debt expense, net	27.5	35.7	97.9	104.7	27.5	32.6	97.9	95.1
Market adjustment on interest rate swaps	—	—	—	0.5	—	—	—	—
Unit-based compensation charges	(4.1 )	(3.9 )	(13.4 )	(15.6 )	(4.1 )	(3.5 )	(13.4 )	(14.0 )
Loss on long-lived assets, net	(2.1 )	(2.3 )	(34.8 )	(3.9 )	(2.1 )	(2.3 )	(34.8 )	(3.8 )
Goodwill impairment	—	(609.9 )	(109.7 )	(890.9 )	—	(609.9 )	(109.7 )	(678.5 )
Earnings from unconsolidated affiliates, net, adjusted for cash distributions received	3.1	(0.5 )	3.9	1.6	3.1	(0.5 )	3.9	1.6
Deferred income taxes	0.3	0.9	0.9	2.5	—	0.1	(0.2 )	(0.2 )
Provision (benefit) for income taxes	0.2	(0.3 )	0.2	(0.2 )	—	(0.1 )	—	0.4
Other non-cash income	(0.2 )	(0.2 )	(0.3 )	(0.6 )	(0.2 )	(0.4 )	(0.3 )	(0.6 )
EBITDA	81.0	(509.8 )	137.3	(552.5 )	81.3	(505.9 )	142.8	(331.2 )
Unit-based compensation charges	4.1	3.9	13.4	15.6	4.1	3.5	13.4	14.0
Loss on long-lived assets, net	2.1	2.3	34.8	3.9	2.1	2.3	34.8	3.8
Goodwill impairment	—	609.9	109.7	890.9	—	609.9	109.7	678.5
Earnings from unconsolidated affiliates, net	(13.4 )	(2.8 )	(26.1 )	(11.2 )	(13.4 )	(2.8 )	(26.1 )	(11.2 )
Adjusted EBITDA from unconsolidated affiliates, net	21.7	6.2	41.4	18.4	21.7	6.2	41.4	18.4
Change in fair value of commodity inventory-related derivative contracts	7.5	8.1	8.3	10.7	7.5	8.1	8.3	10.7
Significant transaction and environmental related costs and other items	0.5	15.7	11.2	32.7	0.5	13.3	11.2	27.5
Adjusted EBITDA	\$103.5	\$133.5	\$330.0	\$408.5	\$103.8	\$134.6	\$335.5	\$410.5

Table of Contents

## Segment Results

The following tables summarize the EBITDA of our segments (in millions):

## Crestwood Equity

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics
Revenues	\$279.3	\$ 18.3	\$ 290.0	\$355.6	\$ 65.0	\$ 210.1
Intersegment revenues	24.8	1.5	(26.3 )	10.6	—	(10.6 )
Costs of product/services sold	226.1	0.1	240.5	282.8	5.2	161.2
Operations and maintenance expense	17.4	2.5	13.2	20.6	10.7	18.0
Goodwill impairment	—	—	—	(39.1 )	(348.0 )	(222.8 )
Loss on long-lived assets	(2.0 )	(0.1 )	—	(0.3 )	(0.9 )	(1.1 )
Earnings from unconsolidated affiliates, net	5.5	7.9	—	2.0	0.8	—
EBITDA	\$64.1	\$ 25.0	\$ 10.0	\$25.4	\$ (299.0 )	\$ (203.6 )

	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics
Revenues	\$787.7	\$ 131.5	\$ 806.3	\$1,052.7	\$ 201.1	\$ 749.9
Intersegment revenues	75.9	3.0	(78.9 )	54.5	—	(54.5 )
Costs of product/services sold	632.2	4.9	643.0	842.6	15.8	580.0
Operations and maintenance expense	56.1	18.2	45.6	67.0	23.0	53.8
Goodwill impairment	(8.6 )	(13.7 )	(87.4 )	(259.8 )	(348.0 )	(283.1 )
Loss on long-lived assets	(2.0 )	(32.8 )	—	(1.2 )	(1.6 )	(1.1 )
Earnings from unconsolidated affiliates, net	16.5	9.6	—	5.6	5.6	—
EBITDA	\$181.2	\$ 74.5	\$ (48.6 )	\$(57.8 )	\$( 181.7 )	\$(222.6 )

