

**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 1934

For the quarterly period ended September 30, 2015

OR

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

For the transition period from _____ to _____

Commission File Number: 1-34736

SEMGROUP CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-3533152
(IRS Employer
Identification Number)

Two Warren Place
6120 S. Yale Avenue, Suite 700
Tulsa, OK 74136-4216
(Address of principal executive offices and zip code)
(918) 524-8100
(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: Yes No

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): Yes No

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. (Check one):

Large accelerated filer **Accelerated filer** **Non-accelerated filer** **Smaller reporting company**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

<u>Class</u>		<u>Outstanding at October 31, 2015</u>	
Class A	Common stock, \$0.01 par	43,932,265	Shares
Class B	Common stock, \$0.01 par	—	Shares

SemGroup Corporation

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Cautionary Note Regarding Forward-Looking Statements

Certain matters contained in this Quarterly Report on Form 10-Q include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this Form 10-Q regarding the prospects of our industry, our anticipated financial performance, the anticipated performance of NGL Energy Partners LP, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions and other matters, may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking words such as "may," "will," "expect," "intend," "estimate," "foresee," "project," "anticipate," "believe," "plans," "forecasts," "continue" or "could" or the negative of these terms or variations of them or similar terms. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks, and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, those discussed in Item 1A of our most recent Annual Report on Form 10-K, entitled "Risk Factors," risk factors discussed in other reports that we file with the Securities and Exchange Commission (the "SEC") and the following:

- Our ability to generate sufficient cash flow from operations to enable us to pay our debt obligations and our dividends or to fund our other liquidity needs;
- Our ability to comply with the covenants contained in our credit agreements and the indentures governing our senior notes, including requirements under our credit agreements to maintain certain financial ratios;
- The effect of our debt level on our future financial and operating flexibility, including our ability to obtain additional capital on terms that are favorable to us;
- The ability of our subsidiary, Rose Rock Midstream, L.P., to make minimum quarterly distributions to its unitholders, including us;
- The operations of NGL Energy Partners LP, which we do not control;
- Any sustained reduction in demand for, or supply of, the petroleum products we gather, transport, process and store;
- Our ability to obtain new sources of supply of petroleum products;
- Our failure to comply with new or existing environmental laws or regulations or cross border laws or regulations;
- The possibility that the construction or acquisition of new assets may not result in the corresponding anticipated revenue increases;
- Changes in currency exchange rates;
- A cyber attack involving our information systems and related infrastructure, or that of our business associates;
- The risks and uncertainties of doing business outside of the U.S., including political and economic instability and changes in local governmental laws, regulations and policies; and
- The possibility that our hedging activities may result in losses or may have a negative impact on our financial results.

New factors that could cause actual results to differ materially from those described in forward-looking statements emerge from time to time, and it is not possible for us to predict all such factors, or the extent to which any such factor or combination of factors may cause actual results to differ from those contained in any forward-looking statement.

Readers are cautioned not to place undue reliance on any forward-looking statements contained in this Form 10-Q, which reflect management's opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements.

Investors and others should note that we announce material company information using our investor relations website (www.semgroupcorp.com), SEC filings, press releases, public conference calls and webcasts. We use these channels, as well as social media, to communicate with our investors and the public about our company, our businesses and our results of operations. The information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media and others interested in our company to review the information we post on the social media channels listed on our investor relations website.

As used in this Form 10-Q, and unless the context indicates otherwise, the terms "the Company," "SemGroup," "we," "us," "our," "ours," and similar terms refer to SemGroup Corporation, its consolidated subsidiaries, and its predecessors. We sometimes refer to crude oil, natural gas, natural gas liquids (natural gas liquids, or "NGLs," include ethane, propane, normal butane, iso-butane, and natural gasoline), refined petroleum products and liquid asphalt cement, collectively, as "petroleum products" or "products."

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

SEMGROUP CORPORATION
Condensed Consolidated Balance Sheets
(In thousands, except par value)

	(Unaudited) September 30, 2015	December 31, 2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 145,993	\$ 40,598
Restricted cash	—	6,980
Accounts receivable (net of allowance of \$2,275 and \$3,260, respectively)	333,157	351,334
Receivable from affiliates	7,833	16,819
Inventories	63,857	43,532
Other current assets	20,401	20,017
Total current assets	571,241	479,280
Property, plant and equipment (net of accumulated depreciation of \$300,630 and \$245,629, respectively)	1,474,947	1,256,825
Equity method investments	547,448	577,920
Goodwill	57,592	58,326
Other intangible assets (net of accumulated amortization of \$27,064 and \$20,545, respectively)	164,840	173,065
Other noncurrent assets, net	61,500	44,386
Total assets	\$ 2,877,568	\$ 2,589,802
LIABILITIES AND OWNERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 263,625	\$ 257,177
Payable to affiliates	11,150	13,460
Accrued liabilities	90,584	92,694
Payables to pre-petition creditors	—	3,129
Deferred revenue	11,403	23,688
Other current liabilities	1,371	1,474
Current portion of long-term debt	37	40
Total current liabilities	378,170	391,662
Long-term debt	1,044,468	767,092
Deferred income taxes	198,297	161,956
Other noncurrent liabilities	22,471	49,655
Commitments and contingencies (Note 9)		
SemGroup owners' equity:		
Common stock, \$0.01 par value (authorized - 100,000 shares; issued - 44,847 and 44,689 shares, respectively)	439	436
Additional paid-in capital	1,236,061	1,245,877
Treasury stock, at cost (930 and 862 shares, respectively)	(5,591)	(1,332)
Accumulated deficit	(38,696)	(68,332)
Accumulated other comprehensive loss	(50,891)	(27,141)
Total SemGroup Corporation owners' equity	1,141,322	1,149,508
Noncontrolling interests in consolidated subsidiaries	92,840	69,929
Total owners' equity	1,234,162	1,219,437
Total liabilities and owners' equity	\$ 2,877,568	\$ 2,589,802

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SEMGROUP CORPORATION
Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)
(Dollars in thousands, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues:				
Product	\$ 313,351	\$ 495,436	\$ 822,218	\$ 1,325,452
Service	64,091	65,219	192,572	167,176
Other	19,623	33,580	57,811	82,714
Total revenues	397,065	594,235	1,072,601	1,575,342
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	274,639	458,063	710,869	1,211,703
Operating	53,267	69,377	167,157	179,579
General and administrative	23,045	23,296	78,272	63,882
Depreciation and amortization	26,022	25,200	74,430	70,899
Loss (gain) on disposal or impairment of long-lived assets, net	(951)	1,376	1,479	20,633
Total expenses	376,022	577,312	1,032,207	1,546,696
Earnings from equity method investments	16,237	14,223	60,699	48,372
Gain on issuance of common units by equity method investee	136	18,772	6,033	26,899
Operating income	37,416	49,918	107,126	103,917
Other expenses (income), net:				
Interest expense	19,170	14,807	50,583	34,394
Foreign currency transaction loss (gain)	(385)	128	(1,199)	(388)
Other income, net	(956)	(21,303)	(15,659)	(3,388)
Total other expense (income), net	17,829	(6,368)	33,725	30,618
Income from continuing operations before income taxes	19,587	56,286	73,401	73,299
Income tax expense	10,006	24,090	29,609	33,944
Income from continuing operations	9,581	32,196	43,792	39,355
Loss from discontinued operations, net of income taxes	(1)	—	(3)	(5)
Net income	9,580	32,196	43,789	39,350
Less: net income attributable to noncontrolling interests	4,707	6,934	14,153	18,184
Net income attributable to SemGroup	\$ 4,873	\$ 25,262	\$ 29,636	\$ 21,166
Net income	\$ 9,580	\$ 32,196	\$ 43,789	\$ 39,350
Other comprehensive loss, net of income taxes	(20,210)	(10,331)	(23,750)	(6,618)
Comprehensive income (loss)	(10,630)	21,865	20,039	32,732
Less: comprehensive income attributable to noncontrolling interests	4,707	6,934	14,153	18,184
Comprehensive income (loss) attributable to SemGroup	\$ (15,337)	\$ 14,931	\$ 5,886	\$ 14,548
Net income attributable to SemGroup per common share (Note 11):				
Basic	\$ 0.11	\$ 0.59	\$ 0.68	\$ 0.50
Diluted	\$ 0.11	\$ 0.59	\$ 0.67	\$ 0.49

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SEMGROUP CORPORATION
Unaudited Condensed Consolidated Statements of Cash Flows
(Dollars in thousands)

	Nine Months Ended September 30,	
	2015	2014
Cash flows from operating activities:		
Net income	\$ 43,789	\$ 39,350
Adjustments to reconcile net income to net cash provided by operating activities:		
Net unrealized gain related to derivative instruments	(3,316)	(656)
Depreciation and amortization	74,430	70,899
Loss on disposal or impairment of long-lived assets, net	1,479	20,633
Earnings from equity method investments	(60,699)	(48,372)
Gain on issuance of common units by equity method investee	(6,033)	(26,899)
Gain on sale of common units of equity method investee	(14,517)	(26,748)
Distributions from equity investments	69,898	61,757
Amortization of debt issuance costs	3,707	2,580
Deferred tax expense	23,469	25,193
Non-cash equity compensation	7,760	6,480
Excess tax benefit from equity-based awards	—	(1,650)
Loss on fair value of warrants	—	23,499
Provision for uncollectible accounts receivable, net of recoveries	(608)	153
Currency gain	(1,199)	(388)
Inventory valuation adjustment	1,235	—
Changes in operating assets and liabilities (Note 12)	(2,346)	(39,931)
Net cash provided by operating activities	<u>137,049</u>	<u>105,900</u>
Cash flows from investing activities:		
Capital expenditures	(352,816)	(194,227)
Proceeds from sale of long-lived assets	2,537	4,083
Contributions to equity method investments	(34,059)	(70,730)
Payments to acquire businesses	—	(44,508)
Proceeds from sale of common units of equity method investee	56,318	59,744
Distributions in excess of equity in earnings of affiliates	19,564	6,565
Net cash used in investing activities	<u>(308,456)</u>	<u>(239,073)</u>
Cash flows from financing activities:		
Debt issuance costs	(6,289)	(8,670)
Borrowings on credit facilities and issuance of senior unsecured notes, net of discount	802,208	1,074,244
Principal payments on credit facilities and other obligations	(525,037)	(896,261)
Rose Rock Midstream, L.P. equity issuance	89,119	—
Distributions to noncontrolling interests	(29,780)	(20,571)
Proceeds from warrant exercises	—	86
Repurchase of common stock for payment of statutory taxes due on equity-based compensation	(4,259)	(719)
Dividends paid	(49,836)	(31,149)
Proceeds from issuance of common stock under employee stock purchase plan	909	340
Excess tax benefit from equity-based awards	—	1,650
Net cash provided by financing activities	<u>277,035</u>	<u>118,950</u>
Effect of exchange rate changes on cash and cash equivalents	(233)	1,921
Change in cash and cash equivalents	105,395	(12,302)
Cash and cash equivalents at beginning of period	40,598	79,351
Cash and cash equivalents at end of period	<u>\$ 145,993</u>	<u>\$ 67,049</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

1. OVERVIEW

SemGroup Corporation is a Delaware corporation headquartered in Tulsa, Oklahoma. The terms "we," "our," "us," "SemGroup," "the Company" and similar language used in these notes to the unaudited condensed consolidated financial statements refer to SemGroup Corporation and its subsidiaries.

Basis of presentation

The accompanying condensed consolidated balance sheet at December 31, 2014, which is derived from audited financial statements, and the unaudited condensed consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States and the rules and regulations of the Securities and Exchange Commission ("SEC"). These financial statements include all normal and recurring adjustments that, in the opinion of management, are necessary to present fairly the financial position of the Company and the results of its operations and its cash flows.

Our condensed consolidated financial statements include the accounts of our controlled subsidiaries. All significant transactions between our consolidated subsidiaries have been eliminated.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts and disclosures in the financial statements. Although management believes these estimates are reasonable, actual results could differ materially from these estimates. The results of operations for the three months and nine months ended September 30, 2015, are not necessarily indicative of the results to be expected for the full year ending December 31, 2015.

Pursuant to the rules and regulations of the SEC, the accompanying condensed consolidated financial statements do not include all of the information and notes normally included with financial statements prepared in accordance with accounting principles generally accepted in the United States. Certain reclassifications have been made to conform previously reported balances to the current presentation. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2014, which are included in our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC.

Our significant accounting policies are consistent with those described in our Annual Report on Form 10-K for the year ended December 31, 2014.

Recent accounting pronouncements

In July 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory," which requires that inventory within the scope of the guidance be measured at the lower of cost and net realizable value rather than the lower of cost or market. The standard will be effective for public business entities for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. The new guidance shall be applied prospectively and early adoption is permitted. The Company will adopt this guidance in the first quarter of 2017. The impact is not expected to be material.

In April 2015, the FASB issued ASU 2015-03, "Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs," which is designed to simplify presentation of debt issuance costs. The standard requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The standard will be effective for U.S. public companies for annual reporting periods beginning after December 15, 2015. Early adoption is permitted. The new guidance shall be applied on a retrospective basis for all periods presented. The Company will adopt this guidance in the first quarter of 2016. The impact is not expected to be material.

In February 2015, the FASB issued ASU 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis," which adds requirements that limited partnerships must meet to qualify as voting interest entities and modifies the evaluation of whether limited partnerships are variable interest entities or voting interest entities. It also eliminates the presumption that a general partner should consolidate a limited partnership. This guidance is effective for public companies for fiscal years beginning after December 15, 2015. The Company will adopt this guidance in the first quarter of 2016. The impact is not expected to be material.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers," which supersedes nearly all existing revenue recognition guidance under accounting principles generally accepted in the United States ("U.S. GAAP"). The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

1. OVERVIEW, Continued

to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard permits using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). In August 2015, the FASB issued ASU 2015-14 which deferred the effective date of ASU 2014-09 by one year. We are currently evaluating the impact of our pending adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard. We will adopt this guidance in the first quarter of 2018.

In April 2014, the FASB issued ASU 2014-08, "Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity," which raises the threshold for a disposal to qualify as a discontinued operation and requires new disclosures of both discontinued operations and certain other disposals that do not meet the definition of a discontinued operation. For public entities, this ASU is effective for fiscal years beginning on or after December 15, 2014, and interim periods within those years. The Company adopted this guidance in the first quarter of 2015. The impact was not material.

2. ROSE ROCK MIDSTREAM, L.P.

We control the operations of our consolidated subsidiary, Rose Rock Midstream, L.P. (NYSE: RRMS) ("Rose Rock"), through our ownership of the general partner interest. As of September 30, 2015, we own the 2% general partner interest and a 55.2% limited partner interest.

On January 1, 2015, certain operational targets were achieved by White Cliffs Pipeline, L.L.C. ("White Cliffs") and all 3,750,000 Class A units held by the Company were converted to common units on a one-for-one basis. The conversion did not impact the total number of Rose Rock's outstanding units representing limited partner interests.

On February 13, 2015, we contributed the Wattenberg Oil Trunkline ("WOT") and our 50% ownership interest in Glass Mountain Pipeline, LLC ("Glass Mountain") to Rose Rock for (i) cash of approximately \$251.2 million, (ii) the issuance of 1.75 million common units, and (iii) an increase of the capital account of the general partner and a related issuance of general partner interest, to allow the general partner to maintain its 2% general partner interest.

As the transaction was between entities under common control, Rose Rock recorded the acquired assets and liabilities based on SemGroup's historical cost. The purchase price in excess of historical cost was treated as an equity transaction with SemGroup, which reduced the partners' capital accounts of Rose Rock's general and limited partners on a pro-rata basis.

Additionally, the acquisition of WOT created a change in reporting entity which required Rose Rock's historical results to be recast as if WOT had been part of Rose Rock in prior periods. The historical summarized financial information of Rose Rock has been recast to reflect this change. The impact to prior periods was not significant. Prior period earnings of WOT have been allocated to the general partner. The acquisition of the equity method investment in Glass Mountain did not create a change in reporting entity. As such, prior periods have not been recast to include the historical results of Glass Mountain. There was no impact to SemGroup as these entities are all reported within the Crude segment.

On February 17, 2015, certain targets specified in Rose Rock's partnership agreement were achieved and all 8,389,709 subordinated units held by the Company were converted to common units. The conversion did not impact the total number of Rose Rock's outstanding units representing limited partner interests.

Cash distributions

We receive distributions from Rose Rock on our common units, our 2% general partner interest and incentive distribution rights. Rose Rock intends to pay a minimum quarterly distribution of \$0.3625 per unit, to the extent it has sufficient available cash, as defined in Rose Rock's partnership agreement.

The following table shows the cash distributions paid or declared during 2015 and 2014 (in thousands, except for per unit amounts):

SEMGROUP CORPORATION**Notes to Unaudited Condensed Consolidated Financial Statements****2. ROSE ROCK MIDSTREAM, L.P. , Continued**

Quarter Ended	Distribution Per Unit	Distributions Paid/To Be Paid					
		SemGroup				Noncontrolling Interest Common Units	Total Distributions
		General Partner	Incentive Distributions	Common Units	Subordinated Units		
December 31, 2013	\$ 0.4650	\$ 257	\$ 244	\$ 2,041	\$ 3,901	\$ 6,398	\$ 12,841
March 31, 2014	\$ 0.4950	\$ 278	\$ 488	\$ 2,173	\$ 4,153	\$ 6,811	\$ 13,903
June 30, 2014	\$ 0.5350	\$ 334	\$ 888	\$ 3,646	\$ 4,488	\$ 7,362	\$ 16,718
September 30, 2014	\$ 0.5750	\$ 377	\$ 1,835	\$ 3,918	\$ 4,824	\$ 7,912	\$ 18,866
December 31, 2014	\$ 0.6200	\$ 485	\$ 3,487	\$ 6,551	\$ 5,202	\$ 8,544	\$ 24,269
March 31, 2015	\$ 0.6350	\$ 568	\$ 4,450	\$ 13,148	\$ —	\$ 10,213	\$ 28,379
June 30, 2015	\$ 0.6500	\$ 590	\$ 4,979	\$ 13,458	\$ —	\$ 10,456	\$ 29,483
September 30, 2015	\$ 0.6600 *	\$ 604	\$ 5,333	\$ 13,665	\$ —	\$ 10,619	\$ 30,221

*Expected distributions related to the quarter ended September 30, 2015, which will be paid on November 13, 2015 to unitholders of record as of November 3, 2015.

Summarized financial information

Certain summarized balance sheet information of Rose Rock is shown below (in thousands):

	(Unaudited) September 30, 2015	December 31, 2014
Cash	\$ 44,011	\$ 3,625
Other current assets	304,634	271,144
Property, plant and equipment, net	425,820	396,066
Equity method investment	430,168	269,635
Goodwill	36,116	36,116
Other noncurrent assets, net	32,746	29,677
Total assets	\$ 1,273,495	\$ 1,006,263
Current liabilities	\$ 270,452	\$ 265,682
Long-term debt	744,468	432,092
Partners' capital attributable to SemGroup	165,735	238,560
Partners' capital attributable to noncontrolling interests	92,840	69,929
Total liabilities and partners' capital	\$ 1,273,495	\$ 1,006,263

SEMGROUP CORPORATION**Notes to Unaudited Condensed Consolidated Financial Statements****2. ROSE ROCK MIDSTREAM, L.P. , Continued**

Certain summarized income statement information of Rose Rock for the three months and nine months ended September 30, 2015 and 2014 is shown below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 241,086	\$ 376,856	\$ 599,082	\$ 961,526
Cost of products sold	\$ 195,244	\$ 333,646	\$ 464,614	\$ 843,928
Operating, general and administrative expenses	\$ 23,420	\$ 26,574	\$ 79,976	\$ 69,165
Depreciation and amortization expense	\$ 10,634	\$ 8,395	\$ 31,385	\$ 27,153
Earnings from equity method investment	\$ 17,115	\$ 16,289	\$ 55,662	\$ 39,660
Net income	\$ 16,421	\$ 16,520	\$ 48,089	\$ 47,834
Noncontrolling interests in consolidated subsidiary retained by SemGroup	\$ —	\$ —	\$ —	\$ 7,758
Net income attributable to Rose Rock Midstream, L.P.	\$ 16,421	\$ 16,520	\$ 48,089	\$ 40,076

3. EQUITY METHOD INVESTMENTS

Our equity method investments consist of the following (in thousands):

	September 30, 2015	December 31, 2014
White Cliffs	\$ 287,090	\$ 269,635
NGL Energy Partners LP	117,280	162,246
Glass Mountain	143,078	146,039
Total equity method investments	\$ 547,448	\$ 577,920

Our earnings from equity method investments consist of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
White Cliffs	\$ 16,047	\$ 16,289	\$ 50,682	\$ 39,660
NGL Energy Partners LP*	(878)	(4,482)	5,037	4,077
Glass Mountain	1,068	2,416	4,980	4,635
Total earnings from equity method investments	\$ 16,237	\$ 14,223	\$ 60,699	\$ 48,372

* Excluding gain on issuance of common units of \$0.1 million and \$18.8 million for the three months ended September 30, 2015 and 2014 and \$6.0 million and \$26.9 million for the nine months ended September 30, 2015 and 2014

Cash distributions received from equity method investments consist of the following (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
White Cliffs	\$ 20,631	\$ 17,029	\$ 65,336	\$ 45,081
NGL Energy Partners LP	4,752	6,450	14,235	17,462
Glass Mountain	2,971	2,842	9,891	5,779
Total cash distributions received from equity method investments	\$ 28,354	\$ 26,321	\$ 89,462	\$ 68,322

SEMGROUP CORPORATION**Notes to Unaudited Condensed Consolidated Financial Statements****3. EQUITY METHOD INVESTMENTS, Continued*****White Cliffs***

Certain unaudited summarized income statement information of White Cliffs for the three months and nine months ended September 30, 2015 and 2014 is shown below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 49,027	\$ 42,211	\$ 152,150	\$ 110,018
Operating, general and administrative expenses	\$ 8,446	\$ 4,055	\$ 25,844	\$ 16,362
Depreciation and amortization expense	\$ 8,746	\$ 5,807	\$ 25,871	\$ 14,737
Net income	\$ 31,835	\$ 32,349	\$ 100,428	\$ 78,919

The equity in earnings of White Cliffs for the three months and nine months ended September 30, 2015 and 2014 is less than 51% of the net income of White Cliffs for the same periods. This is due to certain general and administrative expenses we incur in managing the operations of White Cliffs that the other owners are not obligated to share. Such expenses are recorded by White Cliffs and are allocated to our ownership interest. White Cliffs recorded \$0.4 million and \$0.4 million of such general and administrative expense for the three months ended September 30, 2015 and 2014, respectively. White Cliffs recorded \$1.1 million and \$1.2 million of such general and administrative expense for the nine months ended September 30, 2015 and 2014, respectively.