## Crestwood Midstream

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics
Revenues	\$279.3	\$ 18.3	\$ 290.0	\$355.6	\$ 65.0	\$ 210.1
Intersegment revenues	24.8	1.5	(26.3 )	10.6	—	(10.6 )
Costs of product/services sold	226.1	0.1	240.5	282.8	5.2	161.2
Operations and maintenance expense	17.4	3.0	13.2	20.6	10.2	18.0

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Goodwill impairment	—	—	—	(39.1 )	(348.0 )	(222.8 )
Loss on long-lived assets	(2.0 )	(0.1 )	—	(0.3 )	(0.9 )	(1.1 )
Earnings from unconsolidated affiliates, net	5.5	7.9	—	2.0	0.8	—
EBITDA	\$64.1	\$ 24.5	\$ 10.0	\$25.4	\$ (298.5 )	\$ (203.6 )

51

---



Table of Contents

	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics	Gathering and Processing	Storage and Transportation	Marketing, Supply and Logistics
Revenues	\$787.7	\$ 131.5	\$ 806.3	\$1,052.7	\$ 201.1	\$ 749.9
Intersegment revenues	75.9	3.0	(78.9 )	54.5	—	(54.5 )
Costs of product/services sold	632.2	4.9	643.0	842.6	15.8	580.0
Operations and maintenance expense	56.1	15.0	45.6	67.0	22.5	53.8
Goodwill impairment	(8.6 )	(13.7 )	(87.4 )	(47.4 )	(348.0 )	(283.1 )
Loss on long-lived assets	(2.0 )	(32.8 )	—	(1.2 )	(1.5 )	(1.1 )
Earnings from unconsolidated affiliates, net	16.5	9.6	—	5.6	5.6	—
EBITDA	\$181.2	\$ 77.7	\$ (48.6 )	\$154.6	\$ (181.1 )	\$ (222.6 )

Below is a discussion of the factors that impacted EBITDA by segment for the three and nine months ended September 30, 2016 compared to the same periods in 2015.

#### Gathering and Processing

EBITDA for CMLP's G&P segment increased by approximately \$38.7 million and \$26.6 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015. The comparability of our G&P segment's results period over period is primarily impacted by goodwill impairments recorded during the first quarter of 2016 and the second and third quarters of 2015, which are further described below.

During the three and nine months ended September 30, 2016, our G&P segment's revenues were lower by approximately \$62.1 million and \$243.6 million compared to the same periods in 2015, partially offset by lower costs of product/services sold of approximately \$56.7 million and \$210.4 million. These decreases were primarily driven by our Arrow operations, which experienced a \$63.7 million and \$212.9 million reduction in revenues during the three and nine months ended September 30, 2016 compared to the same periods in 2015, substantially offset by a \$61.8 million and \$212.0 million decrease in costs of products/services sold. The decrease in Arrow's product revenues and costs of product/services sold was driven by reduced market prices on crude oil, which caused average prices on our crude oil buy/sell agreements to decrease.

Also contributing to the decrease in our G&P segment's revenues were lower service revenues from our Marcellus and Barnett operations of approximately \$3.5 million and \$2.0 million, respectively, during the three months ended September 30, 2016 compared to the same period in 2015 and \$18.7 million and \$14.8 million, respectively, during the nine months ended September 30, 2016 compared to the same period in 2015. During the three and nine months ended September 30, 2016, we experienced a decrease in our gathering and compression volumes on our Marcellus system due to lack of drilling from our primary customer, Antero Resources Appalachian Corporation, as a result of the decline in commodity prices. During the three and nine months ended September 30, 2016, our gathering and compression volumes on our Marcellus system were 0.4 Bcf/d and 0.5 Bcf/d, respectively, compared to 0.5 Bcf/d and 0.6 Bcf/d, respectively, during the same periods in 2015. The service revenues from our Barnett operations decreased by \$6.2 million during the third quarter of 2015 compared to the same period in 2014, and decreased by another \$2.0 million during the third quarter of 2016 compared to the same period in 2015 as a result of our primary customer in the Barnett, Quicksilver, ceasing drilling and shutting in production in 2015 and the first quarter of 2016 as a result of its filing for protection under Chapter 11 of the U.S. Bankruptcy Code in 2015 (see "Segment Highlights" above for

an update on the Quicksilver Bankruptcy). Our new customer in the Barnett, BlueStone, brought the shut-in wells back online throughout the second quarter of 2016, such that substantially all wells previously shut-in by Quicksilver have resumed flowing volumes.