The members of White Cliffs are required to contribute capital to White Cliffs to fund various projects. For the nine months ended September 30, 2015, we contributed \$31.0 million to these projects, including \$22.7 million of contributions for an expansion project adding approximately 65,000 barrels per day of capacity. Remaining contributions related to the expansion project will be paid in 2015 and 2016 and are expected to total \$14.0 million. The project is expected to be completed during the first half of 2016.

NGL Energy Partners LP

At September 30, 2015, we owned 4,652,568 common units representing limited partner interests in NGL Energy Partners LP (NYSE: NGL) ("NGL Energy"), which represents approximately 4.5% of the total 104,181,253 limited partner units of NGL Energy outstanding at June 30, 2015, and an 11.78% interest in the general partner of NGL Energy.

At September 30, 2015, the fair market value of our 4,652,568 common unit investment in NGL Energy was \$92.9 million, based on a September 30, 2015 closing price of \$19.97 per common unit. This does not reflect our 11.78% interest in the general partner of NGL Energy. The fair value of our limited partner investment in NGL Energy is categorized as a Level 1 measurement, as it is based on quoted market prices.

Our policy is to record our equity in earnings of NGL Energy on a one-quarter lag, as we do not expect information on the earnings of NGL Energy to always be available in time to consistently record the earnings in the quarter in which they are generated. Accordingly, the equity in earnings from NGL Energy, which is reflected in our condensed consolidated statements of operations and comprehensive income (loss) for the three months and nine months ended September 30, 2015 and 2014, relates to the earnings of NGL Energy for the three months and nine months ended June 30, 2015 and 2014, respectively.

During the three and nine months ended June 30, 2015, NGL issued common units which diluted our limited partnership interest. As we record activity on a one-quarter lag, we recognized non-cash gains of \$0.1 million and \$6.0 million, respectively, associated with these issuances for the three and nine months ended September 30, 2015.

During the nine months ended September 30, 2015, we sold 1,999,533 of our NGL Energy common units for \$56.3 million, net of related costs of \$0.5 million. We recorded net gains related to these sales of \$14.5 million in "other expense (income)" in our condensed consolidated statement of operations and comprehensive income (loss) for the nine months ended September 30, 2015.

Certain unaudited summarized income statement information of NGL Energy for the three months and nine months ended June 30, 2015 and 2014 is shown below (in thousands):

SEMGROUP CORPORATION**Notes to Unaudited Condensed Consolidated Financial Statements****3. EQUITY METHOD INVESTMENTS, Continued**

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2015	2014	2015	2014
Revenue	\$ 3,538,469	\$ 3,648,614	\$ 11,311,386	\$ 10,367,994
Cost of sales	\$ 3,322,551	\$ 3,534,053	\$ 10,567,240	\$ 9,874,826
Operating, general and administrative expenses	\$ 170,816	\$ 95,741	\$ 494,673	\$ 297,417
Depreciation and amortization expense	\$ 59,831	\$ 39,375	\$ 164,306	\$ 112,344
Net income (loss)	\$ (38,526)	\$ (39,910)	\$ 47,147	\$ 27,288

Glass Mountain

Certain unaudited summarized income statement information of Glass Mountain for the three months and nine months ended September 30, 2015 and 2014 is shown below (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 8,348	\$ 8,708	\$ 29,257	\$ 21,452
Cost of sales	\$ 253	\$ —	\$ 2,235	\$ —
Operating, general and administrative expenses	\$ 1,950	\$ 23	\$ 4,861	\$ 2,031
Depreciation and amortization expense	\$ 3,903	\$ 3,745	\$ 11,879	\$ 9,863
Net income	\$ 2,242	\$ 4,939	\$ 10,278	\$ 9,554

The equity in earnings of Glass Mountain for the three months and nine months ended September 30, 2015 reported in our condensed consolidated statement of operations and comprehensive income (loss) is less than 50% of the net income of Glass Mountain for the same period due to amortization of capitalized interest for the period.

For the nine months ended September 30, 2015, we contributed \$2.0 million to Glass Mountain related to capital projects.

4. SEGMENTS

Our businesses are organized based on the nature and location of the services they provide. Certain summarized information related to our reportable segments is shown in the tables below. None of the operating segments have been aggregated. Our investment in NGL Energy is included within the SemStream segment. Although "Corporate and Other" does not represent an operating segment, it is included in the tables below to reconcile segment information to that of the consolidated Company. Eliminations of transactions between segments are also included within "Corporate and Other" in the tables below.

The accounting policies of each segment are the same as the accounting policies of the consolidated Company. Transactions between segments are generally recorded based on prices negotiated between the segments. Certain general and administrative and interest expenses incurred at the corporate level are allocated to the segments, based on our allocation policies in effect at the time.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

4. SEGMENTS , Continued

	Three Months Ended September 30, 2015							
	Crude	SemStream	SemCAMS	SemGas	SemLogistics	SemMexico	Corporate and Other	Consolidated
	(dollars in thousands)							
Revenues:								
External	\$ 241,086	\$ —	\$ 33,152	\$ 60,908	\$ 5,659	\$ 56,260	\$ —	\$ 397,065
Intersegment	—	—	—	4,162	—	—	(4,162)	—
Total revenues	241,086	—	33,152	65,070	5,659	56,260	(4,162)	397,065
Expenses:								
Costs of products sold, exclusive of depreciation and amortization shown below	195,244	—	27	36,915	—	46,615	(4,162)	274,639
Operating	19,329	—	21,062	8,475	1,955	2,447	(1)	53,267
General and administrative	7,733	7	3,600	2,376	1,757	2,823	4,749	23,045
Depreciation and amortization	10,634	—	3,198	8,601	2,173	993	423	26,022
Loss (gain) on disposal or impairment of long-lived assets, net	(603)	—	(917)	445	—	124	—	(951)
Total expenses	232,337	7	26,970	56,812	5,885	53,002	1,009	376,022
Earnings (loss) from equity method investments	17,115	(878)	—	—	—	—	—	16,237
Gain on issuance of common units by equity method investee	—	136	—	—	—	—	—	136
Operating income (loss)	25,864	(749)	6,182	8,258	(226)	3,258	(5,171)	37,416
Other expenses (income), net	16,030	(1,352)	1,702	3,504	1,021	143	(3,219)	17,829
Income (loss) from continuing operations before income taxes	\$ 9,834	\$ 603	\$ 4,480	\$ 4,754	\$ (1,247)	\$ 3,115	\$ (1,952)	\$ 19,587
Total assets at September 30, 2015 (excluding intersegment receivables)	\$ 1,377,143	\$ 117,280	\$ 586,944	\$ 722,615	\$ 157,087	\$ 98,029	\$ (181,530)	\$ 2,877,568

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

4. SEGMENTS , Continued

Three Months Ended September 30, 2014

	Crude	SemStream	SemCAMS	SemGas	SemLogistics	SemMexico	Corporate and Other	Consolidated
(dollars in thousands)								
Revenues:								
External	\$ 376,856	\$ —	\$ 53,800	\$ 87,103	\$ 1,299	\$ 75,177	\$ —	\$ 594,235
Intersegment	—	—	—	9,726	—	—	(9,726)	—
Total revenues	376,856	—	53,800	96,829	1,299	75,177	(9,726)	594,235
Expenses:								
Costs of products sold, exclusive of depreciation and amortization shown below	333,646	—	97	68,722	—	65,324	(9,726)	458,063
Operating	22,057	—	33,537	8,965	2,148	2,670	—	69,377
General and administrative	4,696	30	3,836	2,312	1,595	2,928	7,899	23,296
Depreciation and amortization	8,395	—	5,113	7,064	2,543	1,655	430	25,200
Loss (gain) on disposal of long-lived assets, net	291	—	(35)	(12)	1,139	(7)	—	1,376
Total expenses	369,085	30	42,548	87,051	7,425	72,570	(1,397)	577,312
Earnings (loss) from equity method investments	18,705	(4,482)	—	—	—	—	—	14,223
Gain on issuance of common units by equity method investee	—	18,772	—	—	—	—	—	18,772
Operating income (loss)	26,476	14,260	11,252	9,778	(6,126)	2,607	(8,329)	49,918
Other expenses (income), net	10,526	(28,041)	3,920	2,330	969	31	3,897	(6,368)
Income (loss) from continuing operations before income taxes	\$ 15,950	\$ 42,301	\$ 7,332	\$ 7,448	\$ (7,095)	\$ 2,576	\$ (12,226)	\$ 56,286

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

4. SEGMENTS , Continued

Nine Months Ended September 30, 2015									
	Crude	SemStream	SemCAMS	SemGas	SemLogistics	SemMexico	Corporate and Other	Consolidated	
(dollars in thousands)									
Revenues:									
External	\$ 606,057	\$ —	\$ 98,791	\$ 181,454	\$ 17,090	\$ 169,209	\$ —	\$ 1,072,601	
Intersegment	—	—	—	16,594	—	—	(16,594)	—	
Total revenues	606,057	—	98,791	198,048	17,090	169,209	(16,594)	1,072,601	
Expenses:									
Costs of products sold, exclusive of depreciation and amortization shown below	473,522	—	235	114,344	—	139,362	(16,594)	710,869	
Operating	64,446	—	63,058	25,320	6,610	7,724	(1)	167,157	
General and administrative	19,687	22	11,169	7,080	5,680	7,588	27,046	78,272	
Depreciation and amortization	31,385	—	9,451	23,098	6,367	3,083	1,046	74,430	
Loss (gain) on disposal of long-lived assets, net	(530)	—	(917)	1,894	—	105	927	1,479	
Total expenses	588,510	22	82,996	171,736	18,657	157,862	12,424	1,032,207	
Earnings from equity method investments	55,662	5,037	—	—	—	—	—	60,699	
Gain on issuance of common units by equity method investee	—	6,033	—	—	—	—	—	6,033	
Operating income (loss)	73,209	11,048	15,795	26,312	(1,567)	11,347	(29,018)	107,126	
Other expenses (income), net	39,759	(18,527)	8,034	9,624	1,705	268	(7,138)	33,725	
Income (loss) from continuing operations before income taxes	\$ 33,450	\$ 29,575	\$ 7,761	\$ 16,688	\$ (3,272)	\$ 11,079	\$ (21,880)	\$ 73,401	

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements
4. SEGMENTS , Continued

Nine Months Ended September 30, 2014										
	Crude	SemStream	SemCAMS	SemGas	SemLogistics	SemMexico	Corporate and Other	Consolidated		
(dollars in thousands)										
Revenues:										
External	\$ 961,526	\$ —	\$ 133,037	\$ 260,951	\$ 10,070	\$ 209,758	\$ —	\$ 1,575,342		
Intersegment	—	—	—	29,410	—	—	(29,410)	—		
Total revenues	961,526	—	133,037	290,361	10,070	209,758	(29,410)	1,575,342		
Expenses:										
Costs of products sold, exclusive of depreciation and amortization shown below	843,928	—	235	215,535	615	180,800	(29,410)	1,211,703		
Operating	54,885	—	86,039	24,421	6,168	8,066	—	179,579		
General and administrative	15,076	91	11,390	6,524	4,546	8,791	17,464	63,882		
Depreciation and amortization	27,153	—	11,021	19,312	7,593	4,538	1,282	70,899		
Loss (gain) on disposal of long-lived assets, net	230	—	(950)	20,092	(2,495)	(35)	3,791	20,633		
Total expenses	941,272	91	107,735	285,884	16,427	202,160	(6,873)	1,546,696		
Earnings from equity method investments	44,295	4,077	—	—	—	—	—	48,372		
Gain on issuance of common units by equity method investee	—	26,899	—	—	—	—	—	26,899		
Operating income (loss)	64,549	30,885	25,302	4,477	(6,357)	7,598	(22,537)	103,917		
Other expenses (income), net	20,367	(30,582)	11,825	6,032	1,303	(70)	21,743	30,618		
Income (loss) from continuing operations before income taxes	\$ 44,182	\$ 61,467	\$ 13,477	\$ (1,555)	\$ (7,660)	\$ 7,668	\$ (44,280)	\$ 73,299		

5. INVENTORIES

Inventories consist of the following (in thousands):

	September 30, 2015	December 31, 2014
Crude oil	\$ 49,048	\$ 26,722
Asphalt and other	14,809	16,810
Total inventories	\$ 63,857	\$ 43,532

During the nine months ended ended September 30, 2015 , our Crude segment recorded non-cash charges of \$1.2 million to write-down crude oil inventory to the lower of cost or market.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

6. FINANCIAL INSTRUMENTS

Fair value of financial instruments

We record certain financial assets and liabilities at fair value at each balance sheet date. The tables below summarize the balances of commodity derivative assets and liabilities at September 30, 2015 and December 31, 2014 (in thousands):

	September 30, 2015			December 31, 2014		
	Level 1	Netting*	Total	Level 1	Netting*	Total
Derivatives subject to netting arrangements:						
Commodity derivatives:						
Assets	\$ 5,355	\$ (364)	\$ 4,991	\$ 3,311	\$ (1,637)	\$ 1,674
Liabilities	\$ 364	\$ (364)	\$ —	\$ 1,637	\$ (1,637)	\$ —

*Relates primarily to exchange traded futures. Gain and loss positions on multiple contracts are settled net on a daily basis with the exchange.

"Level 1" measurements are based on inputs consisting of unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities. These include commodity futures contracts that are traded on an exchange.

"Level 2" measurements are based on inputs consisting of market observable and corroborated prices for similar derivative contracts. Assets and liabilities classified as Level 2 include over the counter ("OTC") traded physical fixed priced purchases and sales forward contracts.

"Level 3" measurements are based on inputs from a pricing service and/or internal valuation models incorporating observable and unobservable market data. These include commodity derivatives, such as forwards and swaps for which there is not a highly liquid market and therefore are not included in Level 2 above.

Financial assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the measurement requires judgment and may affect the valuation of assets and liabilities and their placement within the fair value levels. At September 30, 2015, all of our physical fixed price forward purchases and sales contracts were being accounted for as normal purchases and normal sales.

There were no financial assets or liabilities recorded at fair value which were classified as Level 2 or Level 3 during the three months and nine months ended September 30, 2015 and 2014. As such, no rollforward of Level 3 activity has been presented.

Commodity derivative contracts

Our consolidated results of operations and cash flows are impacted by changes in market prices for petroleum products. This exposure to commodity price risk is managed, in part, by entering into various commodity derivatives.

We seek to manage the price risk associated with our marketing operations by limiting our net open positions through (i) the concurrent purchase and sale of like quantities of petroleum products to create back-to-back transactions that are intended to lock in positive margins based on the timing, location or quality of the petroleum products purchased and delivered or (ii) derivative contracts. Our storage and transportation assets can also be used to mitigate location and time basis risk. All marketing activities are subject to our Comprehensive Risk Management Policy, which establishes limits in order to manage risk and mitigate financial exposure.

Our commodity derivatives can be comprised of swaps, futures contracts and forward contracts of crude oil, natural gas and natural gas liquids. These are defined as follows:

Swaps – OTC transactions where a floating price, basis or index is exchanged for a fixed (or a different floating) price, basis or index at a preset schedule in the future, according to an agreed-upon formula.

Futures contracts – Exchange traded contracts to buy or sell a commodity. These contracts are standardized by the exchange in terms of quality, quantity, delivery period and location for each commodity.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

6. FINANCIAL INSTRUMENTS, Continued

Forward contracts – OTC contracts to buy or sell a commodity at an agreed upon future date. The buyer and seller agree on specific terms (price, quantity, delivery period and location) and conditions at the inception of the contract.

The following table sets forth the notional quantities for commodity derivative instruments entered into (in thousands of barrels):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Sales	5,735	1,525	19,187	3,475
Purchases	5,775	1,313	19,188	3,128

We have not designated any of our commodity derivative instruments as accounting hedges. We have recorded the fair value of our commodity derivative instruments on our condensed consolidated balance sheets in other current assets and other current liabilities in the following amounts (in thousands):

	September 30, 2015		December 31, 2014	
	Assets	Liabilities	Assets	Liabilities
Commodity contracts	\$ 4,991	\$ —	\$ 1,674	\$ —

We have posted margin deposits as collateral with brokers who have the right of set off associated with these funds. Our margin accounts were in a net liability position as of September 30, 2015 of \$2.3 million . At December 31, 2014 , our margin deposit balance was \$0.8 million . These margin account balances have not been offset against our net commodity derivative instrument (contract) positions. Had these margin deposits been netted against our net commodity derivative instrument (contract) positions as of September 30, 2015 and December 31, 2014 , we would have had net asset positions of \$2.6 million and \$2.5 million , respectively.

Realized and unrealized gains (losses) from our commodity derivatives were recorded to product revenue in the following amounts (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Commodity contracts	\$ 6,036	\$ 4,047	\$ 3,768	\$ 1,298

Concentrations of risk

During the three months ended September 30, 2015 , two customers of our Crude segment accounted for more than 10% of our consolidated revenues at approximately 43% . We purchased approximately \$40.3 million of product from one third-party supplier of our Crude segment, which represented approximately 15% of our costs of products sold.

During the nine months ended September 30, 2015 , two customers of our Crude segment accounted for more than 10% of our consolidated revenues at approximately 38% . We purchased approximately \$93.2 million of product from one third-party supplier of our Crude segment, which represented approximately 13% of our costs of products sold.

At September 30, 2015 , one third-party customer of our Crude segment accounted for approximately 37% of our consolidated accounts receivable.

7. INCOME TAXES

The effective tax rate was 51% and 43% for the three months ended September 30, 2015 and 2014, respectively, and 40% and 46% for the nine months ended September 30, 2015 and 2014, respectively. The rate for the nine months ended September 30, 2014 is impacted by disallowance of a foreign loss on cross jurisdictional intercompany debt waivers which had no net impact to U.S. taxes, by the net favorable resolution of Canadian income tax audits for periods through December 2009 and \$3.1 million Canadian withholding tax paid on remittances to the U.S. Significant items that impacted the effective tax rate for each period, as compared to the U.S. federal statutory rate of 35%, include earnings in foreign jurisdictions taxed at lower rates and a non-controlling interest in Rose Rock for which taxes are not provided.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

7. INCOME TAXES, Continued

Further, the foreign earnings are taxed in foreign jurisdictions as well as in the U.S., since they are disregarded entities for U.S. federal income tax purposes.

We have a valuation allowance on a small portion of our state net operating loss carryovers with shorter carryover periods and our foreign tax credit carryover. We have not released the valuation allowance on the foreign tax credits due to the foreign tax credit limitation and the relative subjectivity of forecasts of the relational magnitude of U.S. and foreign taxable income in future periods, as well as the shorter carryover period available for the credits. Deferred tax assets are reduced by a valuation allowance when a determination is made that it is more likely than not that some, or all, of the deferred tax assets will not be realized based on the weight of all available evidence. Evidence which is objectively verifiable carries a higher weight in the analysis. The ultimate realization of deferred tax assets is dependent upon the existence of sufficient taxable income of the appropriate character within the carryback and carryforward period available under the tax law. Sources of taxable income include future reversals of existing taxable temporary differences, future earnings and available tax planning strategies.

We have determined that no accruals related to uncertainty in tax positions are required. All income tax years of the Company ending after the emergence from bankruptcy remain open for examination in all jurisdictions. In foreign jurisdictions, all tax years within the relevant statute of limitations for periods prior to the emergence from bankruptcy remain open for examination. Currently, there are no examinations in progress for our federal or state jurisdictions. No foreign jurisdictions are currently under audit.

8. LONG-TERM DEBT

Our long-term debt consisted of the following (in thousands):

	September 30, 2015	December 31, 2014
SemGroup 7.50% senior unsecured notes due 2021	\$ 300,000	\$ 300,000
SemGroup corporate revolving credit facility	—	35,000
Rose Rock 5.625% senior unsecured notes due 2022	400,000	400,000
Rose Rock 5.625% senior unsecured notes due 2023	344,410	—
Rose Rock revolving credit facility	—	32,000
SemMexico revolving credit facility	—	—
Capital leases	95	132
Total long-term debt	<u>\$ 1,044,505</u>	<u>\$ 767,132</u>
Less: current portion of long-term debt	37	40
Noncurrent portion of long-term debt	<u>\$ 1,044,468</u>	<u>\$ 767,092</u>

SemGroup senior unsecured notes due 2021

For the three months ended September 30, 2015 and 2014, we incurred \$5.8 million and \$5.8 million, respectively, of interest expense related to \$300 million of 7.50% senior unsecured notes due 2021 (the "SemGroup Notes") including the amortization of debt issuance costs. For the nine months ended September 30, 2015 and 2014, we incurred \$17.5 million and \$17.5 million, respectively, of interest expense related to the SemGroup Notes including amortization of debt issuance costs.

SemGroup corporate revolving credit facility

At September 30, 2015, we had no outstanding cash borrowings on our \$500 million revolving credit facility.

At September 30, 2015, we had outstanding letters of credit under the facility of \$4.5 million, for which the rate in effect was 2.0%.

We incurred interest expense related to the SemGroup revolving credit facility of \$0.8 million and \$1.2 million for the three months ended September 30, 2015 and 2014, respectively, including amortization of debt issuance costs. We

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements**8. LONG-TERM DEBT, Continued**

incurred interest expense related to the SemGroup revolving credit facility of \$2.8 million and \$4.9 million for the nine months ended September 30, 2015 and 2014, respectively, including amortization of debt issuance costs.

Rose Rock senior unsecured notes due 2022

At September 30, 2015, Rose Rock had outstanding \$400 million of 5.625% senior unsecured notes due 2022 (the "Rose Rock 2022 Notes"). For the three months ended September 30, 2015 and 2014, we incurred \$5.9 million and \$5.8 million, respectively, of interest expense related to the Rose Rock 2022 Notes including amortization of debt issuance costs. For the nine months ended September 30, 2015 and 2014, we incurred \$17.6 million and \$5.8 million, respectively, of interest expense related to the Rose Rock 2022 Notes including amortization of debt issuance costs.

Rose Rock senior unsecured notes due 2023

On May 14, 2015, Rose Rock and its wholly-owned subsidiary, Rose Rock Finance Corporation ("Finance Corp."), as co-issuer, sold \$350 million of 5.625% senior unsecured notes due 2023 (the "Rose Rock 2023 Notes") to certain initial purchasers for resale to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to non-U.S. persons outside the United States pursuant to Regulation S of the Securities Act. The Rose Rock 2023 Notes are guaranteed by all of Rose Rock's existing subsidiaries other than Finance Corp. Such guarantees of the Rose Rock 2023 Notes are full and unconditional and constitute the joint and several obligations of the subsidiary guarantors.

The Rose Rock 2023 notes were sold at 98.345% of par, a discount of \$5.8 million. The discount is reported as a reduction to the face value of the Rose Rock 2023 Notes on our condensed consolidated balance sheets and is being amortized over the life of the Rose Rock 2023 Notes using the interest method. At September 30, 2015, the unamortized discount was \$5.6 million.

The net proceeds from the offering of \$337.7 million, after the discount and \$6.5 million of underwriters' fees and offering expenses, were used to repay amounts borrowed under Rose Rock's revolving credit facility and for general partnership purposes.

The Rose Rock 2023 Notes are governed by an indenture among Rose Rock, its subsidiary guarantors, Finance Corp. and Wilmington Trust, National Association, as trustee (the "Indenture"). The Indenture includes customary covenants, including limitations on Rose Rock's ability to incur additional indebtedness or issue certain preferred shares; pay dividends and make certain distributions, investments and other restricted payments; create certain liens; sell assets; enter into transactions with affiliates; merge, consolidate, sell or otherwise dispose of all or substantially all of its assets; and designate its subsidiaries as unrestricted subsidiaries under the Indenture.

The Indenture includes customary events of default. A default would permit the trustee or holders of at least 25% in aggregate principal amount of the Rose Rock 2023 Notes then outstanding to declare all amounts owing under the Rose Rock 2023 Notes to be due and payable.

The Rose Rock 2023 Notes are effectively subordinated in right of payment to any of Rose Rock's, and the subsidiary guarantors', existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness.

Rose Rock may issue additional notes under the Indenture from time to time, subject to the terms of the Indenture.

Except as described below, the Rose Rock 2023 Notes are not redeemable at Rose Rock's option prior to May 15, 2019. From and after May 15, 2019, Rose Rock may redeem the Rose Rock 2023 Notes, in whole or in part, at the redemption prices (expressed as percentages of principal amount) set forth below, plus accrued and unpaid interest, if redeemed during the twelve-month period beginning on May 15 of each of the years indicated below:

Year	Percentage
2019	102.813%
2020	101.406%
2021 and thereafter	100.000%

Prior to May 15, 2018, Rose Rock may, at its option, on one or more occasions, redeem up to 35% of the sum of the original aggregate principal amount of the Rose Rock 2023 Notes at a redemption price equal to 105.625% of the

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

8. LONG-TERM DEBT, Continued

aggregate principal amount thereof, plus accrued and unpaid interest, with the net cash proceeds of one or more equity offerings of Rose Rock, or the parent of Rose Rock to the extent such net proceeds are contributed to Rose Rock, subject to certain conditions.

Prior to May 15, 2019, Rose Rock may also redeem all or part of the Rose Rock 2023 Notes at a price equal to the principal plus a premium equal to the greater of 1% of the principal or the excess of the present value of the May 15, 2019 redemption price from the table above plus all required interest payments due through May 15, 2019, computed using a discount rate based on a published United States Treasury Rate plus 50 basis points, over the principal value of such Rose Rock 2023 Note.

In the event of a change of control, Rose Rock is required to offer to repurchase the Rose Rock 2023 Notes at an amount equal to 101% of the principal plus accrued and unpaid interest.

The Rose Rock 2023 Notes are also subject to a Registration Rights Agreement which requires Rose Rock to file a registration statement with the SEC and to use commercially reasonable efforts to consummate such exchange offer within one year of the settlement date of the Rose Rock 2023 Notes so that holders of the Rose Rock 2023 Notes can exchange the Rose Rock 2023 Notes and related guarantees for registered notes (the "Exchange Notes") and guarantees that have substantially identical terms as the Rose Rock 2023 Notes and related guarantees. The guarantees of the Exchange Notes will be full and unconditional and will constitute the joint and several obligations of the subsidiary guarantors. Failure to meet the terms of the Registration Rights Agreement will require Rose Rock to pay incremental interest of 0.25% per annum, increased by an additional 0.25% per annum for each 90-day period for which registration default continues (up to a maximum of 1.0% per annum).

Interest on the Rose Rock Notes is payable in arrears on May 15th and November 15th to holders of record on May 1st and November 1st each year until maturity.

For the three months and nine months ended September 30, 2015, we incurred \$5.2 million and \$7.9 million, respectively, of interest expense related to the Rose Rock 2023 Notes including amortization of debt issuance costs.

Rose Rock revolving credit facility

At September 30, 2015, Rose Rock had no outstanding cash borrowings under the \$585 million Rose Rock revolving credit facility.

At September 30, 2015, Rose Rock had \$38.9 million in outstanding letters of credit, and the rate in effect was 2.50%.

Rose Rock had \$25.9 million of Secured Bilateral Letters of Credit outstanding at September 30, 2015. The interest rate in effect was 1.75%. Secured bilateral letters of credit are external to the facility and do not reduce availability for borrowing on the revolving credit facility.

We incurred \$1.4 million and \$2.0 million of interest expense related to this facility during the three months ended September 30, 2015 and 2014, respectively, including letters of credit and amortization of debt issuance costs. We incurred \$5.6 million and \$6.9 million of interest expense related to this facility during the nine months ended September 30, 2015 and 2014, respectively, including letters of credit and amortization of debt issuance costs.

SemMexico revolving credit facility

SemMexico had a \$44 million Mexican pesos (U.S. \$2.6 million at the September 30, 2015 exchange rate) revolving credit facility, which matured in May 2015. At the time of the maturity, there were no outstanding borrowings.

SemMexico had a \$56 million Mexican pesos (U.S. \$3.3 million at the September 30, 2015 exchange rate) revolving credit facility, which matured in July 2015. At the time of the maturity, there were no outstanding borrowings.

On May 22, 2015, SemMexico entered into a \$100 million Mexican pesos (U.S. \$5.8 million at the September 30, 2015 exchange rate) revolving credit facility, which matures in May 2018. There were no outstanding borrowings on the facility at September 30, 2015. Borrowings are unsecured and bear interest at the bank prime rate in Mexico plus 1.50%.

At September 30, 2015, SemMexico had an outstanding letter of credit of \$292.8 million Mexican pesos (U.S. \$17.1 million at the September 30, 2015 exchange rate). The interest rate in effect was 0.25%.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

8. LONG-TERM DEBT, Continued

Capitalized interest

During the nine months ended September 30, 2015 and 2014, we capitalized interest of \$1.0 million and \$1.0 million, respectively.

Fair value

We estimate the fair value of the SemGroup Notes, the Rose Rock 2022 Notes and the Rose Rock 2023 Notes to be \$298 million, \$352 million and \$310 million, respectively, at September 30, 2015, based on unadjusted, transacted market prices, which are categorized as Level 1 measurements.

9. COMMITMENTS AND CONTINGENCIES

Bankruptcy matters

On July 22, 2008 (the "Petition Date"), SemGroup, L.P. and certain subsidiaries filed petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code. Also on July 22, 2008, SemGroup, L.P.'s Canadian subsidiaries filed for creditor protection in Canada. Later during 2008, certain other U.S. subsidiaries filed petitions for reorganization. While in bankruptcy, SemGroup, L.P. filed a plan of reorganization with the court, which was confirmed on October 28, 2009 (the "Plan of Reorganization"). The Plan of Reorganization determined, among other things, how pre-Petition Date obligations would be settled, the equity structure of the reorganized company upon emergence and the financing arrangements upon emergence. SemGroup Corporation emerged from bankruptcy protection on November 30, 2009 (the "Emergence Date").

Claims reconciliation process

A large number of parties made claims against us for obligations alleged to have been incurred prior to our predecessor's bankruptcy filing. We have resolved or settled all of these outstanding claims and have made all required distributions. The Plan of Reorganization has therefore been fully administered. On November 7, 2014, SemGroup Corporation and the other reorganized debtors moved for a final decree from the bankruptcy court closing the debtors' bankruptcy cases. The United States Bankruptcy Court for the District of Delaware granted the request and entered its Order Granting Motion of Remaining Debtors for Entry of Final Decree on December 18, 2014. Accordingly, the bankruptcy cases for SemCrude, L.P., Eaglwing, L.P., SemCanada II, L.P., SemCanada L.P., SemGas, L.P., SemGroup, L.P., SemMaterials, L.P., and SemStream, L.P. have been closed. As part of its decree, the Court retained jurisdiction over certain on-going adversary proceedings, but the debtors have estimated and paid the claims associated with these remaining adversaries, leaving the non-debtor parties to the adversaries to resolve their remaining claims amongst themselves. On January 2, 2015, Bettina M. Whyte, the duly appointed Trustee of the SemGroup Litigation Trust (the "Litigation Trustee"), filed a notice of appeal of the Bankruptcy Court's December 18, 2014 order closing the aforementioned bankruptcy cases. However, the Bankruptcy Court's order of final decree was effective upon entry, and the appeal does not stay the effect of the order. The Litigation Trustee's appeal to the United States District Court for the District of Delaware is currently pending and will be opposed by SemGroup Corporation and the other remaining reorganized debtors.

Dimmit County, TX claims

An employee of Rose Rock Midstream Field Services, LLC was involved in a tractor trailer accident on January 15, 2015 in Dimmit County, Texas. A second accident followed resulting in six fatalities and multiple injuries. At this time, the following lawsuits have been filed in either the District Court of Zavala County, Texas or the District Court of Dimmit County, Texas: Olga D. Rubio and Carlos Rubio, Individually and on Behalf of All Statutory Wrongful Death Beneficiaries of Carlos Rubio, Jr., Deceased vs. Rose Rock Midstream Field Services, LLC and Jesus T. Riojas; David Rodriguez and Maribel Rodriguez vs. Rose Rock Midstream Field Services, LLC and Jesus T. Riojas; David Rodriguez and Maribel Rodriguez, Plaintiffs and Alejandra Abigail Ortega, Individually and as next friend of K.A.P., a minor, and as Representative of the Estate of Eduardo Pena, and Julian Pena and Nelva G. Suifuentes Pena Intervenors vs. Rose Rock Midstream Field Services, LLC, Jesus Riojas, and Roberto Rivera; Derek Muhlenbruch vs. Rose Rock Midstream Field Services, LLC and Jesus T. Riojas; and Agustin Lara, Sr., Individually, and Elsa Zamarripa, Individually and as Representative of the Estate of Justin Lara, Deceased vs. Rose Rock Midstream Field Services, LLC and Jesus T. Riojas; Jorge A Porras vs. Rose Rock Midstream Field Services, LLC; Nancy Garcia vs. Rose Rock Midstream Field Services, LLC; Veronica Veyro vs. Rose Rock Midstream Field Services, LLC; Veronica Veyro a/n/f of Sergio Veyro, Jr. vs. Rose

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

9. COMMITMENTS AND CONTINGENCIES, Continued

Rock Midstream Field Services, LLC; Veronica Veyro as Rep of Estate of Sergio Veyro Sr., Deceased vs. Rose Rock Midstream Field Services, LLC; Veronica Kimberly Veyro vs. Rose Rock Midstream Field Services, LLC; Roberto Rivera-Castilla vs. Rose Rock Midstream Field Services, LLC; Mary Alice Medellin vs. Rose Rock Midstream Field Services, LLC; Mary Medellin as Rep of Estate of Juan Medellin, Jr. vs. Rose Rock Midstream Field Services, LLC; Mary Medellin on behalf of those entitled to recover for the Wrongful Death of Juan Medellin, Jr. vs. Rose Rock Midstream Field Services, LLC; Elizabeth Rolon vs. Rose Rock Midstream Field Services, LLC; Juan Francisco Medellin, III vs. Rose Rock Midstream Field Services, LLC and David Rodriguez and Maribel Rodriguez vs. Rose Rock Midstream Field Services, LLC and Jesus T. Riojas. In August 2015, Rose Rock Midstream, L.P. and SemGroup Corporation were added as Defendants. We are currently working with counsel for the interested parties to investigate the accident, and no determination of liability has been made. Mediation including all parties is scheduled for the first week of November 2015. Trial on all these cases is currently scheduled to begin on February 9, 2016. We will continue to defend our position and believe that any liability that may arise from this incident will be covered by our insurance; however, we cannot predict the outcome.

Blueknight claim

Blueknight Energy Partners, L.P. ("Blueknight"), which was formerly a subsidiary of SemGroup, LP, together with other entities related to Blueknight, entered into a Shared Services Agreement on April 7, 2009, with SemCrude, L.P., now known as Rose Rock Midstream Crude, L.P. ("SemCrude") and SemManagement, L.L.C. (which are currently subsidiaries of SemGroup). The services provided by SemCrude to Blueknight under this agreement included from time to time certain operational tasks as requested by Blueknight in order that Blueknight could operate its Oklahoma pipeline system and its Cushing, Oklahoma terminal. Under the subsequent amendments to the agreement certain of these services were phased out, and Blueknight began to perform all services necessary for operation of its Cushing terminal without SemCrude's assistance.

In a letter dated August 18, 2011, Blueknight claimed that SemCrude owed Blueknight approximately 141,000 barrels of crude oil, and that SemCrude came to possess this oil as a result of a breach of the agreement and other tortious conduct. We responded to Blueknight's letter denying their charges and requesting documentation from Blueknight of its claim for missing barrels. On February 14, 2012, after months of interaction between the parties through which Blueknight was requested to substantiate its claim, Blueknight filed suit against SemCrude and other related companies in the District Court of Oklahoma County, Oklahoma. On May 1, 2012, the case was transferred to Tulsa County, Oklahoma. On July 2, 2012, the Tulsa County District Court appointed a Special Master to review terminal operations accounting records and determine whether 141,000 barrels of crude oil owned by Blueknight is missing after three months of operations in April through June, 2010. On June 11, 2013, the Special Master's Report was filed with the District Court finding a shortage in Blueknight's Cushing terminal and Oklahoma pipeline system of 148,000 barrels. However, after a review of all records created during that three month time period, the Special Master was unable to determine how the shortage might have occurred and was unable to determine the ownership of the potential shortage.

The parties completed discovery in the District Court, where substantial documentation was exchanged and deposition testimony was taken. After the parties attended mediation, a confidential settlement was executed on September 11, 2015. In exchange for mutual releases, a dismissal with prejudice of all claims and counter-claims, and without any party admitting fault or liability whatsoever, SemGroup agreed to pay Blueknight \$12.3 million in cash. The dismissal with prejudice of all claims and counter-claims was filed in the Tulsa County District Court case on September 22, 2015, and the suit is now closed.

Environmental

We may, from time to time, experience leaks of petroleum products from our facilities and, as a result of which, we may incur remediation obligations or property damage claims. In addition, we are subject to numerous environmental regulations. Failure to comply with these regulations could result in the assessment of fines or penalties by regulatory authorities.

The Kansas Department of Health and Environment ("the KDHE") initiated discussions during our bankruptcy proceeding regarding six of our sites in Kansas (five owned by Crude and one owned by SemGas) that KDHE believes, based on their historical use, may have soil or groundwater contamination in excess of state standards. KDHE sought our agreement to undertake assessments of these sites to determine whether they are contaminated. We reached an agreement

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

9. COMMITMENTS AND CONTINGENCIES, Continued

with KDHE on this matter and entered into a Consent Agreement and Final Order with KDHE to conduct environmental assessments on the sites and to pay KDHE's costs associated with their oversight of this matter. We have conducted Phase II investigations at all sites. Four of the sites have limited amounts of soil contamination that will be excavated and/or remediated on site. Four of the sites appeared to have ground water contamination requiring further delineation and/or ongoing monitoring. Work plans have been submitted to, and approved by, the KDHE. One site was closed and we anticipate closure in 2015 for one of the remaining five sites. Groundwater beneath two sites is being monitored until contaminants achieve regulatory threshold for closure and will not require active remediation. Two sites are in the process of completing assessment and characterization and will be remediated if necessary. We do not anticipate any penalties or fines for these historical sites.

Other matters

We are party to various other claims, legal actions, and complaints arising in the ordinary course of business. In the opinion of our management, the ultimate resolution of these claims, legal actions and complaints, after consideration of amounts accrued, insurance coverage and other arrangements, will not have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, the outcome of such matters is inherently uncertain, and estimates of our consolidated liabilities may change materially as circumstances develop.

Asset retirement obligations

We will be required to incur significant removal and restoration costs when we retire our natural gas gathering and processing facilities in Canada. During the second quarter of 2015, we completed a reevaluation of our asset retirement obligations and recorded reductions to the liability and offsetting asset of \$26.0 million. The reduction was largely due to a change in the estimated timing of the retirement of the facilities. At September 30, 2015, we have an asset retirement obligation liability of \$16.0 million, which is included within other noncurrent liabilities on our condensed consolidated balance sheets. This amount was calculated using the \$121.6 million cost we estimate we would incur to retire these facilities, discounted based on our risk-adjusted cost of borrowing and the estimated timing of remediation.

The calculation of the liability for an asset retirement obligation requires the use of significant estimates, including those related to the length of time before the assets will be retired, cost inflation over the assumed life of the assets, actual remediation activities to be required, and the rate at which such obligations should be discounted. Future changes in these estimates could result in material changes in the value of the recorded liability. In addition, future changes in laws or regulations could require us to record additional asset retirement obligations.

Our other segments may also be subject to removal and restoration costs upon retirement of their facilities. However, we are unable to predict when, or if, our pipelines, storage tanks and other facilities would become completely obsolete and require decommissioning. Accordingly, we have not recorded a liability or corresponding asset, as both the amount and timing of such potential future costs are indeterminable.

Purchase and sale commitments

We routinely enter into agreements to purchase and sell petroleum products at specified future dates. We account for derivatives at fair value with the exception of commitments which have been designated as normal purchases and sales for which we do not record assets or liabilities related to these agreements until the product is purchased or sold. At September 30, 2015, such commitments included the following (in thousands):

	Volume (Barrels)	Value
Fixed price purchases	2,635	\$ 116,683
Fixed price sales	3,485	\$ 156,359
Floating price purchases	17,683	\$ 797,546
Floating price sales	22,268	\$ 915,732

Certain of the commitments shown in the table above relate to agreements to purchase product from a counterparty and to sell a similar amount of product (in a different location) to the same counterparty. Many of the commitments shown in the table above are cancellable by either party, as long as notice is given within the time frame specified in the agreement (generally 30 to 120 days).

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements**9. COMMITMENTS AND CONTINGENCIES, Continued**

Our SemGas segment has a take or pay contractual obligation related to the fractionation of natural gas liquids through June 2023. At September 30, 2015, no amounts were due under the contract. The approximate amount of future obligation is as follows (in thousands):

For year ending:		
December 31, 2015	\$	2,705
December 31, 2016		11,804
December 31, 2017		11,938
December 31, 2018		10,060
December 31, 2019		9,121
Thereafter		24,392
Total expected future payments	\$	<u>70,020</u>

SemGas further has a take or pay contractual obligation related to pipeline transportation through October 2015. The amount of future obligation is approximately \$0.4 million. SemGas also enters into contracts under which we are responsible for marketing the majority of the gas and natural gas liquids produced by the counterparties to the agreements. The majority of SemGas' revenues were generated from such contracts.

Rose Rock has a take-or-pay obligation with our equity method investee, White Cliffs, for approximately 5,000 barrels per day of space on White Cliffs' pipeline subject to completion of an expansion project related to Rose Rock's Platteville facilities. The agreement became effective in October 2015 and has a term of 5 years. Annual payments to White Cliffs under the agreement are expected to be \$9.4 million.

See Note 3 for capital contribution requirements related to the White Cliffs expansion.