Partially offsetting the decreases from our Arrow, Marcellus and Barnett operations discussed above was a \$3.1 million and \$10.8 million decrease in operations and maintenance expenses during the three and nine months ended September 30, 2016 compared to the same periods in 2015 that resulted from our cost-savings initiative implemented in 2015.

Our G&P segment's EBITDA was also impacted by an \$8.6 million impairment of goodwill associated with our Marcellus system during the three months ended March 31, 2016 and an \$8.3 million and \$39.1 million impairment of goodwill associated with our Fayetteville system during the three months ended June 30, 2015 and September 30, 2015, respectively.

Table of Contents

For a further discussion of our goodwill impairments recorded during 2016 and 2015, see "Critical Accounting Estimates" above and Item 1. Financial Statements, Note 2.

During the three and nine months ended September 30, 2016, our equity earnings from our Jackalope investment increased by approximately \$3.6 million and \$11.0 million primarily due to higher gathering and processing volumes at the facility resulting from Jackalope placing the Bucking Horse processing plant into service in 2015.

EBITDA for CEQP's G&P segment increased by \$38.7 million and \$239.0 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015 due to all the factors as discussed above for CMLP. In addition to the goodwill impairments during 2015 described above, CEQP's G&P segment was also impacted by a \$212.4 million goodwill impairment on our Barnett assets during the three months ended June 30, 2015 due to the impact of Quicksilver's filing for protection under Chapter 11 of the U.S. Bankruptcy Code in 2015 and the impact of the decrease in commodity prices on discount rates. For a further discussion of our goodwill impairments recorded during 2015, see Item 1. Financial Statements, Note 2.

Storage and Transportation

EBITDA for CMLP's storage and transportation segment increased by approximately \$323.0 million and \$258.8 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015. The comparability of our storage and transportation segment's results period over period is primarily impacted by goodwill impairments recorded during the first quarter of 2016 and the third quarter of 2015, which are further described below. In addition, on June 3, 2016, we deconsolidated our NE S&T assets as a result of the contribution of the assets to Stagecoach Gas and we recognized a loss of \$32.9 million. The deconsolidation of the NE S&T assets also resulted in lower revenues of approximately \$42.8 million and \$59.2 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015, partially offset by lower costs of product/services sold of approximately \$3.6 million and \$5.5 million period over period. We also experienced lower operations and maintenance expense of approximately \$7.3 million and \$7.6 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015 primarily as a result of the deconsolidation of the NE S&T assets. See Item 1. Financial Statements, Notes 2 and 4 for a further discussion of the deconsolidation of our NE S&T assets.

Our COLT Hub operations experienced lower revenues of approximately \$2.4 million and \$7.5 million, partially offset by lower costs of product/services sold of \$1.7 million and \$5.3 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015. This net decrease primarily resulted from lower rail loading volumes due to narrowed crude oil locational differences and two rail loading contracts that expired in late 2015.

Our storage and transportation segment's EBITDA was also impacted by goodwill impairments related to our COLT Hub operations of approximately \$13.7 million during the three months ended March 31, 2016 and approximately \$348.0 million during the three months ended September 30, 2015. For a further discussion of our goodwill impairments recorded during 2016, see "Critical Accounting Estimates" above and Item 1. Financial Statements, Note 2.

As discussed above, effective June 3, 2016, we deconsolidated the NE S&T assets as a result of this transaction and began accounting for our 50% equity interest in Stagecoach Gas under the equity method of accounting. We recognized equity earnings from Stagecoach Gas of approximately \$6.8 million and \$9.1 million during the three and nine months ended September 30, 2016. Our equity earnings from Tres Holdings were lower by approximately \$2.8 million during the nine months ended September 30, 2016 compared to the same period in 2015, primarily due to an increase in property tax accruals at the equity investment. For the three and nine months ended September 30, 2016,

our proportionate share of the net earnings from our unconsolidated affiliate, PRBIC, was \$0.3 million and \$1.2 million compared to \$0.2 million and \$3.5 million during the same periods in 2015. For additional information on our investments in unconsolidated affiliates, see Item 1. Financial Statements, Note 4.

EBITDA for CEQP's storage and transportation segment increased by \$324.0 million and \$256.2 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015 due to all the factors as discussed above for CMLP. In addition, in June 2016, the Matagorda County court issued a final judgment related to Tres Palacios' 2012 and 2013 property tax years which resulted in Crestwood Equity recording additional net property taxes (including interest and penalties) of approximately \$2.9 million during the nine months ended September 30, 2016. See Item 1. Financial Statements, Note 10 for a further discussion of CEQP's property tax matters.

Table of Contents

Marketing, Supply and Logistics

EBITDA for our marketing, supply and logistics segment increased by approximately \$213.6 million and \$174.0 million for the three and nine months ended September 30, 2016 compared to the same periods in 2015. The comparability of our marketing, supply and logistics segment's results period over period is impacted by goodwill impairments recorded during the first quarter of 2016 and the second and third quarters of 2015, which are further described below.

Our NGL and crude trucking operations experienced a continued decrease in the demand for their services due to lower volumes, increased competition and excess trucking capacity in the market place and the low commodity price environment during the three months ended September 30, 2016, resulting in a 17% and 76% decrease in NGL and crude volumes transported, respectively, and a 24% and 64% decrease in NGL and crude volumes, respectively during the nine months ended September 30, 2016. This resulted in a \$1.0 million and \$24.5 million decrease in revenues during the three and nine months ended September 30, 2016 compared to the same periods in 2015, partially offset by a \$0.6 million and \$3.0 million decrease in costs of services sold from these operations during the same periods.

During the three months September 30, 2016, we experienced an increase in activity related to our other NGL terminalling, supply and logistics operations which resulted in a \$39.7 million increase in costs of product/services sold, partially offset by a \$26.9 million increase in revenues compared to the same period in 2015. The net change was primarily driven by an increase in NGL commodity prices and tightening of basis differentials on these operations. During the nine months ended September 30, 2016, our other NGL terminalling, supply and logistics operations experienced a \$49.2 million decrease in revenues, partially offset by a \$39.5 million decrease in costs of product/services when compared to the same period in 2015 due to the low commodity price environment coupled with warmer weather during 2016 compared to 2015. These revenue and costs of services decreases related to our NGL terminalling, supply and logistics operations include a gain on our commodity-based derivative contracts of approximately \$4.1 million and \$11.0 million during the nine months ended September 30, 2016 and 2015.

During the three and nine months ended September 30, 2016, revenues from our crude marketing operations increased by approximately \$39.4 million and \$103.8 million compared to the same periods in 2015, in addition to an increase of approximately \$40.1 million and \$104.2 million in our costs of product/services sold period over period. These increases were driven by higher crude marketing volumes, partially offset by lower commodity prices.

Our marketing, supply and logistics segment's operations and maintenance expense decreased by \$4.8 million and \$8.2 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015, primarily due to our cost-savings initiative implemented in 2015.

Our marketing, supply and logistics segment's EBITDA for the nine months ended September 30, 2016 was also impacted by an \$87.4 million impairment of goodwill associated with our supply and logistics, storage and terminals and trucking operations. During the three months ended June 30, 2015, we recorded a \$28.4 million and a \$31.9 million impairment of goodwill associated with our West Coast and Watkins Glen operations, respectively. In addition, during the three months ended September 30, 2015, we recorded goodwill impairments of approximately \$57.5 million, \$147.3 million and \$18.0 million related to our West Coast, Trucking and Watkins Glen operations, respectively. For a further discussion of our goodwill impairments recorded during 2016 and 2015, see "Critical Accounting Estimates" above and Item 1. Financial Statements, Note 2.



Table of Contents

## Other EBITDA Results

General and Administrative Expenses. As discussed in Item 1. Financial Statements, Note 12, our corporate operations include all general and administrative expenses that are not allocated to our reporting segments, however such expenses impact our consolidated EBITDA.

During 2015, we implemented a cost-saving initiative which was the primary driver in the reduction of Crestwood Equity's general and administrative expenses by approximately \$14.5 million and \$20.7 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015 and reduced Crestwood Midstream's general and administrative expenses by approximately \$11.9 million and \$14.6 million during the same periods.

Items not affecting EBITDA include the following:

Depreciation, Amortization and Accretion Expense - During the three and nine months ended September 30, 2016, our depreciation, amortization and accretion expense decreased compared to the same period in 2015, primarily due to a reduction in the carrying value of certain of our assets as a result of impairments of our property, plant and equipment and intangible assets recorded during 2015 and the deconsolidation of our NE S&T assets on June 3, 2016.