10. EQUITY***Unaudited condensed consolidated statement of changes in owners' equity***

The following table shows the changes in our consolidated owners' equity accounts from December 31, 2014 to September 30, 2015 (in thousands):

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

10. EQUITY, Continued

	Common Stock	Additional Paid-in Capital	Treasury Stock	Accumulated Deficit	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Owners' Equity
Balance at December 31, 2014	\$ 436	\$ 1,245,877	\$ (1,332)	\$ (68,332)	\$ (27,141)	\$ 69,929	\$ 1,219,437
Net income	—	—	—	29,636	—	14,153	43,789
Other comprehensive loss, net of income taxes	—	—	—	—	(23,750)	—	(23,750)
Distributions to noncontrolling interests	—	—	—	—	—	(29,780)	(29,780)
Dividends paid	—	(49,836)	—	—	—	—	(49,836)
Unvested dividend equivalent rights	—	(246)	—	—	—	(142)	(388)
Non-cash equity compensation	—	6,589	—	—	—	1,013	7,602
Issuance of common stock under compensation plans	3	1,513	—	—	—	—	1,516
Repurchase of common stock	—	—	(4,259)	—	—	—	(4,259)
Rose Rock Midstream, L.P. equity issuance	—	—	—	—	—	89,119	89,119
Transfer of WOT and Glass Mountain to Rose Rock	—	32,164	—	—	—	(51,452)	(19,288)
Balance at September 30, 2015	\$ 439	\$ 1,236,061	\$ (5,591)	\$ (38,696)	\$ (50,891)	\$ 92,840	\$ 1,234,162

Accumulated other comprehensive loss

The following table presents the changes in the components of accumulated other comprehensive loss from December 31, 2014 to September 30, 2015 (in thousands):

	Currency Translation	Employee Benefit Plans	Total
Balance at December 31, 2014	\$ (25,059)	\$ (2,082)	\$ (27,141)
Currency translation adjustment, net of income tax benefit of \$14,902	(23,774)	—	(23,774)
Changes related to benefit plans, net of income tax expense of \$8	—	24	24
Balance at September 30, 2015	\$ (48,833)	\$ (2,058)	\$ (50,891)

There were no significant items reclassified out of accumulated other comprehensive loss to net income for the three months and nine months ended September 30, 2015 .

Common stock

During the nine months ended September 30, 2015 , we issued 24,882 shares under the Employee Stock Purchase Plan and 183,549 shares related to our equity based compensation awards. Of these vested shares related to compensation awards, recipients sold back to the Company 62,233 shares to satisfy tax withholding obligations which are being recognized at cost as treasury stock on the condensed consolidated balance sheet.

Equity-based compensation

At September 30, 2015 , there were approximately 412,000 unvested shares that have been granted under our director and employee compensation programs. The par value of these shares is not reflected in common stock on the condensed consolidated balance sheet, as these shares have not yet vested. For certain of the awards, the number of shares that will vest is contingent upon our achievement of certain specified targets. If we meet the specified maximum targets, approximately 170,000 additional shares could vest.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements**10. EQUITY, Continued**

The holders of certain restricted stock awards are entitled to equivalent dividends (“UDs”) to be received upon vesting of the related restricted stock awards and will be settled in cash. At September 30, 2015, the value of the UD's to be settled in cash related to unvested restricted stock awards was approximately \$487 thousand.

During the nine months ended September 30, 2015, we granted 151,588 restricted stock awards with a weighted average grant date fair value of \$88.23 per award.

Dividends

The following table sets forth the quarterly dividends per share declared and/or paid to shareholders for the periods indicated:

Quarter Ending	Dividend Per Share	Date Declared	Date of Record	Date Paid
March 31, 2014	\$ 0.22	February 25, 2014	March 10, 2014	March 20, 2014
June 30, 2014	\$ 0.24	May 8, 2014	May 19, 2014	May 29, 2014
September 30, 2014	\$ 0.27	August 6, 2014	August 18, 2014	August 28, 2014
December 31, 2014	\$ 0.30	November 6, 2014	November 17, 2014	November 28, 2014
March 31, 2015	\$ 0.34	February 26, 2015	March 9, 2015	March 20, 2015
June 30, 2015	\$ 0.38	May 6, 2015	May 18, 2015	May 29, 2015
September 30, 2015	\$ 0.42	August 4, 2015	August 17, 2015	August 25, 2015
December 31, 2015	\$ 0.45	November 3, 2015	November 16, 2015	November 24, 2015

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

11. EARNINGS PER SHARE

Earnings per share is calculated based on income from continuing and discontinued operations less any income attributable to noncontrolling interests. Income attributable to noncontrolling interests represents third-party limited partner unitholders' interests in the earnings of our consolidated subsidiary, Rose Rock. Rose Rock allocates net income to its limited partners based on the distributions pertaining to the current period's available cash as defined by Rose Rock's partnership agreement. After adjusting for the appropriate period's distributions, the remaining undistributed earnings or excess distributions over earnings, if any, are allocated to Rose Rock's general partner, limited partners and participating securities in accordance with the contractual terms of Rose Rock's partnership agreement and as further prescribed under the two-class method. Incentive distribution rights do not participate in undistributed earnings.

Basic earnings per share is calculated based on the weighted average shares outstanding during the period. Diluted earnings per share includes the dilutive effect of warrants and unvested equity compensation awards.

The following summarizes the calculation of basic earnings per share for the three months and nine months ended September 30, 2015 and 2014 (in thousands, except per share amounts):

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	Continuing Operations	Discontinued Operations	Net	Continuing Operations	Discontinued Operations	Net
Income (loss)	\$ 9,581	\$ (1)	\$ 9,580	\$ 32,196	\$ —	\$ 32,196
less: Income attributable to noncontrolling interests	4,707	—	4,707	6,934	—	6,934
Income (loss) attributable to SemGroup	\$ 4,874	\$ (1)	\$ 4,873	\$ 25,262	\$ —	\$ 25,262
Weighted average common stock outstanding	43,808	43,808	43,808	42,708	42,708	42,708
Basic earnings per share	\$ 0.11	\$ —	\$ 0.11	\$ 0.59	\$ —	\$ 0.59

	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	Continuing Operations	Discontinued Operations	Net	Continuing Operations	Discontinued Operations	Net
Income (loss)	\$ 43,792	\$ (3)	\$ 43,789	\$ 39,355	\$ (5)	\$ 39,350
less: Income attributable to noncontrolling interests	14,153	—	14,153	18,184	—	18,184
Income (loss) attributable to SemGroup	\$ 29,639	\$ (3)	\$ 29,636	\$ 21,171	\$ (5)	\$ 21,166
Weighted average common stock outstanding	43,775	43,775	43,775	42,674	42,674	42,674
Basic earnings per share	\$ 0.68	\$ —	\$ 0.68	\$ 0.50	\$ —	\$ 0.50

The following summarizes the calculation of diluted earnings per share for the three months and nine months ended September 30, 2015 and 2014 (in thousands, except per share amounts):

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

11. EARNINGS PER SHARE, Continued

	Three Months Ended September 30, 2015			Three Months Ended September 30, 2014		
	Continuing Operations	Discontinued Operations	Net	Continuing Operations	Discontinued Operations	Net
Income (loss)	\$ 9,581	\$ (1)	\$ 9,580	\$ 32,196	\$ —	\$ 32,196
less: Income attributable to noncontrolling interests	4,707	—	4,707	6,934	—	6,934
Income (loss) attributable to SemGroup	\$ 4,874	\$ (1)	\$ 4,873	\$ 25,262	\$ —	\$ 25,262
Weighted average common stock outstanding	43,808	43,808	43,808	42,708	42,708	42,708
Effect of dilutive securities	163	163	163	305	305	305
Diluted weighted average common stock outstanding	43,971	43,971	43,971	43,013	43,013	43,013
Diluted earnings per share	\$ 0.11	\$ —	\$ 0.11	\$ 0.59	\$ —	\$ 0.59
	Nine Months Ended September 30, 2015			Nine Months Ended September 30, 2014		
	Continuing Operations	Discontinued Operations	Net	Continuing Operations	Discontinued Operations	Net
Income (loss)	\$ 43,792	\$ (3)	\$ 43,789	\$ 39,355	\$ (5)	\$ 39,350
less: Income attributable to noncontrolling interests	14,153	—	14,153	18,184	—	18,184
Income (loss) attributable to SemGroup	\$ 29,639	\$ (3)	\$ 29,636	\$ 21,171	\$ (5)	\$ 21,166
Weighted average common stock outstanding	43,775	43,775	43,775	42,674	42,674	42,674
Effect of dilutive securities	194	194	194	302	302	302
Diluted weighted average common stock outstanding	43,969	43,969	43,969	42,976	42,976	42,976
Diluted earnings per share	\$ 0.67	\$ —	\$ 0.67	\$ 0.49	\$ —	\$ 0.49

All outstanding warrants expired on November 30, 2014 and therefore have no dilutive effect for the three months and nine months ended September 30, 2015. During the three months and nine months ended September 30, 2014, we recorded expenses of \$5.5 million and \$23.5 million, respectively, related to the change in fair value of the warrants. Because the mark to market valuation of the warrants resulted in losses, the warrants would have been antidilutive and, therefore, were not included in the computation of diluted earnings per share.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

12. SUPPLEMENTAL CASH FLOW INFORMATION

The following table summarizes the changes in the components of operating assets and liabilities, net of the effects of acquisitions, shown on our condensed consolidated statements of cash flows (in thousands):

	Nine Months Ended September 30,	
	2015	2014
Decrease (increase) in restricted cash	\$ 6,798	\$ (2,188)
Decrease (increase) in accounts receivable	8,179	(95,642)
Decrease (increase) in receivable from affiliates	8,986	29,094
Decrease (increase) in inventories	(23,256)	(18,676)
Decrease (increase) in derivatives and margin deposits	3,159	(2,200)
Decrease (increase) in other current assets	(1,807)	(1,690)
Decrease (increase) in other assets	1,818	(221)
Increase (decrease) in accounts payable and accrued liabilities	1,259	81,835
Increase (decrease) in payable to affiliates	(2,310)	(31,781)
Increase (decrease) in payables to pre-petition creditors	(3,836)	(47)
Increase (decrease) in other noncurrent liabilities	(1,336)	1,585
	<u>\$ (2,346)</u>	<u>\$ (39,931)</u>

Other supplemental disclosures

In the first quarter of 2015, we recorded a \$51.5 million reduction to noncontrolling interests in consolidated subsidiaries and an offsetting increase to additional paid-in capital of \$32.2 million (net of tax impact of \$19.3 million). This non-cash entry represents the portion of the proceeds in excess of historical cost which were attributed to Rose Rock's third-party unitholders related to Rose Rock's purchase of WOT and a 50% interest in Glass Mountain from SemGroup (Note 2).

In the second quarter of 2015, our SemCAMS segment completed the reevaluation of its asset retirement liability which resulted in reductions of \$26.0 million to both the liability and offsetting asset. This non-cash adjustment is not reflected in our cash flows for the nine months ended September 30, 2015.

In the second quarter of 2014, we recorded a \$85.2 million reduction to noncontrolling interests in consolidated subsidiaries and an offsetting increase to additional paid-in capital of \$53.4 million (net of tax impact of \$31.8 million). This non-cash entry represents the portion of the proceeds in excess of historical cost which were attributed to Rose Rock's third-party unitholders related to Rose Rock's purchase of the remaining 33% interest in SemCrude Pipeline, L.L.C. from SemGroup.

We paid cash interest of \$40.5 million and \$21.6 million for the nine months ended September 30, 2015 and 2014, respectively.

We paid cash for income taxes (net of refunds received) of \$6.3 million and \$17.9 million for the nine months ended September 30, 2015 and 2014, respectively.

We incurred liabilities for construction work in process that had not been paid of \$7.3 million and \$13.4 million as of September 30, 2015 and 2014, respectively. Such amounts are not included in capital expenditures on the consolidated statements of cash flows.

13. RELATED PARTY TRANSACTIONS

NGL Energy

As described in Note 3, we own interests in NGL Energy, which we account for under the equity method.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements**13. RELATED PARTY TRANSACTIONS, Continued**

During the three months and nine months ended September 30, 2015 and 2014 , we generated the following transactions with NGL Energy and its subsidiaries (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues	\$ 19,540	\$ 103,684	\$ 139,456	\$ 384,578
Purchases	\$ 15,994	\$ 86,400	\$ 126,255	\$ 357,245
Reimbursements from NGL Energy for services	\$ —	\$ 42	\$ 56	\$ 126

Transactions with NGL Energy and its subsidiaries primarily relate to marketing, leased storage and transportation services of crude oil, including buy/sell transactions. In accordance with ASC 845-10-15, these transactions were reported as revenue on a net basis in our condensed consolidated statements of operations and comprehensive income (loss) because the purchases of inventory and subsequent sales of the inventory were with the same counterparty.

White Cliffs

As described in Note 3, we account for our ownership interest in White Cliffs under the equity method. During the three months ended September 30, 2015 and 2014 , we generated storage revenue from White Cliffs of approximately \$1.1 million and \$0.7 million , respectively. During the nine months ended September 30, 2015 and 2014 , we generated storage revenue from White Cliffs of approximately \$3.2 million and \$2.2 million , respectively. We incurred \$0.8 million and \$1.0 million of cost for the three months ended September 30, 2015 and 2014 , respectively, related to transportation fees for shipments on White Cliffs. We incurred \$2.6 million and \$2.7 million of cost for the nine months ended September 30, 2015 and 2014 , respectively, related to transportation fees for shipments on White Cliffs. We received \$0.1 million and \$0.1 million in management fees from White Cliffs for the three months ended September 30, 2015 and 2014 , respectively. We received \$0.3 million and \$0.3 million in management fees from White Cliffs for the nine months ended September 30, 2015 and 2014 , respectively.

Glass Mountain

We incurred \$0.5 million and \$0.3 million of cost for the three months ended September 30, 2015 and 2014 , respectively, related to transportation fees for shipments on the Glass Mountain Pipeline. We incurred \$1.7 million and \$0.4 million of cost for the nine months ended September 30, 2015 and 2014 , respectively, related to transportation fees for shipments on the Glass Mountain Pipeline. We received \$0.2 million and \$0.2 million in fees from Glass Mountain for the three months ended September 30, 2015 and 2014 , respectively, related to support and administrative services associated with pipeline operations. We received \$0.6 million and \$0.6 million in fees from Glass Mountain for the nine months ended September 30, 2015 and 2014 , respectively, related to support and administrative services associated with pipeline operations. We made purchases of crude oil of \$1.5 million from Glass Mountain during the nine months ended September 30, 2015 .

Legal services

The law firm of Conner & Winters, LLP, of which Mark D. Berman is a partner, performs legal services for us. Mr. Berman is the spouse of Candice L. Cheeseman, General Counsel and Secretary. Mr. Berman does not perform any legal services for us. SemGroup paid \$0.3 million and \$0.4 million in legal fees and related expenses to this law firm during the three months ended September 30, 2015 and 2014 , respectively (of which \$9.1 thousand was paid by White Cliffs during the three months ended September 30, 2014). SemGroup paid \$1.1 million and \$1.0 million in legal fees and related expenses to this law firm during the nine months ended September 30, 2015 and 2014 , respectively (of which \$3.4 thousand and \$90.1 thousand was paid by White Cliffs during the nine months ended September 30, 2015 and 2014 , respectively).

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS , Continued

Our SemGroup Notes are guaranteed by certain of our subsidiaries as follows: SemGas, L.P., SemMaterials, L.P., SemGroup Europe Holding, L.L.C., SemOperating G.P., L.L.C., SemMexico, L.L.C., SemDevelopment, L.L.C., Rose Rock Midstream Holdings, LLC and Mid-America Midstream Gas Services, L.L.C. (collectively, the "Guarantors").

Each of the Guarantors is 100% owned by SemGroup Corporation (the "Parent"). Such guarantees of the SemGroup Notes are full and unconditional and constitute the joint and several obligations of the Guarantors. There are no significant restrictions upon the ability of the Parent or any of the Guarantors to obtain funds from its respective subsidiaries by dividend or loan. None of the assets of the Guarantors represent restricted net assets pursuant to Rule 4-08(e) (3) of Regulation S-X under the Securities Act.

In February 2015, we contributed our interests in Wattenberg Holding, LLC and Glass Mountain Holding, LLC to Rose Rock (Note 2). As a result of this transaction, Wattenberg Holding, LLC and Glass Mountain Holding, LLC no longer guarantee our SemGroup Notes. In June 2015, SemCanada, L.P. and SemCanada II, L.P. were released as Guarantors and no longer guarantee our SemGroup Notes. Prior period comparative information has been recast to reflect Wattenberg Holding, LLC, Glass Mountain Holding, LLC, SemCanada, L.P. and SemCanada II, L.P. as non-guarantors.

Unaudited condensed consolidating financial statements for the Parent, the Guarantors and non-guarantors as of September 30, 2015 and December 31, 2014 and for the three months and nine months ended September 30, 2015 and 2014 are presented on an equity method basis in the tables below (in thousands).

Intercompany receivable and payable balances, including notes receivable and payable, are capital transactions primarily to facilitate the capital needs of our subsidiaries. As such, subsidiary intercompany balances have been reported as a reduction to equity on the condensed consolidating Guarantor balance sheets. The Parent's net intercompany balance, including note receivable, and investments in subsidiaries have been reported in equity method investments on the condensed consolidating Guarantor balance sheets. Intercompany transactions, such as daily cash management activities, have been reported as financing activities within the condensed consolidating Guarantor statements of cash flows. The Parent's investing activities with subsidiaries, such as the drop down of WOT and Glass Mountain to Rose Rock in the first quarter of 2015, have been reflected as cash flows from investing activities. Quarterly cash distributions from Rose Rock representing a return on capital have been included in the Parent's cash flows from operations. These balances are eliminated through consolidating adjustments below.

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS , Continued

Condensed Consolidating Guarantor Balance Sheets

	September 30, 2015				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 40,950	\$ —	\$ 108,628	\$ (3,585)	\$ 145,993
Accounts receivable, net	706	26,789	305,662	—	333,157
Receivable from affiliates	921	1,318	8,050	(2,456)	7,833
Inventories	—	963	62,894	—	63,857
Other current assets	9,564	550	10,287	—	20,401
Total current assets	<u>52,141</u>	<u>29,620</u>	<u>495,521</u>	<u>(6,041)</u>	<u>571,241</u>
Property, plant and equipment, net	4,728	527,799	942,420	—	1,474,947
Equity method investments	1,514,132	417,621	430,168	(1,814,473)	547,448
Goodwill	—	13,052	44,540	—	57,592
Other intangible assets, net	22	146,233	18,585	—	164,840
Other noncurrent assets, net	40,240	3,168	18,092	—	61,500
Total assets	<u>\$ 1,611,263</u>	<u>\$ 1,137,493</u>	<u>\$ 1,949,326</u>	<u>\$ (1,820,514)</u>	<u>\$ 2,877,568</u>
LIABILITIES AND OWNERS' EQUITY					
Current liabilities:					
Accounts payable	\$ 574	\$ 15,267	\$ 247,784	\$ —	\$ 263,625
Payable to affiliates	211	10	13,386	(2,457)	11,150
Accrued liabilities	14,453	12,495	63,639	(3)	90,584
Deferred revenue	—	—	11,403	—	11,403
Other current liabilities	461	—	910	—	1,371
Current portion of long-term debt	—	—	37	—	37
Total current liabilities	<u>15,699</u>	<u>27,772</u>	<u>337,159</u>	<u>(2,460)</u>	<u>378,170</u>
Long-term debt	300,000	7,520	760,968	(24,020)	1,044,468
Deferred income taxes	151,785	—	46,512	—	198,297
Other noncurrent liabilities	2,457	—	20,014	—	22,471
Commitments and contingencies					
Owners' equity excluding noncontrolling interests in consolidated subsidiaries	1,141,322	1,102,201	691,833	(1,794,034)	1,141,322
Noncontrolling interests in consolidated subsidiaries	—	—	92,840	—	92,840
Total owners' equity	<u>1,141,322</u>	<u>1,102,201</u>	<u>784,673</u>	<u>(1,794,034)</u>	<u>1,234,162</u>
Total liabilities and owners' equity	<u>\$ 1,611,263</u>	<u>\$ 1,137,493</u>	<u>\$ 1,949,326</u>	<u>\$ (1,820,514)</u>	<u>\$ 2,877,568</u>

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS, Continued

	December 31, 2014				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
ASSETS					
Current assets:					
Cash and cash equivalents	\$ 9,254	\$ —	\$ 35,445	\$ (4,101)	\$ 40,598
Restricted cash	3,856	—	3,124	—	6,980
Accounts receivable, net	9,669	32,056	309,609	—	351,334
Receivable from affiliates	2,512	6,624	15,659	(7,976)	16,819
Inventories	—	248	43,284	—	43,532
Other current assets	10,498	575	8,944	—	20,017
Total current assets	<u>35,789</u>	<u>39,503</u>	<u>416,065</u>	<u>(12,077)</u>	<u>479,280</u>
Property, plant and equipment, net	4,112	452,352	800,361	—	1,256,825
Equity method investments	1,551,825	348,115	415,673	(1,737,693)	577,920
Goodwill	—	13,052	45,274	—	58,326
Other intangible assets, net	26	152,383	20,656	—	173,065
Other noncurrent assets, net	24,555	958	18,873	—	44,386
Total assets	<u>\$ 1,616,307</u>	<u>\$ 1,006,363</u>	<u>\$ 1,716,902</u>	<u>\$ (1,749,770)</u>	<u>\$ 2,589,802</u>
LIABILITIES AND OWNERS' EQUITY					
Current liabilities:					
Accounts payable	\$ 649	\$ 22,097	\$ 234,431	\$ —	\$ 257,177
Payable to affiliates	21	7	21,406	(7,974)	13,460
Accrued liabilities	11,993	17,575	63,126	—	92,694
Payables to pre-petition creditors	3,129	—	—	—	3,129
Deferred revenue	—	—	23,688	—	23,688
Other current liabilities	224	707	543	—	1,474
Current portion of long-term debt	—	—	40	—	40
Total current liabilities	<u>16,016</u>	<u>40,386</u>	<u>343,234</u>	<u>(7,974)</u>	<u>391,662</u>
Long-term debt	335,000	—	490,946	(58,854)	767,092
Deferred income taxes	112,897	—	49,059	—	161,956
Other noncurrent liabilities	2,886	—	46,769	—	49,655
Commitments and contingencies					
Owners' equity excluding noncontrolling interests in consolidated subsidiaries	1,149,508	965,977	716,965	(1,682,942)	1,149,508
Noncontrolling interests in consolidated subsidiaries	—	—	69,929	—	69,929
Total owners' equity	<u>1,149,508</u>	<u>965,977</u>	<u>786,894</u>	<u>(1,682,942)</u>	<u>1,219,437</u>
Total liabilities and owners' equity	<u>\$ 1,616,307</u>	<u>\$ 1,006,363</u>	<u>\$ 1,716,902</u>	<u>\$ (1,749,770)</u>	<u>\$ 2,589,802</u>