Interest and Debt Expense, Net - Crestwood Midstream's interest and debt expense, net decreased by approximately \$5.1 million during the three months ended September 30, 2016 compared to the same periods in 2015, primarily due to repayments of a portion of its 2020 Senior Notes and 2022 Senior Notes during 2016. During the nine months ended September 30, 2016, Crestwood Midstream's interest and debt expense, net increased by approximately \$2.8 million compared to the same period in 2015, primarily due to the issuance of its 2023 Senior Notes in March 2015 and higher outstanding balances on its credit facility. Crestwood Equity's interest and debt expense, net decreased by approximately \$8.2 million and \$6.8 million during the three and nine months ended September 30, 2016 compared to the same periods in 2015, primarily due to repayment of its senior notes in 2015 and repayments of Crestwood Midstream's 2020 Senior Notes and 2022 Senior Notes in 2016.

The following table provides a summary of interest and debt expense (in millions):

	Crestwood Equity				Crestwood Midstream			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Credit facilities	\$2.9	\$5.9	\$16.0	\$18.8	\$2.9	\$3.4	\$16.0	\$10.8
Senior notes	22.8	27.8	77.1	80.8	22.8	27.6	77.1	80.2
Other debt-related costs	1.9	2.5	5.4	7.2	1.9	2.0	5.4	6.1
Gross interest and debt expense	27.6	36.2	98.5	106.8	27.6	33.0	98.5	97.1
Less: capitalized interest	0.1	0.5	0.6	2.1	0.1	0.4	0.6	2.0
Interest and debt expense, net	\$27.5	\$35.7	\$97.9	\$104.7	\$27.5	\$32.6	\$97.9	\$95.1

Gain (Loss) on Modification/Extinguishment of Debt. During the nine months ended September 30, 2016, we recognized a gain on extinguishment of debt of approximately \$10.0 million in conjunction with the early tender of a portion of our 2020 Senior Notes and 2022 Senior Notes.

During the three and nine months ended September 30, 2015, Crestwood Equity recognized a loss on modification/extinguishment of debt of approximately \$2.7 million and \$19.8 million, while Crestwood Midstream recognized losses of \$1.8 million and \$18.9 million during the same periods. These losses were related to the termination of the Crestwood Equity's credit facility, the redemption of Crestwood Midstream's 2019 Senior Notes and modification of Crestwood Midstream's credit facility.

Net Income (Loss) Attributable to Non-Controlling Partners. The decrease in Crestwood Equity's net loss attributable to non-controlling partners was due primarily to Crestwood Midstream becoming a wholly-owned subsidiary of Crestwood Equity as a result of the Simplification Merger on September 30, 2015. See Item 1. Financial Statements, Note 9 for further detail of Crestwood Equity's net income (loss) attributable to non-controlling partners.



## Table of Contents

### Liquidity and Sources of Capital

Crestwood Equity is a holding company that derives all of its operating cash flow from its operating subsidiaries. Our principal sources of liquidity include cash generated by operating activities from our subsidiaries and distributions from our joint venture investments, credit facilities, debt issuances, and sales of common and preferred units. Our operating subsidiaries use cash from their respective operations to fund their operating activities, maintenance and growth capital expenditures, and service their outstanding indebtedness. We believe our liquidity sources and operating cash flows are sufficient to address our future operating, debt service and capital requirements.

As described in Outlook and Trends above, we completed the formation of a joint venture with a subsidiary of Con Edison to own and further develop our natural gas storage and transportation operations in the northeast. The contribution of the NE S&T assets to Stagecoach Gas resulted in a distribution to us of approximately \$945 million during the second quarter of 2016, which was utilized to retire indebtedness (including a portion of the principal amounts outstanding under our 2020 Senior Notes and 2022 Senior Notes and borrowings under Crestwood Midstream's credit facility). This substantially reduced our financial leverage and improved our liquidity.

Additionally, in October 2016, Crestwood and First Reserve entered into definitive agreements to form a joint venture to fund and own a new gathering system in the Delaware Permian. Under the joint venture, First Reserve will fund up to \$37.5 million of the capital requirements during the early-stage build-out of the gathering system, after which we will fund the next \$37.5 million, and then both parties will fund future remaining capital requirements evenly thereafter. We anticipate funding our portion of the capital expenditures required for the gathering system with internally generated cash flows and borrowings under the CMLP revolving credit facility.

In conjunction with these matters, for the third quarter of 2016, Crestwood Equity declared a quarterly distribution of \$0.60 per common unit (or \$2.40 per common unit annually), a 56% reduction of the distribution compared to the fourth quarter of 2015. This distribution reduction increases our ability to further retire indebtedness to strengthen our balance sheet, and to reinvest capital in our business (including expansions and new growth projects). We believe that the reduction of our indebtedness and reduction of our distributions will provide us with ample liquidity to address our future operating, debt service and capital requirements without accessing the capital markets in the near future. We also believe that our operating cash flows will well exceed our quarterly distributions at the current reduced level for the remainder of 2016.

As of September 30, 2016, Crestwood Midstream had \$586.6 million of available capacity under its credit facility considering the most restrictive debt covenants in its credit agreement. As further described in Item 1. Financial Statements, Note 7, Crestwood Midstream amended its credit facility during the second quarter of 2016 to, among other things, facilitate the announced joint venture with Con Edison and retire indebtedness with the proceeds thereof. Additional information about the amendment is available on the Form 8-K filed by each of Crestwood Equity and Crestwood Midstream on April 22, 2016 and June 8, 2016.

We may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions, tender offers or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material. As of September 30, 2016, Crestwood Midstream was in compliance with all of its debt covenants applicable to the Crestwood Midstream credit facility and its senior notes.

### Cash Flows

Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

The following table provides a summary of Crestwood Equity's cash flows by category (in millions):

	Nine Months Ended September 30,	
	2016	2015
Net cash provided by operating activities	\$244.5	\$301.6
Net cash provided by (used in) investing activities	866.8	(155.5 )
Net cash used in financing activities	(1,110.8	(145.9 )

Table of Contents

## Operating Activities

Our operating cash flows decreased approximately \$57.1 million during the nine months ended September 30, 2016 compared to the same period in 2015 primarily due to a \$278.2 million decrease in operating revenues due primarily to the deconsolidation of our NE S&T assets in June 2016 and from our gathering and processing and marketing, supply and logistics segments' operations. These revenue decreases were partially offset by lower costs of product/services sold of approximately \$158.3 million primarily due to the effect of lower commodity prices on our gathering and processing and marketing, supply and logistics segments' operations. The net decrease in operating cash flows described above was partially offset by lower operations and maintenance and general and administrative expenses of approximately \$44.6 million primarily due to the deconsolidation of our NE S&T assets in June 2016 and our cost-savings initiative implemented during 2015 and a \$1.2 million net cash inflow from working capital primarily resulting from lesser working capital requirements of our NGL and crude trucking operations.

## Investing Activities

The energy midstream business is capital intensive, requiring significant investments for the acquisition or development of new facilities. We categorize our capital expenditures as either:

• growth capital expenditures, which are made to construct additional assets, expand and upgrade existing systems, or acquire additional assets; or

• maintenance capital expenditures, which are made to replace partially or fully depreciated assets, to maintain the existing operating capacity of our assets, extend their useful lives or comply with regulatory requirements.

The following table summarizes our capital expenditures for the nine months ended September 30, 2016 (in millions). We have identified additional growth capital project opportunities for each of our reporting segments. We expect our 2016 capital expenditures to be limited to previously committed contractual projects around our existing asset footprint and the build-out of our gas gathering system in the Permian - Delaware Basin. Additional commitments or expenditures will be made at our discretion, and any discontinuation of the construction of these projects will likely result in less future cash flows and earnings.

Growth capital	\$59.3
Maintenance capital	8.9
Other <sup>(1)</sup>	11.1
Purchases of property, plant and equipment	79.3
Reimbursements of property, plant and equipment	(15.0 )
Net	\$64.3

(1) Represents gross purchases of property, plant and equipment that are reimbursable by third parties.

In addition to our capital expenditures described in the table above, our cash flows from investing activities were also impacted by capital contributions of approximately \$6 million and \$40 million to our unconsolidated affiliates during the nine months ended September 30, 2016 and 2015. On June 3, 2016, we contributed to Stagecoach Gas the entities owning the NE S&T assets, CEGP contributed \$945 million to Stagecoach Gas in exchange for a 50% equity interest in Stagecoach Gas, and Stagecoach Gas distributed to Crestwood Northeast the net cash proceeds of approximately \$942 million received from CEGP. For a further discussion of investments in our unconsolidated affiliates, see Item 1. Financial Statements, Note 4.