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS, Continued

Condensed Consolidating Guarantor Statements of Operations

	Three Months Ended September 30, 2015				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Revenues:					
Product	\$ —	\$ 49,129	\$ 268,384	\$ (4,162)	\$ 313,351
Service	—	15,141	48,950	—	64,091
Other	—	—	19,623	—	19,623
Total revenues	—	64,270	336,957	(4,162)	397,065
Expenses:					
Costs of products sold, exclusive of depreciation and amortization shown below	—	36,345	242,456	(4,162)	274,639
Operating	—	8,507	44,760	—	53,267
General and administrative	4,730	2,376	15,939	—	23,045
Depreciation and amortization	423	8,462	17,137	—	26,022
Loss (gain) on disposal or impairment of long-lived assets, net	—	35	(986)	—	(951)
Total expenses	5,153	55,725	319,306	(4,162)	376,022
Earnings from equity method investments	15,416	13,936	17,116	(30,231)	16,237
Gain on issuance of common units by equity method investee	136	—	—	—	136
Operating income	10,399	22,481	34,767	(30,231)	37,416
Other expenses (income), net:					
Interest expense	185	7,215	11,998	(228)	19,170
Foreign currency transaction gain	—	—	(385)	—	(385)
Other income, net	(246)	—	(938)	228	(956)
Total other expense (income), net	(61)	7,215	10,675	—	17,829
Income from continuing operations before income taxes	10,460	15,266	24,092	(30,231)	19,587
Income tax expense	5,587	—	4,419	—	10,006
Income from continuing operations	4,873	15,266	19,673	(30,231)	9,581
Loss from discontinued operations, net of income taxes	—	—	(1)	—	(1)
Net income	4,873	15,266	19,672	(30,231)	9,580
Less: net income attributable to noncontrolling interests	—	—	4,707	—	4,707
Net income attributable to SemGroup	\$ 4,873	\$ 15,266	\$ 14,965	\$ (30,231)	\$ 4,873
Net income	\$ 4,873	\$ 15,266	\$ 19,672	\$ (30,231)	\$ 9,580
Other comprehensive income (loss), net of income taxes	7,055	251	(27,516)	—	(20,210)
Comprehensive income (loss)	11,928	15,517	(7,844)	(30,231)	(10,630)
Less: comprehensive income attributable to noncontrolling interests	—	—	4,707	—	4,707
Comprehensive income (loss) attributable to SemGroup	\$ 11,928	\$ 15,517	\$ (12,551)	\$ (30,231)	\$ (15,337)

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS , Continued

	Three Months Ended September 30, 2014				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Revenues:					
Product	\$ —	\$ 83,442	\$ 421,704	\$ (9,710)	\$ 495,436
Service	—	12,320	52,899	—	65,219
Other	—	—	33,580	—	33,580
Total revenues	—	95,762	508,183	(9,710)	594,235
Expenses:					
Costs of products sold, exclusive of depreciation and amortization shown below	—	67,929	399,844	(9,710)	458,063
Operating	—	9,031	60,346	—	69,377
General and administrative	7,862	2,323	13,111	—	23,296
Depreciation and amortization	430	6,893	17,877	—	25,200
Loss (gain) on disposal or impairment of long-lived assets, net	—	(7)	1,383	—	1,376
Total expenses	8,292	86,169	492,561	(9,710)	577,312
Earnings from equity method investments	15,778	5,879	18,705	(26,139)	14,223
Gain on issuance of common units by equity method investee	18,772	—	—	—	18,772
Operating income	26,258	15,472	34,327	(26,139)	49,918
Other expenses (income), net:					
Interest expense	1,658	2,330	11,650	(831)	14,807
Foreign currency transaction loss	—	—	128	—	128
Other income, net	(22,030)	—	(104)	831	(21,303)
Total other expense (income), net	(20,372)	2,330	11,674	—	(6,368)
Income from continuing operations before income taxes	46,630	13,142	22,653	(26,139)	56,286
Income tax expense	21,368	—	2,722	—	24,090
Net income	25,262	13,142	19,931	(26,139)	32,196
Less: net income attributable to noncontrolling interests	—	—	6,934	—	6,934
Net income attributable to SemGroup	\$ 25,262	\$ 13,142	\$ 12,997	\$ (26,139)	\$ 25,262
Net income	\$ 25,262	\$ 13,142	\$ 19,931	\$ (26,139)	\$ 32,196
Other comprehensive income (loss), net of income taxes	3,377	—	(13,708)	—	(10,331)
Comprehensive income	28,639	13,142	6,223	(26,139)	21,865
Less: comprehensive income attributable to noncontrolling interests	—	—	6,934	—	6,934
Comprehensive income (loss) attributable to SemGroup	\$ 28,639	\$ 13,142	\$ (711)	\$ (26,139)	\$ 14,931

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS, Continued

	Nine Months Ended September 30, 2015				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Revenues:					
Product	\$ —	\$ 150,475	\$ 688,322	\$ (16,579)	\$ 822,218
Service	—	45,343	147,229	—	192,572
Other	—	—	57,811	—	57,811
Total revenues	—	195,818	893,362	(16,579)	1,072,601
Expenses:					
Costs of products sold, exclusive of depreciation and amortization shown below	—	112,645	614,803	(16,579)	710,869
Operating	—	25,443	141,714	—	167,157
General and administrative	26,958	7,082	44,232	—	78,272
Depreciation and amortization	1,046	22,750	50,634	—	74,430
Loss on disposal of long-lived assets, net	—	142	1,337	—	1,479
Total expenses	28,004	168,062	852,720	(16,579)	1,032,207
Earnings from equity method investments	58,804	41,512	55,663	(95,280)	60,699
Gain on issuance of common units by equity method investee	6,033	—	—	—	6,033
Operating income	36,833	69,268	96,305	(95,280)	107,126
Other expenses (income), net:					
Interest expense	2,388	18,866	31,056	(1,727)	50,583
Foreign currency transaction gain	(5)	—	(1,194)	—	(1,199)
Other income, net	(16,333)	—	(1,053)	1,727	(15,659)
Total other expense (income), net	(13,950)	18,866	28,809	—	33,725
Income from continuing operations before income taxes	50,783	50,402	67,496	(95,280)	73,401
Income tax expense	21,147	—	8,462	—	29,609
Income from continuing operations	29,636	50,402	59,034	(95,280)	43,792
Loss from discontinued operations, net of income taxes	—	(1)	(2)	—	(3)
Net income	29,636	50,401	59,032	(95,280)	43,789
Less: net income attributable to noncontrolling interests	—	—	14,153	—	14,153
Net income attributable to SemGroup	\$ 29,636	\$ 50,401	\$ 44,879	\$ (95,280)	\$ 29,636
Net income	\$ 29,636	\$ 50,401	\$ 59,032	\$ (95,280)	\$ 43,789
Other comprehensive income (loss), net of income taxes	13,355	251	(37,356)	—	(23,750)
Comprehensive income	42,991	50,652	21,676	(95,280)	20,039
Less: comprehensive income attributable to noncontrolling interests	—	—	14,153	—	14,153
Comprehensive income attributable to SemGroup	\$ 42,991	\$ 50,652	\$ 7,523	\$ (95,280)	\$ 5,886

SEMGROUP CORPORATION**Notes to Unaudited Condensed Consolidated Financial Statements****14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS**, Continued

	Nine Months Ended September 30, 2014				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Revenues:					
Product	\$ —	\$ 263,779	\$ 1,091,050	\$ (29,377)	\$ 1,325,452
Service	—	23,132	144,044	—	167,176
Other	—	—	82,714	—	82,714
Total revenues	—	286,911	1,317,808	(29,377)	1,575,342
Expenses:					
Costs of products sold, exclusive of depreciation and amortization shown below	—	212,769	1,028,311	(29,377)	1,211,703
Operating	—	24,127	155,452	—	179,579
General and administrative	17,380	6,624	39,878	—	63,882
Depreciation and amortization	1,282	18,823	50,794	—	70,899
Loss (gain) on disposal of long-lived assets, net	5,945	54,698	(40,010)	—	20,633
Total expenses	24,607	317,041	1,234,425	(29,377)	1,546,696
Earnings from equity method investments	47,097	65,658	36,537	(100,920)	48,372
Gain on issuance of common units by equity method investee	26,899	—	—	—	26,899
Operating income	49,389	35,528	119,920	(100,920)	103,917
Other expenses (income), net:					
Interest expense	7,241	6,727	22,906	(2,480)	34,394
Foreign currency transaction gain	—	—	(388)	—	(388)
Other income, net	(5,729)	—	(139)	2,480	(3,388)
Total other expenses, net	1,512	6,727	22,379	—	30,618
Income from continuing operations before income taxes	47,877	28,801	97,541	(100,920)	73,299
Income tax expense	26,711	—	7,233	—	33,944
Income from continuing operations	21,166	28,801	90,308	(100,920)	39,355
Loss from discontinued operations, net of income taxes	—	—	(5)	—	(5)
Net income	21,166	28,801	90,303	(100,920)	39,350
Less: net income attributable to noncontrolling interests	—	—	18,184	—	18,184
Net income attributable to SemGroup	\$ 21,166	\$ 28,801	\$ 72,119	\$ (100,920)	\$ 21,166
Net income	21,166	28,801	90,303	(100,920)	39,350
Other comprehensive income (loss), net of income taxes	951	—	(7,569)	—	(6,618)
Comprehensive income	22,117	28,801	82,734	(100,920)	32,732
Less: comprehensive income attributable to noncontrolling interests	—	—	18,184	—	18,184
Comprehensive income attributable to SemGroup	\$ 22,117	\$ 28,801	\$ 64,550	\$ (100,920)	\$ 14,548

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS , Continued

Condensed Consolidating Guarantor Statements of Cash Flows

	Nine Months Ended September 30, 2015				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Net cash provided by operating activities	\$ 38,781	\$ 29,040	\$ 103,172	\$ (33,944)	\$ 137,049
Cash flows from investing activities:					
Capital expenditures	(1,658)	(94,172)	(256,986)	—	(352,816)
Proceeds from sale of long-lived assets	—	34	2,503	—	2,537
Proceeds from the sale of Wattenberg Holding, LLC and Glass Mountain Holding, LLC to Rose Rock Midstream L.P.	251,181	—	—	(251,181)	—
Contributions to equity method investments	—	—	(34,059)	—	(34,059)
Proceeds from sale of common units of equity method investee	56,318	—	—	—	56,318
Distributions in excess of equity in earnings of affiliates	18,981	—	19,564	(18,981)	19,564
Net cash provided by (used in) investing activities	324,822	(94,138)	(268,978)	(270,162)	(308,456)
Cash flows from financing activities:					
Debt issuance costs	(601)	—	(5,688)	—	(6,289)
Borrowings on credit facilities	126,000	—	676,208	—	802,208
Principal payments on credit facilities and other obligations	(161,000)	—	(364,037)	—	(525,037)
Proceeds from issuance of Rose Rock Midstream, L.P. common units, net of offering costs	—	—	89,119	—	89,119
Distributions to noncontrolling interests	—	—	(29,780)	—	(29,780)
Repurchase of common stock for payment of statutory taxes due on equity-based compensation	(4,259)	—	—	—	(4,259)
Dividends paid	(49,836)	—	—	—	(49,836)
Proceeds from issuance of common stock under employee stock purchase plan	909	—	—	—	909
Intercompany borrowings (advances), net	(243,120)	65,098	(126,600)	304,622	—
Net cash provided by (used in) financing activities	(331,907)	65,098	239,222	304,622	277,035
Effect of exchange rate changes on cash and cash equivalents	—	—	(233)	—	(233)
Change in cash and cash equivalents	31,696	—	73,183	516	105,395
Cash and cash equivalents at beginning of period	9,254	—	35,445	(4,101)	40,598
Cash and cash equivalents at end of period	\$ 40,950	\$ —	\$ 108,628	\$ (3,585)	\$ 145,993

SEMGROUP CORPORATION
Notes to Unaudited Condensed Consolidated Financial Statements

14. CONDENSED CONSOLIDATING GUARANTOR FINANCIAL STATEMENTS , Continued

	Nine Months Ended September 30, 2014				
	Parent	Guarantors	Non-guarantors	Consolidating Adjustments	Consolidated
Net cash provided by operating activities	\$ 21,740	\$ 45,890	\$ 59,549	\$ (21,279)	\$ 105,900
Cash flows from investing activities:					
Capital expenditures	(1,302)	(127,861)	(65,064)	—	(194,227)
Proceeds from sale of long-lived assets	—	2,368	1,715	—	4,083
Contributions to equity method investments	—	(16,203)	(54,527)	—	(70,730)
Proceeds from the sale of interest in SemCrude Pipeline, L.L.C. to Rose Rock Midstream L.P.	114,412	—	—	(114,412)	—
Payments to acquire businesses	—	(514)	(43,994)	—	(44,508)
Proceeds from sale of common units of equity method investee	59,744	—	—	—	59,744
Distributions in excess of equity in earnings of affiliates	1,051	1,145	5,420	(1,051)	6,565
Net cash provided by (used in) investing activities	173,905	(141,065)	(156,450)	(115,463)	(239,073)
Cash flows from financing activities:					
Debt issuance costs	(93)	—	(8,577)	—	(8,670)
Borrowings on credit facilities	286,500	—	787,744	—	1,074,244
Principal payments on credit facilities and other obligations	(336,500)	—	(559,761)	—	(896,261)
Distributions to noncontrolling interests	—	—	(20,571)	—	(20,571)
Proceeds from warrant exercises	86	—	—	—	86
Repurchase of common stock for payment of statutory taxes due on equity-based compensation	(719)	—	—	—	(719)
Dividends paid	(31,149)	—	—	—	(31,149)
Proceeds from issuance of common stock under employee stock purchase plan	340	—	—	—	340
Excess tax benefit from equity-based awards	1,650	—	—	—	1,650
Intercompany borrowing (advances), net	(112,609)	95,175	(117,408)	134,842	—
Net cash provided by (used in) financing activities	(192,494)	95,175	81,427	134,842	118,950
Effect of exchange rate changes on cash and cash equivalents	—	—	1,921	—	1,921
Change in cash and cash equivalents	3,151	—	(13,553)	(1,900)	(12,302)
Cash and cash equivalents at beginning of period	2,545	—	78,342	(1,536)	79,351
Cash and cash equivalents at end of period	\$ 5,696	\$ —	\$ 64,789	\$ (3,436)	\$ 67,049

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated interim financial statements and the notes thereto included in Part I, Item 1 of this Quarterly Report on Form 10-Q, and our Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC.

Overview of Business

Our business is to provide gathering, transportation, storage, distribution, marketing and other midstream services primarily to independent producers, refiners of petroleum products and other market participants located in the Midwest and Rocky Mountain regions of the United States of America (the "U.S.") and Canada. We, or our significant equity method investees, have an asset base consisting of pipelines, gathering systems, storage facilities, terminals, processing plants and other distribution assets located between North American production and supply areas, including the Gulf Coast, Midwest, Rocky Mountain and Western Canadian regions. We also maintain and operate storage, terminal and marine facilities at Milford Haven in the United Kingdom (the "U.K.") that enable customers to supply petroleum products to markets in the Atlantic Basin. We also operate a network of liquid asphalt cement terminals throughout Mexico. Our operations are conducted directly and indirectly through our six primary business segments – Crude, SemStream[®], SemCAMS, SemLogistics, SemMexico and SemGas[®].

Our Assets

Our assets at September 30, 2015 included:

- the 2% general partner interest and a 55.2% limited partner interest in Rose Rock Midstream, L.P. ("Rose Rock"), a publicly traded master limited partnership, which owns:
 - an approximately 570 -mile crude oil pipeline network in Kansas and Oklahoma with 650,000 barrels of associated storage and a crude oil storage facility in Cushing, Oklahoma with a capacity of 7.6 million barrels, of which 6.5 million barrels of storage are leased to customers and 1.1 million barrels are used for crude oil operations and marketing activities;
 - a 51% ownership interest in White Cliffs Pipeline, L.L.C. ("White Cliffs"), which owns two 527 -mile parallel pipelines running from Platteville, Colorado to Cushing, Oklahoma (the "White Cliffs Pipeline"), that Rose Rock operates. The White Cliffs Pipeline is currently undergoing an expansion which will increase the capacity from approximately 150,000 barrels per day to approximately 215,000 barrels;
 - a 50% ownership interest in Glass Mountain Pipeline, LLC ("Glass Mountain"), which owns a 215 -mile crude oil pipeline in western and north central Oklahoma (the "Glass Mountain Pipeline"), that Rose Rock operates. It has capacity of approximately 140,000 barrels per day as well as 440,000 barrels of operational storage;
 - a twenty -lane crude oil truck unloading facility with 330,000 barrels of associated storage capacity in Platteville, Colorado which connects to the origination point of the White Cliffs Pipeline. The construction of an additional ten bays and 15,000 barrels of storage was completed in October 2015;
 - a 75 -mile, 12-inch diameter crude oil gathering pipeline system (the Wattenberg Oil Trunkline) that transports crude oil from production facilities in the DJ Basin to the White Cliffs Pipeline. It has a capacity of approximately 85,000 barrels per day as well as 210,000 barrels of operational storage and an additional 150,000 barrels of storage currently under construction;
 - a 16 -mile crude oil pipeline that connects our Platteville, Colorado crude oil terminal to the Tampa, Colorado crude oil market; and
 - a crude oil trucking fleet of approximately 270 transport trucks and 275 trailers;
- 4.7 million common units of NGL Energy Partners LP ("NGL Energy") and an 11.78% interest in NGL Energy Holdings LLC, the general partner of NGL Energy;
- approximately 1,900 miles of natural gas and NGL transportation, gathering and distribution pipelines in Kansas, Oklahoma, Texas and Alberta, Canada;
- 8.7 million barrels of multi-product storage capacity located in the U.K.;
- 12 asphalt cement terminals and modification facilities, one toll manufacturing facility and one portable rail unloading facility in Mexico;

- majority interest in four natural gas processing plants in Alberta, Canada, with combined operating capacity of 695 million cubic feet per day; and
- four natural gas processing plants in the U.S., with 595 million cubic feet per day of capacity.

Non-GAAP Financial Measure

We define Adjusted gross margin as total revenues minus cost of products sold and unrealized gain (loss) on derivatives. Adjusted gross margin is not a financial measure presented in accordance with GAAP. We believe that the presentation of this non-GAAP financial measure provides useful information to investors in assessing our financial condition and results of operations. Operating income is the GAAP measure most directly comparable to Adjusted gross margin. Our non-GAAP financial measure should not be considered as an alternative to the most directly comparable GAAP financial measure. This non-GAAP financial measure has important limitations as an analytical tool because it excludes some, but not all, items that affect the most directly comparable GAAP financial measure. You should not consider Adjusted gross margin as a substitute for analysis of our results as reported under GAAP. Because Adjusted gross margin may be defined differently by other companies in our industry, our definition of this non-GAAP financial measure may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

Management compensates for the limitation of Adjusted gross margin as an analytical tool by reviewing the comparable GAAP measure, understanding the difference between Adjusted gross margin on the one hand, and operating income on the other hand, and incorporating this knowledge into its decision-making processes. We believe that investors benefit from having access to the same financial measure that our management uses in evaluating our operating results.

Results of Operations*Consolidated Results of Operations*

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 397,065	\$ 594,235	\$ 1,072,601	\$ 1,575,342
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	274,639	458,063	710,869	1,211,703
Operating	53,267	69,377	167,157	179,579
General and administrative	23,045	23,296	78,272	63,882
Depreciation and amortization	26,022	25,200	74,430	70,899
Loss (gain) on disposal or impairment of long-lived assets, net	(951)	1,376	1,479	20,633
Total expenses	376,022	577,312	1,032,207	1,546,696
Earnings from equity method investments	16,237	14,223	60,699	48,372
Gain on issuance of common units by equity method investee	136	18,772	6,033	26,899
Operating income	37,416	49,918	107,126	103,917
Other expenses (income), net:				
Interest expense	19,170	14,807	50,583	34,394
Foreign currency transaction loss (gain)	(385)	128	(1,199)	(388)
Other income, net	(956)	(21,303)	(15,659)	(3,388)
Total other expense (income), net	17,829	(6,368)	33,725	30,618
Income from continuing operations before income taxes	19,587	56,286	73,401	73,299
Income tax expense	10,006	24,090	29,609	33,944
Income from continuing operations	9,581	32,196	43,792	39,355
Loss from discontinued operations, net of income taxes	(1)	—	(3)	(5)
Net income	\$ 9,580	\$ 32,196	\$ 43,789	\$ 39,350

Revenue and Expenses

Revenue and expenses are analyzed by operating segment below.

General and administrative expense

General and administrative expenses of each corporate department are allocated to the segments based on criteria such as actual usage, headcount and estimates of effort or benefit. The method for allocating cost is based on the type of service being provided. For example, internal audit costs are based on an estimate of effort attributable to a segment. In contrast, accounting department costs are allocated based on the number of transactions processed for a given segment compared to the total number processed.

Interest expense

Interest expense increased in the three months ended September 30, 2015 to \$19.2 million from \$14.8 million in the three months ended September 30, 2014. The increase is due primarily to the issuance of \$350 million of 5.625% senior unsecured notes on May 14, 2015 by Rose Rock.

Interest expense increased in the nine months ended September 30, 2015 to \$50.6 million from \$34.4 million in the nine months ended September 30, 2014. The increase is primarily the result of \$400 million of 5.625% senior unsecured notes issued on July 2, 2014 and the issuance of \$350 million of 5.625% senior unsecured notes on May 14, 2015 by Rose Rock.

Other income, net

Other income was \$1.0 million for the three months ended September 30, 2015, compared to other income of \$21.3 million for the same period in 2014. The decrease is due primarily to a net gain in 2014 of \$26.7 million on the sale of NGL Energy common units offset, in part, by losses of \$5.5 million related to changes in the fair value of outstanding warrants. There were no such sales in the third quarter of 2015 and the warrants expired on November 30, 2014.

Other income was \$15.7 million for the nine months ended September 30, 2015, compared to other income of \$3.4 million for the same period in 2014. The increase is due primarily to a net gain in 2015 of \$14.5 million on the sale of NGL Energy common units. In 2014, a net gain of \$26.7 million on such sales was offset, in part, by losses of \$23.5 million related to changes in the fair value of outstanding warrants which expired on November 30, 2014.

Income tax expense (benefit)

The effective tax rate was 51% and 43% for the three months ended September 30, 2015 and 2014, respectively and 40% and 46% for the nine months ended September 30, 2015 and 2014, respectively. The rate for the nine months ended September 30, 2014 is impacted by disallowance of a foreign loss on cross jurisdictional intercompany debt waivers which had no net impact to U.S. taxes, by the net favorable resolution of Canadian income tax audits for periods through December 2009 and by \$3.1 million Canadian withholding tax paid on remittances to the U.S. Significant items that impacted the effective tax rate for each period, as compared to the U.S. federal statutory rate of 35%, include earnings in foreign jurisdictions taxed at lower rates and a non-controlling interest in Rose Rock for which taxes are not provided. Further, the foreign earnings are taxed in foreign jurisdictions as well as in the U.S., since they are disregarded entities for U.S. federal income tax purposes.

Results of Operations by Reporting Segment*Crude*

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 241,086	\$ 376,856	\$ 606,057	\$ 961,526
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	195,244	333,646	473,522	843,928
Operating	19,329	22,057	64,446	54,885
General and administrative	7,733	4,696	19,687	15,076
Depreciation and amortization	10,634	8,395	31,385	27,153
Loss (gain) on disposal of long-lived assets, net	(603)	291	(530)	230
Total expenses	232,337	369,085	588,510	941,272
Earnings from equity method investments	17,115	18,705	55,662	44,295
Operating income	\$ 25,864	\$ 26,476	\$ 73,209	\$ 64,549

Three months ended September 30, 2015 versus three months ended September 30, 2014*Adjusted gross margin*

We view Adjusted gross margin as an important performance measure of the core profitability of our operations, as well as our operating performance as compared to that of other companies in our industry, without regard to financing methods, historical costs basis, capital structure or the impact of fluctuating commodity prices. We define Adjusted gross margin as total revenues minus cost of products sold and unrealized gain (loss) on derivatives. Adjusted gross margin allows us to make a meaningful comparison of the operating results between our fee-based activities, which do not involve the purchase or sale of petroleum products, and our fixed-margin and marketing operations, which do. In addition, Adjusted gross margin allows us to make a meaningful comparison of the results of our fixed-margin and marketing operations across different commodity price environments because it measures the spread between the product sales price and costs of products sold.

Because Adjusted gross margin may be defined differently by other companies in our industry, our definition may not be comparable to similarly titled measures of other companies.

The following table presents a reconciliation of operating income to Adjusted gross margin, the most directly comparable GAAP financial measure for each of the periods indicated.

(in thousands)	Three Months Ended September 30,	
	2015	2014
Reconciliation of operating income to Adjusted gross margin:		
Operating income	\$ 25,864	\$ 26,476
Add:		
Operating expense	19,329	22,057
General and administrative expense	7,733	4,696
Depreciation and amortization expense	10,634	8,395
Loss (gain) on disposal of long-lived assets, net	(603)	291
Less:		
Unrealized gain on derivatives	4,546	411
Earnings from equity method investment	17,115	18,705
Adjusted gross margin	\$ 41,296	\$ 42,799

The following table shows the Adjusted gross margin generated by our fee-based services, our fixed-margin transactions and our marketing activities for the three months ended September 30, 2015 and 2014 (in thousands):

Three Months Ended September 30, 2015	Storage	Transportation (1)	Marketing Activities	Other (2)	Total
Revenues	\$ 7,685	\$ 20,330	\$ 209,114	\$ 3,957	\$ 241,086
Less: Costs of products sold, exclusive of depreciation and amortization	—	—	195,244	—	195,244
Less: Unrealized gain (loss) on derivatives	—	—	4,546	—	4,546
Adjusted gross margin	\$ 7,685	\$ 20,330	\$ 9,324	\$ 3,957	\$ 41,296

- (1) Transportation Adjusted gross margin is comprised of \$4.9 million, \$12.7 million and \$2.7 million, related to pipeline transportation (fixed-fee), trucking (fixed-fee) and buy/sells (fixed margin), respectively.
- (2) This category includes fee-based services such as unloading and ancillary storage terminal services.

Three Months Ended September 30, 2014	Storage	Transportation (1)	Marketing Activities	Other (2)	Total
Revenues	\$ 7,636	\$ 23,918	\$ 342,120	\$ 3,182	\$ 376,856
Less: Costs of products sold, exclusive of depreciation and amortization	—	—	333,646	—	333,646
Less: Unrealized gain (loss) on derivatives	—	—	411	—	411
Adjusted gross margin	\$ 7,636	\$ 23,918	\$ 8,063	\$ 3,182	\$ 42,799

- (1) Transportation Adjusted gross margin is comprised of \$3.4 million, \$16.1 million and \$4.4 million, related to pipeline transportation (fixed-fee), trucking (fixed-fee) and buy/sells (fixed margin), respectively.
- (2) This category includes fee-based services such as unloading and ancillary storage terminal services.

Adjusted gross margin decreased in the three months ended September 30, 2015, to \$41.3 million from \$42.8 million in the three months ended September 30, 2014, due to:

- an increase in marketing volume of approximately 6.8 million barrels for the three months ended September 30, 2015, over the same period in 2014, partially offset by a lower spread between the acquisition and sale price for volumes of crude oil sold, as the excess of our average sales price per barrel over our average acquisition cost per barrel decreased to approximately \$0.81 for the three months ended September 30, 2015, from approximately \$1.70 for the three months ended September 30, 2014, resulted in a \$1.2 million increase in

Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014 . The increase in volume was primarily due to crude oil blending and sales taking advantage of contango market conditions and this increased activity depressed the overall realized average margin per barrel;

- an increase in pumpover activity at Cushing resulted in a \$0.4 million increase in Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014 ;
- an increase in unloading volumes from our Platteville operations contributed an additional \$0.4 million Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014 ;
- the additional 0.1 million barrels of storage capacity located at our Platteville, Colorado truck unloading facility contributed an additional \$0.2 million Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014 ;
- an increase in pipeline transportation and buy/sell volumes of approximately 1.0 million barrels was offset by a lower average margin per barrel as the average margin per barrel decreased to approximately \$0.76 for the three months ended September 30, 2015 ,from approximately \$0.86 for the three months ended September 30, 2014 . This resulted in a \$0.1 million decrease in Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014 ;
- a reduction in the average leased storage rate per barrel in Cushing resulted in a \$0.1 million decrease to Adjusted gross margin during the three months ended September 30, 2015 , compared to the same period in 2014; and
- additional truck transportation volumes of 1.1 million barrels were offset by a higher concentration of shorter haul volumes, as the average margin per barrel decreased to approximately \$1.78 for the three months ended September 30, 2015 , from approximately \$2.67 for the three months ended September 30, 2014 . This resulted in a \$3.5 million decrease in Adjusted gross margin in the three months ended September 30, 2015 , compared to the same period in 2014. Related trucking costs are included in operating expense described below.

Operating expense

Operating expense decreased to \$19.3 million in the three months ended September 30, 2015 , from \$22.1 million for the three months ended September 30, 2014 . Approximately \$2.7 million of the decrease (\$13.4 million compared to \$16.1 million) is attributable to the crude oil trucking fleet, primarily the result of lower labor costs, maintenance expense and fuel costs of \$1.0 million, \$0.9 million and \$0.8 million, respectively. In addition, there were decreases in field expense of \$0.8 million. These decreases were partially offset by an increase in employee expense and other operating expense of \$0.4 million and \$0.3 million, respectively.

General and administrative

General and administrative expense increased to \$7.7 million in the three months ended September 30, 2015 , from \$4.7 million in the three months ended September 30, 2014 . This increase is due to a \$3.4 million legal settlement and a \$0.1 million increase in outside services, partially offset by a decrease in employee expense of \$0.5 million.

Depreciation and amortization expense

Depreciation and amortization expense increased to \$10.6 million in the three months ended September 30, 2015 , from \$8.4 million in the three months ended September 30, 2014 . Approximately \$2.1 million of the increase in depreciation expense is due to the 2014 revision of the estimated useful life relating to a section of the Kansas and Oklahoma pipeline system. An additional \$0.9 million in depreciation expense is due to project completions. Amortization expense related to contracts acquired as part of the crude oil trucking fleet acquisition in 2013 and 2014 decreased by \$0.8 million.

Earnings from equity method investments

Crude's earnings from equity method investments decreased in the three months ended September 30, 2015 , to \$17.1 million from \$18.7 million in the three months ended September 30, 2014 . This decrease is primarily due to decreased earnings from White Cliffs of approximately \$0.3 million and Glass Mountain of approximately \$1.3 million.

Nine months ended September 30, 2015 versus nine months ended September 30, 2014

The following table presents a reconciliation of operating income to Adjusted gross margin, the most directly comparable GAAP financial measure for each of the periods indicated.

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Reconciliation of operating income to Adjusted gross margin:		
Operating income	\$ 73,209	\$ 64,549
Add:		
Operating expense	64,446	54,885
General and administrative expense	19,687	15,076
Depreciation and amortization expense	31,385	27,153
Loss (gain) on disposal of long-lived assets, net	(530)	230
Less:		
Unrealized gain on derivatives	3,316	656
Earnings from equity method investment	55,662	44,295
Adjusted gross margin	\$ 129,219	\$ 116,942

The following table shows the Adjusted gross margin generated by our fee-based services, our fixed-margin transactions and our marketing activities for the nine months ended September 30, 2015 and 2014 (in thousands):

Nine Months Ended September 30, 2015	Storage	Transportation (1)	Marketing Activities	Other (2)	Total
Revenues	\$ 22,981	\$ 63,083	\$ 508,525	\$ 11,468	\$ 606,057
Less: Costs of products sold, exclusive of depreciation and amortization (3)	—	—	473,522	—	473,522
Less: Unrealized gain (loss) on derivatives	—	—	3,316	—	3,316
Adjusted gross margin	\$ 22,981	\$ 63,083	\$ 31,687	\$ 11,468	\$ 129,219

- (1) Transportation Adjusted gross margin is comprised of \$13.4 million, \$39.3 million and \$10.4 million, related to pipeline transportation (fixed-fee), trucking (fixed-fee) and buy/sells (fixed margin), respectively.
- (2) This category includes fee-based services such as unloading and ancillary storage terminal services.
- (3) Costs of products sold includes a \$1.2 million lower of cost or market inventory adjustment.

Nine Months Ended September 30, 2014	Storage	Transportation (1)	Marketing Activities	Other (2)	Total
Revenues	\$ 23,872	\$ 60,028	\$ 868,318	\$ 9,308	\$ 961,526
Less: Costs of products sold, exclusive of depreciation and amortization	—	—	843,928	—	843,928
Less: Unrealized gain (loss) on derivatives	—	—	656	—	656
Adjusted gross margin	\$ 23,872	\$ 60,028	\$ 23,734	\$ 9,308	\$ 116,942

- (1) Transportation Adjusted gross margin is comprised of \$9.4 million, \$39.0 million and \$11.6 million, related to pipeline transportation (fixed-fee), trucking (fixed-fee) and buy/sells (fixed margin), respectively.
- (2) This category includes fee-based services such as unloading and ancillary storage terminal services.

Adjusted gross margin decreased in the nine months ended September 30, 2015, to \$129.2 million from \$116.9 million in the nine months ended September 30, 2014, due to:

- an increase in marketing volume of approximately 14.8 million barrels for the nine months ended September 30, 2015, over the same period in 2014, partially offset by a lower spread between the acquisition and sale price for volumes of crude oil sold, as the excess of our average sales price per barrel over our average acquisition cost per barrel decreased to approximately \$1.15 for the nine months ended September 30, 2015, from approximately \$1.86 for the nine months ended September 30, 2014, resulted in a \$8.0 million increase in Adjusted gross margin during the nine months ended September 30, 2015, compared to the same period in

2014 . The increase in volume was primarily due to crude oil blending and sales taking advantage of contango market conditions and this increased activity depressed the overall realized average margin per barrel;

- an increase in pipeline transportation and buy/sell volumes of approximately 4.9 million barrels resulted in a \$2.8 million increase in Adjusted gross margin during the nine months ended September 30, 2015 , compared to the same period in 2014 ;
- an increase in pumpover activity at Cushing resulted in a \$1.2 million increase in Adjusted gross margin during the nine months ended September 30, 2015 , compared to the same period in 2014 ;
- an increase in unloading volumes from our Platteville operations contributed an additional \$0.9 million Adjusted gross margin during the nine months ended September 30, 2015 , compared to the same period in 2014 ;
- the additional 0.1 million barrels of storage capacity located at our Platteville, Colorado truck unloading facility contributed an additional \$0.4 million Adjusted gross margin during the nine months ended September 30, 2015 , compared to the same period in 2014;
- additional truck transportation volumes of 6.7 million barrels generated an additional \$0.2 million in Adjusted gross margin, reflecting a higher concentration of shorter haul volumes. Related trucking costs are included in operating expense described below; and
- although total Cushing storage capacity remained constant compared to the same period of the prior year, we reduced our leased storage capacity by 0.6 million barrels as we redeployed three tanks for our marketing activities. The reduction in leased storage resulted in a \$1.2 million decrease to Adjusted gross margin during the nine months ended September 30, 2015, compared to the same period in 2014.

Operating expense

Operating expense increased to \$64.4 million in the nine months ended September 30, 2015 , from \$54.9 million for the nine months ended September 30, 2014 . Approximately \$7.8 million of the increase (\$45.5 million compared to \$37.7 million) is attributable to the crude oil trucking fleet. In addition, there were increases in employee expense, outside services, insurance and tax expense, office expense, travel and rent expense of \$1.5 million, \$0.7 million, \$0.4 million, \$0.2 million \$0.1 million and \$0.1 million, respectively. These increases were partially offset by reductions in field expense and maintenance and repair of \$0.7 million and \$0.6 million, respectively.

General and administrative

General and administrative expense increased to \$19.7 million in the nine months ended September 30, 2015 , from \$15.1 million in the nine months ended September 30, 2014 . This increase is due to a legal settlement, additional overhead allocation, outside services and insurance and taxes of \$3.4 million, \$1.0 million, \$0.9 million and \$0.4 million, respectively. These increases were partially offset by a reduction of employee expense and other expenses of \$1.0 million and \$0.1 million, respectively.

Depreciation and amortization expense

Depreciation and amortization expense increased to \$31.4 million in the nine months ended September 30, 2015 , from \$27.2 million in the nine months ended September 30, 2014 . A \$1.6 million increase in depreciation expense is due to the 2014 revision of the estimated useful life relating to a section of the Kansas and Oklahoma pipeline system. An additional \$4.6 million in depreciation expense is due to project completions and the acquisition of trucking operations in June 2014. Amortization expense related to contracts acquired as part of the crude oil trucking fleet acquisition in 2013 and 2014 decreased by \$2.0 million.

Earnings from equity method investments

Crude's earnings from equity method investments increased in the nine months ended September 30, 2015 , to \$55.7 million from \$44.3 million in the nine months ended September 30, 2014 . This increase is primarily due to increased earnings of approximately \$11.0 million from White Cliffs due to the commissioning of White Cliff's second line in August 2014. In addition, earnings from Glass Mountain increased by approximately \$0.4 million.

SemStream

On November 1, 2011, we contributed the primary operating assets of our SemStream segment to NGL Energy in exchange for a limited partnership interest and a general partnership interest in NGL Energy and cash. The results of operations shown below reflect corporate overhead allocations, minor adjustments and the earnings from our equity method investment in NGL Energy. We include our share of NGL Energy's earnings on a one quarter lag because we do not receive their financial statements in sufficient time to apply the equity method to the current period. Our limited partnership interest can be diluted as a result of NGL Energy's public equity offerings. Accordingly, we recorded a non-cash gain in the three months ended September 30, 2015 and 2014 of \$0.1 million and \$18.8 million, respectively. For the nine months ended September 30, 2015 and 2014, the non-cash gain was \$6.0 million and \$26.9 million, respectively.

For additional information about NGL Energy's results, see the NGL Energy periodic reports filed with the SEC.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ —	\$ —	\$ —	\$ —
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	—	—	—	—
Operating	—	—	—	—
General and administrative	7	30	22	91
Depreciation and amortization	—	—	—	—
Loss on disposal of long-lived assets, net	—	—	—	—
Total expenses	7	30	22	91
Earnings (loss) from equity method investments	(878)	(4,482)	5,037	4,077
Gain on issuance of common units by equity method investee	136	18,772	6,033	26,899
Operating income (loss)	\$ (749)	\$ 14,260	\$ 11,048	\$ 30,885

SemLogistics

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 5,659	\$ 1,299	\$ 17,090	\$ 10,070
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	—	—	—	615
Operating	1,955	2,148	6,610	6,168
General and administrative	1,757	1,595	5,680	4,546
Depreciation and amortization	2,173	2,543	6,367	7,593
Loss (gain) on disposal of long-lived assets, net	—	1,139	—	(2,495)
Total expenses	5,885	7,425	18,657	16,427
Operating loss	\$ (226)	\$ (6,126)	\$ (1,567)	\$ (6,357)

Three months ended September 30, 2015 versus three months ended September 30, 2014

Crude oil prices fell sharply in the second half of 2014 and while prices have since increased, there is still some contango in the market (i.e., prices for future deliveries are higher than current prices), which has stimulated demand for storage. To meet this demand, we are refurbishing a number of tanks which were out of service and expect to have 1.2 million barrels of additional storage available by the fourth quarter of 2015. In addition, we believe that geographical imbalances between the production and consumption of crude oil and related refined products will require physical transportation and, as a result, bulk liquid storage will play a key role in the supply chain. This creates a demand for storage which is independent of current crude oil prices, forward price curves and the entire speculative trading environment.

Revenue

Revenue in the three months ended September 30, 2015 increased to \$5.7 million from \$1.3 million for the three months ended September 30, 2014 . This increase is due primarily to increased storage volume, storage rates and throughput volume which contributed \$2.2 million, \$1.9 million and \$0.5 million, respectively. These increases were offset, in part, by \$0.4 million due to changes in foreign currency exchange rates.

Loss on disposal of long-lived assets, net

In the three months ended September 30, 2014 , a loss of \$1.1 million was recorded relating to final adjustments to record the dissolution of a SemLogistics affiliate.

General

In every other category of expense, the amounts for the third quarter of 2015 are roughly equivalent to those of the third quarter of 2014 .

Nine months ended September 30, 2015 versus nine months ended September 30, 2014

Revenue

Revenue in the nine months ended September 30, 2015 increased to \$17.1 million from \$10.1 million for the nine months ended September 30, 2014 . This increase is due to increased storage volume, storage rates and throughput volume which contributed incremental revenue of \$4.9 million, \$2.7 million and \$1.4 million, respectively. These increases were offset, in part, by \$1.5 million due to changes in foreign currency exchange rates. In addition, product sales of \$0.7 million in 2014 did not reoccur in 2015.

General and administrative

General and administrative expense increased in the nine months ended September 30, 2015 to \$5.7 million from \$4.5 million in the nine months ended September 30, 2014 . This increase is due primarily to an increase in employee compensation expense.

Depreciation and amortization

Depreciation and amortization expense decreased in the nine months ended September 30, 2015 to \$6.4 million from \$7.6 million in the nine months ended September 30, 2014 . This decrease is due primarily to certain assets reaching the end of their depreciable lives in December 2014.

Gain on disposal of long-lived assets, net

In the nine months ended September 30, 2014 , a gain of \$2.5 million was recorded as a result of the dissolution of a SemLogistics affiliate.

General

In every other category of expense, the amounts for the nine months ended September 30, 2015 are roughly equivalent to those of the nine months ended September 30, 2014 .

SemCAMS

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 33,152	\$ 53,800	\$ 98,791	\$ 133,037
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	27	97	235	235
Operating	21,062	33,537	63,058	86,039
General and administrative	3,600	3,836	11,169	11,390
Depreciation and amortization	3,198	5,113	9,451	11,021
Gain on disposal of long-lived assets, net	(917)	(35)	(917)	(950)
Total expenses	26,970	42,548	82,996	107,735
Operating income	\$ 6,182	\$ 11,252	\$ 15,795	\$ 25,302

Three months ended September 30, 2015 versus three months ended September 30, 2014*Revenue*

Revenue in the three months ended September 30, 2015 decreased to \$33.2 million from \$53.8 million for the three months ended September 30, 2014. This decrease is primarily due to lower operating cost recoveries, lower volumes processed, lower tie-in fee projects, and lower overhead recoveries of \$7.8 million, \$2.1 million, \$1.6 million and \$1.2 million, respectively. Foreign exchange changes reduced revenue by an additional \$6.6 million.

Operating Expense

Operating expense decreased in the three months ended September 30, 2015 to \$21.1 million from \$33.5 million for the three months ended September 30, 2014. This decrease primarily results from foreign exchange gains of \$4.2 million, and lower costs for contract labor, power and materials of \$3.6 million, \$2.2 million and \$1.8 million, respectively.