### Financing Activities

Significant items impacting our financing activities during the nine months ended September 30, 2016 and 2015, included the following:

#### Equity Transactions

Increase in distributions to partners of approximately \$101.2 million during the nine months ended September 30, 2016 compared to the same period in 2015 due to an increase in the number of limited partner units outstanding primarily due to the Simplification Merger;

57

---

Table of Contents

Decrease in distributions to non-controlling partners of approximately \$219.1 million during the nine months ended September 30, 2016 compared to the same period in 2015 primarily due to the Simplification Merger; and \$58.8 million net proceeds from the issuance of CMLP Class A preferred units during the nine months ended September 30, 2015.

Debt Transactions

\$40.7 million increase in net repayments of amounts outstanding under our credit facilities primarily due to the repayment of our CEQP credit facility in 2015;  
\$313 million repayments of a portion of CMLP's 2020 Senior Notes and 2022 Senior Notes during the nine months ended September 30, 2016; and  
\$688.3 million net proceeds from Crestwood Midstream's issuance of the 2023 Senior Notes in March 2015.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our interest rate risk and commodity price and market risks are discussed in our 2015 Annual Report on Form 10-K and there have been no material changes in those exposures from December 31, 2015 to September 30, 2016. Below is an update of our credit risk related to one of our gathering and processing customers.

We continue to closely monitor our producer customer base since a majority of our customers in our gathering and processing segment and storage and transportation segment are either not rated by the major rating agencies or had below investment grade credit ratings. As noted in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations, on April 6, 2016, Quicksilver sold its U.S. oil and gas assets to BlueStone. As a result of this sale, we no longer have any credit risk related to Quicksilver and Quicksilver has paid all final amounts billed to them.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of September 30, 2016, Crestwood Equity and Crestwood Midstream carried out an evaluation under the supervision and with the participation of their respective management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, as to the effectiveness, design and operation of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934, as amended (Exchange Act) Rules 13a-15(e) and 15d-15(e)). Crestwood Equity and Crestwood Midstream maintain controls and procedures designed to provide reasonable assurance that information required to be disclosed in their respective reports that are filed or submitted under the Exchange Act of 1934, as amended, are recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC, and that information is accumulated and communicated to their respective management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, as appropriate, to allow timely decisions regarding required disclosure. Such management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, do not expect that the disclosure controls and procedures or the internal controls will prevent and/or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Crestwood Equity's and Crestwood Midstream's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our Chief Executive Officer and Chief Financial Officer of their General Partners concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2016.

Changes in Internal Control over Financial Reporting

There were no changes to Crestwood Equity's or Crestwood Midstream's internal control over financial reporting during the three months ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect Crestwood Equity's or Crestwood Midstream's internal control over financial reporting.

Table of Contents

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Part I, Item 1. Financial Statements, Note 10 to the Consolidated Financial Statements, of this Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

Our business faces many risks. Any of the risks discussed below or elsewhere in this Form 10-Q or our other SEC filings could have a material impact on our business, financial position or results of operations. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations. For a detailed discussion of the risk factors that should be understood by any investor contemplating investment in our common units, see Part I, Item 1A. Risk Factors in our 2015 Annual Report on Form 10-K and our Quarterly Report on Form 10-Q for the period ended March 31, 2016.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