Depreciation and Amortization

Depreciation and amortization expense decreased in the three months ended September 30, 2015 to \$3.2 million from \$5.1 million for the three months ended September 30, 2014. This decrease includes \$1.3 million from lower tie-in project activity in 2015 and \$0.6 million in reductions resulting from foreign exchange changes.

Gain on disposal of long-lived assets, net

Gain on disposal of long-lived assets increased for the three months ended September 30, 2015 to \$917 thousand from \$35 thousand for the three months ended September 30, 2014. The sale of non-operating assets for a gain of \$1.1 million was offset by a foreign exchange loss of \$0.2 million.

General

In every other category of expense, the amounts for the three months ended September 30, 2015 are roughly equivalent to those of the three months ended September 30, 2014.

Nine months ended September 30, 2015 versus nine months ended September 30, 2014*Revenue*

Revenue in the nine months ended September 30, 2015 decreased to \$98.8 million from \$133.0 million for the nine months ended September 30, 2014. This decrease is primarily due to lower operating cost recoveries, lower overhead recoveries, and lower gathering and processing revenue of \$13.9 million, \$2.5 million, and \$1.3 million respectively. Foreign exchange changes reduced revenue by an additional \$14.8 million.

Operating Expense

Operating expense decreased in the nine months ended September 30, 2015 to \$63.1 million from \$86.0 million for the nine months ended September 30, 2014. This decrease is primarily due to lower costs for contract labor, power, and materials

of \$6.3 million, \$3.5 million and \$3.4 million, respectively. Foreign exchange changes reduced operating expense by \$9.5 million.

Depreciation and Amortization

Depreciation and amortization expense decreased in the nine months ended September 30, 2015 to \$9.5 million from \$11.1 million for the nine months ended September 30, 2014, primarily as a result of foreign exchange changes.

General

In every other category of expense, the amounts for the nine months ended September 30, 2015 are roughly equivalent to those of the nine months ended September 30, 2014 .

SemMexico

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 56,260	\$ 75,177	\$ 169,209	\$ 209,758
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	46,615	65,324	139,362	180,800
Operating	2,447	2,670	7,724	8,066
General and administrative	2,823	2,928	7,588	8,791
Depreciation and amortization	993	1,655	3,083	4,538
Loss (gain) on disposal of long-lived assets, net	124	(7)	105	(35)
Total expenses	53,002	72,570	157,862	202,160
Operating income	\$ 3,258	\$ 2,607	\$ 11,347	\$ 7,598

Three months ended September 30, 2015 versus three months ended September 30, 2014

Revenue

Revenue decreased in the three months ended September 30, 2015 to \$56.3 million from \$75.2 million in the three months ended September 30, 2014 . The change in the foreign currency exchange rate between periods accounts for \$14.0 million of the decrease. A decrease in the average sales price per metric ton between periods accounts for \$4.8 million of the decrease. The sales volume was approximately the same in both periods.

Costs of products sold

Costs of products sold decreased in the three months ended September 30, 2015 to \$46.6 million from \$65.3 million in the three months ended September 30, 2014 . The change in the foreign currency exchange rate between periods accounts for \$11.7 million of the decrease. An 11% decrease in the average cost of asphalt imported into Mexico from the U.S. (measured in Mexican pesos) accounts for \$7.2 million of the decrease.

General

In every other category of expense, the amounts for the three months ended September 30, 2015 are roughly equivalent to those of the three months ended September 30, 2014 .

Nine months ended September 30, 2015 versus nine months ended September 30, 2014

Revenue

Revenue decreased in the nine months ended September 30, 2015 to \$169.2 million from \$209.8 million in the nine months ended September 30, 2014 . The change in the foreign currency exchange rate between periods accounts for \$30.9 million of the decrease. A sales volume decrease to 278 thousand metric tons in the nine months ended September 30, 2015 from 291 thousand metric tons in the same period in 2014 accounts for \$9.1 million of the revenue decrease.

Costs of products sold

Costs of products sold decreased in the nine months ended September 30, 2015 to \$139.4 million from \$180.8 million in the nine months ended September 30, 2014 . The change in the foreign currency exchange rate between periods accounts for \$25.5 million of the decrease. A 5% decrease in the average cost of asphalt imported into Mexico from the U.S. (measured in Mexican pesos) accounts for \$8.2 million of the decrease. The decrease in volume to 278 thousand metric tons from 291 thousand metric tons accounts for \$7.9 million of the decrease in the costs of products sold.

General and administrative

General and administrative expense decreased in the nine months ended September 30, 2015 to \$7.6 million from \$8.8 million in the nine months ended September 30, 2014 . The decrease is primarily due to lower employee compensation expense and foreign currency exchange rate in the nine months ended September 30, 2015 compared to the prior period.

Depreciation and amortization expense

Depreciation and amortization expense decreased to \$3.1 million in the nine months ended September 30, 2015 from \$4.5 million in the nine months ended September 30, 2014 . This decrease is primarily due to a decrease in depreciation as certain assets reached the end of their estimated useful lives.

General

In every other category of expense, the amounts for the nine months ended September 30, 2015 are roughly equivalent to those of the nine months ended September 30, 2014 .

SemGas

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ 65,070	\$ 96,829	\$ 198,048	\$ 290,361
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	36,915	68,722	114,344	215,535
Operating	8,475	8,965	25,320	24,421
General and administrative	2,376	2,312	7,080	6,524
Depreciation and amortization	8,601	7,064	23,098	19,312
Loss (gain) on disposal of long-lived assets, net	445	(12)	1,894	20,092
Total expenses	56,812	87,051	171,736	285,884
Operating income	\$ 8,258	\$ 9,778	\$ 26,312	\$ 4,477

Three months ended September 30, 2015 versus three months ended September 30, 2014

Revenue

Revenue decreased in the three months ended September 30, 2015 to \$65.1 million from \$96.8 million for the three months ended September 30, 2014 . This decrease is the result of lower prices, offset by higher volume (37,663 MMcf versus 31,904 MMcf) and increased gathering and processing fees (\$15.1 million versus \$12.3 million). The decrease in revenue was affected by a lower average natural gas NYMEX price of \$2.77/mmbtu versus \$4.06/mmbtu and a lower average NGL basket price of \$0.57/gallon versus \$1.00/gallon for the same period in 2014. The increase in volume is primarily a result of increased drilling and production in the area served by our gas plants in northern Oklahoma.

Costs of products sold

Costs of products sold decreased in the three months ended September 30, 2015 to \$36.9 million from \$68.7 million in the three months ended September 30, 2014 . This decrease is primarily related to lower prices, offset by increased volumes as described above.

Adjusted gross margin

We view Adjusted gross margin as an important performance measure of the core profitability of our operations, as well as our operating performance as compared to that of other companies in our industry, without regard to financing methods, historical costs basis, capital structure or the impact of fluctuating commodity prices. We define Adjusted gross margin as total revenues minus cost of products sold and unrealized gain (loss) on derivatives. Adjusted gross margin allows us to make a meaningful comparison of the operating results between our fee-based activities, which do not involve the purchase or sale of petroleum products, and our fixed-margin and marketing operations, which do. In addition, Adjusted gross margin allows us to make a meaningful comparison of the results of our fixed-margin and marketing operations across different commodity price environments because it measures the spread between the product sales price and costs of products sold.

Because Adjusted gross margin may be defined differently by other companies in our industry, our definition may not be comparable to similarly titled measures of other companies.

The following table shows the Adjusted gross margin generated in the three months ended September 30, 2015 and 2014 .

(in thousands)	Three Months Ended September 30,	
	2015	2014
Revenue	\$ 65,070	\$ 96,829
Less: Cost of products sold, exclusive of depreciation	36,915	68,722
Less: Unrealized gain (loss) on derivatives	—	—
Adjusted gross margin	\$ 28,155	\$ 28,107

The following table presents a reconciliation of operating income to Adjusted gross margin, the most directly comparable GAAP financial measure for each of the periods indicated.

(in thousands)	Three Months Ended September 30,	
	2015	2014
Reconciliation of operating income to Adjusted gross margin:		
Operating income	\$ 8,258	\$ 9,778
Add:		
Operating expense	8,475	8,965
General and administrative expense	2,376	2,312
Depreciation and amortization expense	8,601	7,064
Loss (gain) on disposal of long-lived assets, net	445	(12)
Adjusted gross margin	\$ 28,155	\$ 28,107

Operating expense

Operating expense decreased in the three months ended September 30, 2015 to \$8.5 million from \$9.0 million for the three months ended September 30, 2014 . This increase is due primarily to lower property and equipment lease expense, maintenance and repairs and outside services of approximately \$0.7 million, \$0.4 million and \$0.1 million, respectively. These decreases were offset by increases in field expenses, employment expenses and insurance of \$0.3 million, \$0.3 million and \$0.2 million, respectively.

Depreciation and amortization

Depreciation and amortization expense increased in the three months ended September 30, 2015 to \$8.6 million from \$7.1 million in the three months ended September 30, 2014 . The increase is primarily due to expansion in northern Oklahoma.

Loss (gain) on disposal of long-lived assets, net

Loss on disposal of long-lived assets, net increased to \$0.4 million in the three months ended September 30, 2015 from a gain of \$12.0 thousand in the three months ended September 30, 2014 . In September 2015, we wrote down certain gas gathering and compression assets in Kansas to their estimated net realizable value. These assets were viewed as non-core due to their limited growth potential.

Nine months ended September 30, 2015 versus nine months ended September 30, 2014*Revenue*

Revenue decreased in the nine months ended September 30, 2015 to \$198.0 million from \$290.4 million for the nine months ended September 30, 2014 . This decrease is the result of lower prices, offset by higher volume (110,487 MMcf versus 75,938 MMcf) and increased gathering and processing fees (\$45.3 million versus \$23.1 million). The decrease in revenue was affected by a lower average natural gas NYMEX price of \$2.80/mmbtu versus \$4.55/mmbtu and a lower average NGL basket price of \$0.57/gallon versus \$0.98/gallon for the same period in 2014. The increase in volume is primarily a result of increased drilling and production in the area served by our gas plants in northern Oklahoma.

Costs of products sold

Costs of products sold decreased in the nine months ended September 30, 2015 to \$114.3 million from \$215.5 million in the nine months ended September 30, 2014 . This decrease is primarily related to lower prices as described above.

Adjusted gross margin

We view Adjusted gross margin as an important performance measure of the core profitability of our operations, as well as our operating performance as compared to that of other companies in our industry, without regard to financing methods, historical costs basis, capital structure or the impact of fluctuating commodity prices. We define Adjusted gross margin as total revenues minus cost of products sold and unrealized gain (loss) on derivatives. Adjusted gross margin allows us to make a meaningful comparison of the operating results between our fee-based activities, which do not involve the purchase or sale of petroleum products, and our fixed-margin and marketing operations, which do. In addition, Adjusted gross margin allows us to make a meaningful comparison of the results of our fixed-margin and marketing operations across different commodity price environments because it measures the spread between the product sales price and costs of products sold.

Because Adjusted gross margin may be defined differently by other companies in our industry, our definition may not be comparable to similarly titled measures of other companies.

The following table shows the Adjusted gross margin generated in the nine months ended September 30, 2015 and 2014 .

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Revenue	\$ 198,048	\$ 290,361
Less: Cost of products sold, exclusive of depreciation	114,344	215,535
Less: Unrealized gain (loss) on derivatives	—	—
Adjusted gross margin	\$ 83,704	\$ 74,826

The following table presents a reconciliation of operating income to Adjusted gross margin, the most directly comparable GAAP financial measure for each of the periods indicated.

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Reconciliation of operating income to Adjusted gross margin:		
Operating income	\$ 26,312	\$ 4,477
Add:		
Operating expense	25,320	24,421
General and administrative expense	7,080	6,524
Depreciation and amortization expense	23,098	19,312
Loss on disposal of long-lived assets, net	1,894	20,092
Adjusted gross margin	<u>\$ 83,704</u>	<u>\$ 74,826</u>

Operating expense

Operating expense increased in the nine months ended September 30, 2015 to \$25.3 million from \$24.4 million for the nine months ended September 30, 2014. This increase is due primarily to higher insurance, employee expenses and outside services of approximately \$0.9 million, \$0.8 million and \$0.5 million, respectively. These increases were offset by decreases in property and equipment lease expenses and repairs and maintenance expense of approximately \$0.8 million and \$0.3 million, respectively.

General and administrative

General and administrative expense increased in the nine months ended September 30, 2015 to \$7.1 million from \$6.5 million in the nine months ended September 30, 2014. The increase is primarily due to employment costs of approximately \$0.4 million.

Depreciation and amortization

Depreciation and amortization expense increased in the nine months ended September 30, 2015 to \$23.1 million from \$19.3 million in the nine months ended September 30, 2014. The increase is primarily due to expansion in northern Oklahoma.

Loss on disposal of long-lived assets, net

Loss on disposal of long-lived assets, net decreased to \$1.9 million in the nine months ended September 30, 2015 from \$20.1 million in the nine months ended September 30, 2014. In 2015, we wrote down certain gas gathering and compression assets in Kansas to their estimated net realizable value. These assets are viewed as non-core due to their limited growth potential. On June 1, 2014, we sold certain natural gas gathering assets in eastern Oklahoma for approximately \$2.4 million, resulting in a loss of approximately \$20.1 million. These assets were subject to contract renewal risk at the end of 2014 and were viewed as non-core due to their limited growth potential.

Other and Eliminations

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenue	\$ (4,162)	\$ (9,726)	\$ (16,594)	\$ (29,410)
Expenses:				
Costs of products sold, exclusive of depreciation and amortization shown below	(4,162)	(9,726)	(16,594)	(29,410)
Operating	(1)	—	(1)	—
General and administrative	4,749	7,899	27,046	17,464
Depreciation and amortization	423	430	1,046	1,282
Loss on disposal or impairment of long-lived assets, net	—	—	927	3,791
Total expenses	1,009	(1,397)	12,424	(6,873)
Operating loss	\$ (5,171)	\$ (8,329)	\$ (29,018)	\$ (22,537)

Other and Eliminations is not an operating segment. This table is included to permit the reconciliation of segment information to that of the consolidated Company.

Three months ended September 30, 2015 versus three months ended September 30, 2014*General and administrative*

General and administrative expense decreased in the three months ended September 30, 2015 to \$4.7 million from \$7.9 million in the three months ended September 30, 2014. The decrease is due primarily to a \$3.2 million charitable contribution made in the third quarter of 2014 which did not reoccur in 2015.

Nine months ended September 30, 2015 versus nine months ended September 30, 2014*General and administrative*

General and administrative expense increased in the nine months ended September 30, 2015 to \$27.0 million from \$17.5 million in the nine months ended September 30, 2014. This increase is due primarily to business development expenses related to the Maurepas Pipeline incurred during the first quarter of 2015.

Liquidity and Capital Resources**Sources and Uses of Cash**

Our principal sources of short-term liquidity are cash generated from our operations and borrowings under our revolving credit facilities. The consolidated cash balance on September 30, 2015 (including restricted cash) was \$146.0 million. Of this amount, \$32.8 million was held in Canada and may be subject to tax if transferred to the U.S. Potential sources of long-term liquidity include issuances of debt securities and equity securities and the sale of assets. Our primary cash requirements currently are operating expenses, capital expenditures, our quarterly dividends and quarterly distributions to unitholders of our subsidiary, Rose Rock. In general, we expect to fund:

- operating expenses, maintenance capital expenditures and cash dividends and distributions through existing cash and cash from operating activities;
- expansion capital expenditures and any working capital deficits through cash on hand, borrowings under our credit facilities and the issuance of debt securities and equity securities;
- acquisitions through cash on hand, borrowings under our credit facilities and the issuance of debt securities and equity securities; and
- debt principal payments through cash from operating activities and refinancings when the credit facilities become due.

Our ability to meet our financing requirements and fund our planned capital expenditures will depend on our future operating performance and distributions from our equity investments, which will be affected by prevailing economic conditions in our industry. In addition, we are subject to conditions in the debt and equity markets for any issuances of debt securities and equity securities including common units in Rose Rock. There can be no assurance we will be able or willing to access the public or private markets in the future. If we would be unable or unwilling to access those markets, we could be required to restrict future expansion capital expenditures and potential future acquisitions.

We believe our cash from operations and our remaining borrowing capacity allow us to manage our day-to-day cash requirements, distribute our quarterly dividends, distribute the minimum quarterly distribution on Rose Rock's outstanding common units and meet our capital expenditures commitments for the coming year.

Cash Flows

The following table summarizes our changes in unrestricted cash for the periods presented:

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Statement of cash flow data:		
Cash flows provided by (used in):		
Operating activities	\$ 137,049	\$ 105,900
Investing activities	(308,456)	(239,073)
Financing activities	277,035	118,950
Subtotal	105,628	(14,223)
Effect of exchange rate on cash and cash equivalents	(233)	1,921
Change in cash and cash equivalents	105,395	(12,302)
Cash and cash equivalents at beginning of period	40,598	79,351
Cash and cash equivalents at end of period	<u>\$ 145,993</u>	<u>\$ 67,049</u>

Operating Activities

The components of operating cash flows can be summarized as follows:

(in thousands)	Nine Months Ended September 30,	
	2015	2014
Net income	\$ 43,789	\$ 39,350
Non-cash expenses, net	95,606	106,481
Changes in operating assets and liabilities	(2,346)	(39,931)
Net cash flows provided by operating activities	<u>\$ 137,049</u>	<u>\$ 105,900</u>

Adjustments to net income for non-cash expenses, net decreased \$10.9 million to \$95.6 million for the nine months ended September 30, 2015 from \$106.5 million for the nine months ended September 30, 2014. This change is primarily a result of:

- \$23.5 million due to the prior year loss on the change in the fair value of warrants which expired in the fourth quarter of 2014;
- \$19.2 million due to lower losses on disposal or impairment of long-lived assets, net due to the write down of leaseholds related to unproved oil and gas properties in the prior year;
- \$12.3 million increase in earnings from equity method investments which is primarily due to White Cliffs;
- \$2.7 million due to increased net unrealized gains related to our derivative instruments; and
- \$1.7 million decrease in deferred tax expense.

These decreases were offset by increases due to:

- \$20.9 million increase due to smaller current year gains, as compared to the prior year, related to issuances of common units by one of our equity method investees;
- \$12.2 million increase due to smaller current year gains, as compared to prior year, on the sale of a portion of our investment in an equity method investee, net of related costs;
- \$8.1 million additional distributions from equity investments which is primarily due to White Cliffs;
- \$3.5 million additional depreciation and amortization expense;
- \$1.7 million in excess tax benefits received from equity-based awards in the first quarter of 2014 that did not reoccur in 2015;
- \$1.3 million increase in non-cash equity compensation;
- \$1.2 million increase in inventory valuation adjustments due to write-downs of crude oil inventory as a result of lower market prices;
- \$1.1 million increase in the amortization of debt issuances costs due to debt issued during the year; and
- All other adjustments to net income for non-cash expenses, net for the nine months ended September 30, 2015 remained relatively comparable to the nine months ended September 30, 2014 .

Changes in operating assets and liabilities for the nine months ended September 30, 2015 generated a net decrease to operating cash flows of \$2.3 million . The decrease to operating cash flow due to the change in operating assets and liabilities was primarily a result of increases of \$23.3 million in inventories and \$1.8 million in other current assets and decreases of \$2.3 million in payables to affiliates , \$3.8 million in payables to prepetition creditors and \$1.3 million in other noncurrent liabilities. These cash outflows were partially offset by decreases of \$6.8 million in restricted cash , \$8.2 million in accounts receivable , \$9.0 million in receivables from affiliates , \$1.8 million in other assets and \$3.2 million in derivatives and margin deposits and an increase of \$1.3 million in accounts payable and accrued liabilities . Changes in receivables, inventory, payables and accrued liabilities are primarily due to our segments' operating activities and are subject to the timing of purchases and sales and fluctuations in commodity pricing. Additionally, the increase in inventory is due, in part, to approximately 700 thousand additional barrels in storage compared to the beginning of the nine month period at our Crude segment. This is partially due to a strategic build to capture margins due to forward market crude oil prices being higher than spot market prices. Accounts receivable was also impacted by a \$9.0 million decrease due to the collection of an accrued receivable at year-end which related to proceeds from the sale of a portion of our common limited partner units of NGL Energy.

Changes in operating assets and liabilities for the nine months ended September 30, 2014 generated a net decrease in operating cash flows of \$39.9 million, consisting primarily of a decrease of \$31.8 million in payables to affiliates, an increase of \$95.6 million in accounts receivable, an increase of \$18.7 million in inventories, an increase of \$1.7 million in other current assets, an increase of \$2.2 million in derivatives and margin deposits and an increase of \$2.2 million in restricted cash. These were offset by an increase of \$81.8 million in accounts payable and accrued liabilities, a decrease of \$29.1 million in receivables from affiliates and an increase of \$1.6 million in other noncurrent liabilities. These changes were primarily a result of our Crude and SemGas segments' operating activities.

Investing Activities

For the nine months ended September 30, 2015 , we had net cash outflows of \$308.5 million from investing activities, due primarily to \$352.8 million of capital expenditures, \$34.1 million of contributions to equity method investments offset by investing cash inflows of \$56.3 million of net proceeds from the sale of a portion of an equity method investment and \$19.6 million of distributions in excess of equity in earnings of affiliates. Capital expenditures primarily related to Rose Rock's pipeline projects, SemGas' Northern Oklahoma expansion projects, the Maurepas Pipelines and SemCAMS' Wapiti expansion. Contributions to equity method investments primarily represent investments to fund the White Cliffs pipeline expansion project. Proceeds from the sale of equity method investment are due to the disposition of a portion of our common limited partner units of NGL Energy. Distributions in excess of equity in earnings of affiliates represent cash distributions from White Cliffs and Glass Mountain in excess of our cumulative equity in earnings and are accounted for as a return of investment.