Exhibit Number	Description
2.1	Contribution Agreement, dated as of April 20, 2016, by and between Crestwood Pipeline and Storage Northeast LLC and Con Edison Gas Pipeline and Storage Northeast, LLC (incorporated by reference to Exhibit 2.1 to Crestwood Equity Partners LP's Form 8-K filed on April 22, 2016)
3.1	Certificate of Limited Partnership of Inergy, L.P. (incorporated by reference to Exhibit 3.1 to Inergy, L.P.'s Registration Statement on Form S-1 filed on March 14, 2001)
3.2	Certificate of Correction of Certificate of Limited Partnership of Inergy, L.P. (incorporated by reference to Exhibit 3.1 to Inergy, L.P.'s Form 10-Q filed on May 12, 2003)
3.3	Amendment to the Certificate of Limited Partnership of Crestwood Equity Partners LP (the "Company") (f/k/a Inergy, L.P.) dated as of October 7, 2013 (incorporated herein by reference to Exhibit 3.2 to Crestwood Equity Partners LP's Form 8-K filed on October 10, 2013)
3.4	Certificate of Formation of Inergy GP, LLC (incorporated by reference to Exhibit 3.5 to Inergy, L.P.'s Registration Statement on Form S-1/A filed on May 7, 2001)
3.5	Certificate of Amendment of Crestwood Equity GP LLC (the "General Partner") (f/k/a Inergy GP, LLC) dated as of October 7, 2013 (incorporated by reference to Exhibit 3.3A to Crestwood Equity Partners LP's Form 10-Q filed on November 8, 2013)
3.6	First Amended and Restated Limited Liability Company Agreement of Inergy GP, LLC dated as of September 27, 2012 (incorporated by reference to Exhibit 3.1 to Inergy, L.P.'s Form 8-K filed on September 27, 2012)
3.7	Amendment No. 1 to the First Amended and Restated Limited Liability Company Agreement of the General Partner dated as of October 7, 2013 (incorporated by reference to Exhibit 3.4A to Crestwood Equity Partners LP's Form 10-Q filed on November 8, 2013)
3.8	Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP dated as of April 11, 2014 (incorporated herein by reference to Exhibit 3.1 to Crestwood Equity Partners LP's Form 8-K filed on April 11, 2014)
3.9	First Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP entered into and effective as of September 30, 2015 (incorporated by reference to Exhibit 3.1 to Crestwood Equity Partner LP's Form 8-K filed on October 1, 2015)
3.10	Second Amended and Restated Agreement of Limited Partnership of Crestwood Midstream Partners LP, dated as of September 30, 2015 (incorporated by reference to Exhibit 3.1 to Crestwood Midstream Partners LP's Form 8-K filed on September 30, 2015)
3.11	Certificate of Formation of NRG M GP, LLC (incorporated herein by reference to Exhibit 3.7 to Inergy Midstream, L.P.'s Form S-1/A filed on November 21, 2011)
3.12	



Edgar Filing: Crestwood Equity Partners LP - Form 10-Q

Amended and Restated Limited Liability Company Agreement of NRGM GP, LLC, dated December 21, 2011 (incorporated herein by reference to Exhibit 3.2 to Inergy Midstream, L.P.'s Form 8-K filed on December 22, 2011)

3.13 Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of Crestwood Midstream GP LLC (f/k/a NRGM GP, LLC) (incorporated herein by reference to Exhibit 3.39 to Crestwood Midstream Partners LP's Form S-4 filed on October 28, 2013)

\*4.1 Supplemental Indenture, dated as of September 30, 2016, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the Guarantors named therein and U.S. Bank National Association, as trustee, to the Indenture, dated as of November 8, 2013, relating to the 6.125% Senior Notes due 2022 and the Indenture, dated as of March 23, 2015, relating to the 6.25% Senior Notes due 2023.

\*12.1 Computation of ratio of earnings to fixed charges - Crestwood Equity Partners LP

\*12.2 Computation of ratio of earnings to fixed charges - Crestwood Midstream Partners LP

\*31.1 Certification of Chief Executive Officer of Crestwood Equity Partners LP pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

\*31.2 Certification of Chief Financial Officer of Crestwood Equity Partners LP pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Table of Contents

- \*31.3 Certification of Chief Executive Officer of Crestwood Midstream Partners LP pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- \*31.4 Certification of Chief Financial Officer of Crestwood Midstream Partners LP pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Crestwood Midstream Partners LP
- \*32.1 Certification of Chief Executive Officer of Crestwood Equity Partners LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*32.2 Certification of Chief Financial Officer of Crestwood Equity Partners LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*32.3 Certification of Chief Executive Officer of Crestwood Midstream Partners LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*32.4 Certification of Chief Financial Officer of Crestwood Midstream Partners LP pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*\*101.INS XBRL Instance Document
- \*\*101.SCH XBRL Taxonomy Extension Schema Document
- \*\*101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- \*\*101.LAB XBRL Taxonomy Extension Label Linkbase Document
- \*\*101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
- \*\*101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- \* Filed herewith
- \*\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.
- † Filed under confidential treatment request

Table of Contents

SIGNATURE

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, thereunto duly authorized.

CRESTWOOD EQUITY PARTNERS LP  
By: CRESTWOOD EQUITY GP LLC  
(its general partner)

Date: November 4, 2016 By: /s/ ROBERT T. HALPIN  
Robert T. Halpin  
Senior Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial Officer)

CRESTWOOD MIDSTREAM PARTNERS LP  
By: CRESTWOOD MIDSTREAM GP LLC  
(its general partner)

Date: November 4, 2016 By: /s/ ROBERT T. HALPIN  
Robert T. Halpin  
Senior Vice President and Chief Financial Officer  
(Duly Authorized Officer and Principal Financial Officer)