For the nine months ended September 30, 2014 , we had net cash outflows of \$239.1 million from investing activities, due primarily to \$194.2 million of capital expenditures, \$70.7 million of contributions to equity method investments and \$44.5 million of payments to acquire businesses, partially offset by investing cash inflows of \$59.7 million of net proceeds from the sale of a portion of an equity method investment, \$6.6 million of distributions in excess of equity in earnings of affiliates and \$4.1 million of proceeds from the sale of long-lived assets.

Financing Activities

For the nine months ended September 30, 2015, we had net cash inflows of \$277.0 million from financing activities, which related to borrowings on long-term debt of \$802.2 million, partially offset by principal payments of \$525.0 million, \$89.1 million in proceeds from the issuance of Rose Rock limited partner units, dividends paid of \$49.8 million, distributions to non-controlling interests of \$29.8 million, \$6.3 million in debt issuance costs and \$4.3 million to repurchase common stock for payment of statutory taxes due on equity-based compensation. Net borrowings were used primarily for capital expenditures and contributions to equity method investments.

For the nine months ended September 30, 2014, we had net cash inflows of \$119.0 million from financing activities, which related to borrowings on long-term debt of \$1,074.2 million, partially offset by principal payments of \$896.3 million, dividends paid of \$31.1 million, distributions to non-controlling interests of \$20.6 million and \$8.7 million of debt issuance costs primarily related to the issuance of the Rose Rock senior unsecured notes. Borrowings were used primarily for capital expenditures, contributions to equity method investments and acquisitions and included the issuance of \$400 million of Rose Rock Notes from which proceeds were used to repay revolver borrowings and for general partnership purposes.

Long-term Debt

SemGroup Senior Unsecured Notes

At September 30, 2015, we had \$300 million of 7.5% senior unsecured notes due 2021 (the "Notes") outstanding.

SemGroup Revolving Credit Facility

At September 30, 2015, we had no cash borrowings outstanding under our \$500 million revolving credit facility. We had \$4.5 million in outstanding letters of credit on that date. The maximum letter of credit capacity under this facility is \$250 million. The facility can be increased up to \$300 million. The credit agreement expires on December 11, 2018.

At September 30, 2015, we had available borrowing capacity of \$495.5 million under this facility.

Rose Rock Senior Unsecured Notes

At September 30, 2015, Rose Rock had outstanding \$400 million and \$350 million of 5.625% senior unsecured notes due 2022 and 2023, respectively, (the "Rose Rock Notes"). The Rose Rock Notes are guaranteed by all of Rose Rock's existing subsidiaries other than Rose Rock Finance Corp.

Rose Rock Revolving Credit Facility

At September 30, 2015, Rose Rock had no cash borrowings outstanding under its \$585 million revolving credit facility. There were \$38.9 million in outstanding letters of credit. The maximum letter of credit capacity under this facility is \$150 million. The facility can be increased by up to \$200 million. The credit agreement expires on September 20, 2018.

At September 30, 2015, Rose Rock had available borrowing capacity of \$546.1 million under this facility.

SemMexico Credit Facilities

SemMexico had a \$44 million Mexican pesos (U.S. \$2.6 million at the September 30, 2015 exchange rate) credit facility which matured in May 2015. SemMexico had a \$56 million Mexican pesos (U.S. \$3.3 million at the September 30, 2015 exchange rate) credit facility which matured in July 2015. At September 30, 2015, SemMexico had no amounts outstanding on its \$100 million Mexican pesos (U.S. \$5.8 million at the September 30, 2015 exchange rate) credit facility which matures in May 2018. At September 30, 2015, SemMexico had an outstanding letter of credit of \$292.8 million Mexican pesos (U.S. \$17.1 million at the September 30, 2015 exchange rate).

Shelf Registration Statements

We have access to a universal shelf registration statement which provides us with the ability to offer and sell an unlimited amount of debt and equity securities, subject to market conditions and our capital needs. This shelf registration statement expires in December 2015.

Rose Rock has an effective shelf registration statement with the SEC that, subject to market conditions and effectiveness at the time of use, allows Rose Rock to issue up to an aggregate of \$500 million of debt or equity securities. In August 2013, Rose Rock used this shelf registration statement to sell 4.75 million common units representing limited partner interests for

proceeds of \$152.5 million, net of underwriting discounts and commissions of \$6.4 million. On February 13, 2015, Rose Rock issued and sold 2.3 million common units representing limited partner interests for net proceeds of \$89.1 million under this shelf registration statement. Proceeds were used in connection with Rose Rock's acquisition of the Wattenberg Oil Trunkline and a 50% interest in Glass Mountain from SemGroup. This shelf registration statement expires in May 2016.

Rose Rock also has an effective shelf registration statement for the offer and sale, from time to time, of common units representing limited partner interests in Rose Rock having an aggregate offering price of up to \$150 million. On May 12, 2015, Rose Rock entered into an Equity Distribution Agreement under which Rose Rock is able to make such sales over a period of time and, from time to time, in transactions at prices which are market prices prevailing at the time of sale, prices related to market price or at negotiated prices. The counterparties to the Equity Distribution Agreement may act as sales agents for the common units or may purchase common units for their own accounts as principals. To date, no such sales have been made.

Capital Requirements

The midstream energy business can be capital intensive, requiring significant investment for the maintenance of existing assets or acquisition or development of new systems and facilities. We categorize our capital expenditures as either:

- expansion capital expenditures, which are cash expenditures incurred for acquisitions or capital improvements that we expect will increase our operating income or operating capacity over the long-term; or
- maintenance capital expenditures, which are cash expenditures (including expenditures for the addition or improvement to, or the replacement of, our capital assets or for the acquisition of existing, or the construction or development of new, capital assets) made to maintain our long-term operating income or operating capacity.

Projected capital expenditures for 2015 are estimated at \$605 million in expansion projects, including capital contributions to affiliates for funding growth projects and acquisitions, and \$45 million in maintenance projects. These estimates may change as future events unfold. See "Cautionary Note Regarding Forward-Looking Statements." During the nine months ended September 30, 2015, we spent \$352.8 million (cash basis) on capital projects and \$34.1 million in capital contributions to affiliates primarily for funding growth projects.

In addition to our budgeted capital program, we anticipate that we will continue to make significant expansion capital expenditures in the future. Consequently, our ability to develop and maintain sources of funds to meet our capital requirements is critical to our ability to meet our growth objectives. We expect that our future expansion capital expenditures will be funded by cash from operations, borrowings under our credit facilities and the issuance of debt and equity securities.

SemGroup Dividends

The table below shows dividends declared and/or paid by SemGroup during 2014 and 2015.

Quarter Ended	Record Date	Payment Date	Dividend Per Share
March 31, 2014	March 10, 2014	March 20, 2014	\$0.22
June 30, 2014	May 19, 2014	May 29, 2014	\$0.24
September 30, 2014	August 18, 2014	August 28, 2014	\$0.27
December 31, 2014	November 17, 2014	November 28, 2014	\$0.30
March 31, 2015	March 9, 2015	March 20, 2015	\$0.34
June 30, 2015	May 18, 2015	May 29, 2015	\$0.38
September 30, 2015	August 17, 2015	August 25, 2015	\$0.42
December 31, 2015	November 16, 2015	November 24, 2015	\$0.45

Rose Rock Distributions

The table below shows cash distributions declared and/or paid by Rose Rock during 2014 and 2015.

Quarter Ended	Record Date	Payment Date	Distribution Per Unit
December 31, 2013	February 4, 2014	February 14, 2014	\$0.4650
March 31, 2014	May 5, 2014	May 15, 2014	\$0.4950
June 30, 2014	August 4, 2014	August 14, 2014	\$0.5350
September 30, 2014	November 4, 2014	November 14, 2014	\$0.5750
December 31, 2014	February 3, 2015	February 14, 2015	\$0.6200
March 31, 2015	May 5, 2015	May 15, 2015	\$0.6350
June 30, 2015	August 4, 2015	August 14, 2015	\$0.6500
September 30, 2015	November 3, 2015	November 13, 2015	\$0.6600

Credit Risk

We are subject to risks of loss resulting from nonpayment or nonperformance by our customers. We examine the creditworthiness of third-party customers to whom we extend credit and manage our exposure to credit risk through credit analysis, credit approval, credit limits and monitoring procedures, and for certain transactions, we may request letters of credit, prepayments or guarantees.

Customer Concentration

Shell Trading (US) Company and BP Oil Supply Co, customers of our Crude segment, accounted for more than 10% of our consolidated revenue for the three months ended September 30, 2015 at approximately 32% and 11%, respectively. Shell Trading (US) Company and BP Oil Supply Co, customers of our Crude segment, accounted for more than 10% of our consolidated revenue for the nine months ended September 30, 2015 at approximately 27% and 11%, respectively. Although we have contracts with customers of varying durations, if one or more of our major customers were to default on their contract, or if we were unable to renew our contract with one or more of these customers on favorable terms, we might not be able to replace any of these customers in a timely fashion, on favorable terms or at all. In any of these situations, our revenues and our ability to pay cash dividends to our stockholders may be adversely affected. We expect our exposure to risk of non-payment or non-performance to continue as long as we remain substantially dependent on a relatively small number of customers for a substantial portion of our Adjusted gross margin.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined by Item 303 of Regulation S-K.

Commitments

There have been no material changes to our contractual obligations outside the ordinary course of our business from those previously disclosed in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014, although the value of product purchase commitments is less at September 30, 2015 than it was at December 31, 2014.

We routinely enter into agreements to purchase and sell petroleum products at specified future dates. We establish a margin for these purchases by entering into various types of physical and financial sales and exchange transactions through which we seek to maintain a position that is substantially balanced between purchases on the one hand and sales and future delivery obligations on the other. We account for derivatives at fair value with the exception of commitments which have been designated as normal purchases and sales for which we do not record assets or liabilities related to these agreements until the product is purchased or sold. At September 30, 2015, such commitments included the following (volumes and dollars in thousands):

	Volume (Barrels)	Value
Fixed price purchases	2,635	\$ 116,683
Fixed price sales	3,485	\$ 156,359
Floating price purchases	17,683	\$ 797,546
Floating price sales	22,268	\$ 915,732

Certain of the commitments shown in the table above relate to agreements to purchase product from a counterparty and to sell a similar amount of product (in a different location) to the same counterparty. Many of the commitments shown in the table above are cancellable by either party, as long as notice is given within the time frame specified in the agreement (generally 30 to 120 days).

Our SemGas segment has a take or pay contractual obligation related to the fractionation of natural gas liquids. This obligation continues through June 2023. At September 30, 2015, no amounts were due under the contract and the amount of future obligation is approximately \$70.0 million. SemGas further has a take or pay contractual obligation related to pipeline transportation. This obligation continues through October 2015. The amount of future obligation is approximately \$0.4 million. In addition, our SemGas segment enters into contracts under which we are responsible for marketing the majority of the gas and natural gas liquids produced by the counterparties to the agreements. During the three months and nine months ended September 30, 2015, the majority of SemGas' revenues were generated from such contracts.

Rose Rock has a take-or-pay obligation with our equity method investee, White Cliffs, for approximately 5,000 barrels per day of space on White Cliffs' pipeline upon completion of an expansion project related to Rose Rock's Platteville facilities. The agreement became effective in October 2015 and has a term of 5 years. Annual payments to White Cliffs under the agreement are expected to be \$9.4 million.

In addition, we are committed to make remaining contributions to our equity method investee, White Cliffs, related to the capital expansion project. Such commitments will be paid in 2015 and 2016 and are expected to total approximately \$14.0 million.

Critical Accounting Policies and Estimates

For disclosure regarding our critical accounting policies and estimates, see the discussion under the caption "Critical Accounting Policies and Estimates" in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2014.

Recent Accounting Pronouncements

See Note 1 to our condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

This discussion on market risks represents an estimate of possible changes in future earnings that would occur assuming hypothetical future movements in commodity prices, interest rates and currency exchange rates. Our views on market risk are not necessarily indicative of actual results that may occur, and do not represent the maximum possible gains and losses that may occur since actual gains and losses will differ from those estimated based on actual fluctuations in commodity prices, interest rates, currency exchange rates and the timing of transactions.

We are exposed to various market risks, including changes in (i) petroleum prices, particularly crude oil, natural gas and natural gas liquids, (ii) interest rates and (iii) currency exchange rates. We may use from time-to-time various derivative instruments to manage such exposure. Our risk management policies and procedures are designed to monitor physical and financial commodity positions and the resulting outright commodity price risk as well as basis risk resulting from differences in commodity grades, purchase and sales locations and purchase and sale timing. We have a risk management function that has responsibility and authority for our Comprehensive Risk Management Policy, which governs our enterprise-wide risks, including the market risks discussed in this item. Subject to our Comprehensive Risk Management Policy, our finance and treasury function has responsibility and authority for managing exposure to interest rates and currency exchange rates. To manage the risks discussed above, we engage in price risk management activities.

Commodity Price Risk

The table below outlines the range of NYMEX prompt month daily settle prices for crude oil and natural gas futures, and the range of daily propane spot prices provided by an independent, third-party broker for the three months and nine months ended September 30, 2015 and September 30, 2014 and the year ended December 31, 2014 .

	Light Sweet Crude Oil Futures (Barrel)	Mont Belvieu (Non-LDH) Spot Propane (Gallon)	Henry Hub Natural Gas Futures (MMBtu)
Three Months Ended September 30, 2015			
High	\$56.96	\$0.48	\$2.93
Low	\$38.24	\$0.35	\$2.52
<i>High/Low Differential</i>	<i>\$18.72</i>	<i>\$0.13</i>	<i>\$0.41</i>
Three Months Ended September 30, 2014			
High	\$105.34	\$1.11	\$4.46
Low	\$91.16	\$0.97	\$3.75
<i>High/Low Differential</i>	<i>\$14.18</i>	<i>\$0.14</i>	<i>\$0.71</i>
Nine Months Ended September 30, 2015			
High	\$61.43	\$0.63	\$3.23
Low	\$38.24	\$0.31	\$2.49
<i>High/Low Differential</i>	<i>\$23.19</i>	<i>\$0.32</i>	<i>\$0.74</i>
Nine Months Ended September 30, 2014			
High	\$107.26	\$1.70	\$6.15
Low	\$91.16	\$0.97	\$3.75
<i>High/Low Differential</i>	<i>\$16.10</i>	<i>\$0.73</i>	<i>\$2.40</i>
Year Ended December 31, 2014			
High	\$107.26	\$1.70	\$6.15
Low	\$53.27	\$0.46	\$2.89
<i>High/Low Differential</i>	<i>\$53.99</i>	<i>\$1.24</i>	<i>\$3.26</i>

Revenue from our asset-based activities is dependent on throughput volume, tariff rates, the level of fees generated from our pipeline systems, capacity leased to third parties, capacity that we use for our own operational or marketing activities and the level of other fees generated at our terminalling and storage facilities. Profit from our marketing activities is dependent on

our ability to sell petroleum products at prices in excess of our aggregate cost. Margins may be affected during transitional periods between a backwardated market (when the prices for future deliveries are lower than the current prices) and a contango market (when the prices for future deliveries are higher than the current prices). Our petroleum product marketing activities within each of our segments are generally not directly affected by the absolute level of petroleum product prices, but are affected by overall levels of supply and demand for petroleum products and relative fluctuations in market-related indices at various locations.

However, the SemGas segment has exposure to commodity price risk because of the nature of certain contracts for which our fee is based on a percentage of proceeds or index related to the prices of natural gas, natural gas liquids and condensate. Given current volumes, liquid recoveries and contract terms, we estimate the following sensitivities over the next twelve months:

- A 10% increase in the price of natural gas and natural gas liquids results in approximately a \$3.0 million increase to Adjusted gross margin.
- A 10% decrease in those prices would have the opposite effect.

This sensitivity may be impacted by changes in contract mix, change in production or other factors which are outside of our control.

Additionally, based on our open derivative contracts at September 30, 2015, an increase in the applicable market price or prices for each derivative contract would result in a decrease in the contribution from these derivatives to our crude oil sales revenues. A decrease in the applicable market price or prices for each derivative contract would result in an increase in the contribution from these derivatives to our crude oil sales revenues. However, the increases or decreases in crude oil sales revenues we recognize from our open derivative contracts are substantially offset by higher or lower crude oil sales revenues when the physical sale of the product occurs. These contracts may be for the purchase or sale of crude oil or in markets different from the physical markets in which we are attempting to hedge our exposure, or may have timing differences relative to the physical markets. As a result of these factors, our hedges may not eliminate all price risks.

The notional volumes and fair value of our commodity derivatives open positions as well as the change in fair value that would be expected from a 10% market price increase or decrease is shown in the table below (in thousands):

	Notional Volume (Barrels)	Fair Value	Effect of 10% Price Increase	Effect of 10% Price Decrease	Settlement Date
Crude oil:					
Futures contracts	515	\$ 4,991	\$ (2,322)	\$ 2,322	October/November 2015

Margin deposits or other credit support, including letters of credit, are generally required on derivative instruments used to manage our price exposure. As commodity prices increase or decrease, the fair value of our derivative instruments changes, thereby increasing or decreasing our margin deposit or other credit support requirements. Although a component of our risk-management strategy is intended to manage the margin and other credit support requirements on our derivative instruments, volatile spot and forward commodity prices, or an expectation of increased commodity price volatility, could increase the cash needed to manage our commodity price exposure and thereby increase our liquidity requirements. This may limit amounts available to us through borrowing, decrease the volume of petroleum products we purchase and sell or limit our commodity price management activities.

Interest Rate Risk

We use variable rate debt and are exposed to market risk due to the floating interest rates on our credit facilities. Therefore, from time-to-time we may use interest rate derivatives to manage interest obligations on specific debt issuances. Our variable rate debt bears interest at LIBOR or prime, subject to certain floors, plus the applicable margin. At September 30, 2015, an increase in these base rates of 1%, above the base rate floors, would increase our interest expense by \$0.0 million and \$0.8 million for the three months and nine months ended September 30, 2015, respectively.

The average interest rates presented below are based upon rates in effect at September 30, 2015 and December 31, 2014. The carrying value of the variable rate instruments in our credit facilities approximate fair value primarily because our rates fluctuate with prevailing market rates.

The following table summarizes our debt obligations:

Liabilities	September 30, 2015	December 31, 2014
Short-term debt - variable rate	\$0.0 million	\$0.0 million
Average interest rate	0.00%	0.00%
Long-term debt - variable rate	\$0.0 million	\$67.0 million
Average interest rate	0.00%	3.29%
Long-term debt - fixed rate	\$300.0 million	\$300.0 million
Fixed interest rate	7.50%	7.50%
Long-term debt - fixed rate	\$750.0 million	\$400.0 million
Fixed interest rate	5.625%	5.625%

Currency Exchange Risk

The cash flows relating to our U.K., Canada and Mexico operations are based on the U.S. dollar equivalent of such amounts measured in British pounds, Canadian dollars and Mexican pesos. Assets and liabilities of our U.K., Canadian and Mexican subsidiaries are translated to U.S. dollars using the applicable exchange rate as of the end of a reporting period. Revenue, expenses and cash flows are translated using the average exchange rate during the reporting period.

A 10% change in the average exchange rate during the three months and nine months ended September 30, 2015 would change operating income by \$1.6 million and \$4.4 million, respectively.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer have concluded that the design and operation of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act), are effective as of September 30, 2015 . This conclusion is based on an evaluation conducted under the supervision and participation of our Chief Executive Officer and Chief Financial Officer along with our management. Disclosure controls and procedures are those controls and procedures designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended September 30, 2015 , that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

For information regarding legal proceedings, see the discussion under the captions "Bankruptcy matters," "Dimmit County, TX claims," "Environmental" and "Other matters," in Note 9 of our unaudited condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q, which information is incorporated by reference into this Item 1.

Item 1A. Risk Factors

There have been no material changes to the risk factors involving us from those previously disclosed in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014.

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

The following table provides information about purchases of our common stock by us during the quarter ended September 30, 2015 :

	Total Number of Shares Purchased (1)	Weighted Average Price Paid per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs
July 1, 2015 - July 31, 2015	—	\$ —	—	—
August 1, 2015 - August 31, 2015	—	—	—	—
September 1, 2015 - September 30, 2015	91	53.00	—	—
Total	91	\$ 53.00	—	—

- (1) Represents shares of common stock acquired from certain of our employees for payment of taxes associated with the vesting of restricted stock awards.
- (2) The price paid per common share represents the closing price as posted on the New York Stock Exchange on the day that the shares were purchased.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

The following exhibits are filed or furnished as part of this Quarterly Report on Form 10-Q:

<u>Exhibit Number</u>	<u>Description</u>
31.1	Rule 13a-14(a)/15d-14(a) Certification of Carlin G. Conner, Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Robert N. Fitzgerald, Chief Financial Officer.
32.1	Section 1350 Certification of Carlin G. Conner, Chief Executive Officer.
32.2	Section 1350 Certification of Robert N. Fitzgerald, Chief Financial Officer.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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.

Date: November 6, 2015

SEMGROUP CORPORATION

By: _____ /s/ Robert N. Fitzgerald
Robert N. Fitzgerald
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

The following exhibits are filed or furnished as part of this Quarterly Report on Form 10-Q:

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32.1	Section 1350 Certification of Carlin G. Conner, Chief Executive Officer.
32.2	Section 1350 Certification of Robert N. Fitzgerald, Chief Financial Officer.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Carlin G. Conner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SemGroup Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2015

/s/ Carlin G. Conner

Carlin G. Conner

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Robert N. Fitzgerald, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SemGroup Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2015

/s/ Robert N. Fitzgerald

Robert N. Fitzgerald

Senior Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of SemGroup Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Carlin G. Conner, President and Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2015

/s/ Carlin G. Conner

Carlin G. Conner

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of SemGroup Corporation (the "Company") on Form 10-Q for the quarter ended September 30, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert N. Fitzgerald, Senior Vice President and Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2015

/s/ Robert N. Fitzgerald

Robert N. Fitzgerald

Senior Vice President and

Chief Financial Officer