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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K/A  
(Amendment No. 1)**

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

**Date of report (Date of earliest event reported) June 23, 2014**

**Rose Rock Midstream, L.P.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35365**  
(Commission File Number)

**45-2934823**  
(I.R.S. Employer  
Identification No.)

**Two Warren Place  
6120 S. Yale Avenue, Suite 700  
Tulsa, Oklahoma 74136-4216**  
(Address of principal executive offices)

**(918) 524-7700**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report.)

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

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

On June 23, 2014, Rose Rock Midstream, L.P. (the “Partnership”) filed with the Securities and Exchange Commission a Current Report on Form 8-K, dated June 23, 2014 (the “Initial Form 8-K”), to report that the Partnership acquired the remaining 33.34% of the outstanding membership interests in SemCrude Pipeline, L.L.C. from SemGroup Corporation and certain of its subsidiaries (the “Drop-Down Transaction”). SemCrude Pipeline, L.L.C. owns a 51% membership interest in White Cliffs Pipeline, L.L.C., which owns a 527-mile pipeline system that transports crude oil from Platteville, Colorado in the Denver-Julesburg Basin to Cushing, Oklahoma. This Current Report on Form 8-K/A amends Item 9.01 of the Initial Form 8-K to present certain financial statements of SemCrude Pipeline, L.L.C. and to present certain unaudited pro forma financial statements of the Partnership in connection with the Drop-Down Transaction.

### Item 9.01. Financial Statements and Exhibits.

(a) *Financial statements of business acquired.*

The audited balance sheets of SemCrude Pipeline, L.L.C. as of December 31, 2013 and 2012 and the related statements of income, changes in members’ equity and cash flows for the years ended December 31, 2013, 2012 and 2011, and the related notes thereto, are filed as Exhibit 99.4 to this Current Report on Form 8-K/A and are incorporated by reference herein.

The unaudited balance sheets of SemCrude Pipeline, L.L.C. as of March 31, 2014 and December 31, 2013 and the related statements of income and cash flows for the three months ended March 31, 2014 and 2013, and the related statements of changes in members’ equity for the three months ended March 31, 2014 and the year ended December 31, 2013, and the related notes thereto, are filed as Exhibit 99.5 to this Current Report on Form 8-K/A and are incorporated by reference herein.

(b) *Pro forma financial information .*

The unaudited pro forma condensed consolidated balance sheet of the Partnership as of March 31, 2014 and the unaudited pro forma condensed consolidated statements of income of the Partnership for the three months ended March 31, 2014 and the year ended December 31, 2013, each showing the pro forma effect of the Drop-Down Transaction and certain other related transactions, are filed as Exhibit 99.6 to this Current Report on Form 8-K/A and are incorporated by reference herein.

(d) *Exhibits.*

The following documents are filed or furnished as exhibits to this Current Report on Form 8-K/A. Those exhibits below incorporated by reference herein are indicated as such by the information supplied in the parenthetical thereafter. If no parenthetical appears after an exhibit, such exhibit is filed herewith.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Contribution Agreement, dated as of June 23, 2014, by and among SemGroup Corporation, Rose Rock Midstream Holdings, LLC, Rose Rock Midstream GP, LLC, Rose Rock Midstream, L.P. and Rose Rock Midstream Operating, LLC (filed as Exhibit 2.1 to Rose Rock Midstream, L.P.'s Current Report on Form 8-K (File No. 001-35365), filed on June 23, 2014).
23.1	Consent of BDO USA, LLP with respect to the audited financial statements of SemCrude Pipeline L.L.C.
99.1	Press Release dated June 23, 2014 issued by Rose Rock Midstream, L.P. (furnished as Exhibit 99.1 to Rose Rock Midstream, L.P.'s Current Report on Form 8-K (File No. 001-35365), filed on June 23, 2014).
99.2	Updated disclosure regarding Adjusted EBITDA (furnished as Exhibit 99.2 to Rose Rock Midstream, L.P.'s Current Report on Form 8-K (File No. 001-35365), filed on June 23, 2014).
99.3	Press Release dated June 23, 2014 issued by Rose Rock Midstream, L.P. (filed as Exhibit 99.3 to Rose Rock Midstream, L.P.'s Current Report on Form 8-K (File No. 001-35365), filed on June 23, 2014).
99.4	The audited balance sheets of SemCrude Pipeline, L.L.C. as of December 31, 2013 and 2012 and the related statement of operations, changes in member's equity and cash flows for the years ended December 31, 2013, 2012 and 2011, and the related notes thereto.
99.5	The unaudited balance sheets of SemCrude Pipeline, L.L.C. as of March 31, 2014 and December 31, 2013 and the related statements of operations and cash flows for the three months ended March 31, 2014 and 2013, and the related statement of changes in member's equity for the three months ended March 31, 2014, and the related notes thereto.
99.6	The unaudited pro forma condensed consolidated balance sheet of Rose Rock Midstream, L.P. as of March 31, 2014 and the unaudited pro forma condensed consolidated statements of income of Rose Rock Midstream, L.P. for the three months ended March 31, 2014 and the year ended December 31, 2013.

## SIGNATURES

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

ROSE ROCK MIDSTREAM, L.P.

By: Rose Rock Midstream GP, LLC  
its general partner

Date: July 29, 2014

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

## EXHIBIT INDEX

The following documents are filed or furnished as exhibits to this Current Report on Form 8-K/A. Those exhibits below incorporated by reference herein are indicated as such by the information supplied in the parenthetical thereafter. If no parenthetical appears after an exhibit, such exhibit is filed herewith.

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23.1	Consent of BDO USA, LLP with respect to the audited financial statements of SemCrude Pipeline L.L.C.
99.1	Press Release dated June 23, 2014 issued by Rose Rock Midstream, L.P. (furnished as Exhibit 9 to Rose Rock Midstream, L.P.'s Current Report on Form 8-K (File No. 001-35365), filed on June 23, 2014).
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99.5	The unaudited balance sheets of SemCrude Pipeline, L.L.C. as of March 31, 2014 and December 31, 2013 and the related statements of operations and cash flows for the three months ended March 31, 2014 and 2013, and the related statement of changes in member's equity for the three months ended March 31, 2014, and the related notes thereto.
99.6	The unaudited pro forma condensed consolidated balance sheet of Rose Rock Midstream, L.P. as of March 31, 2014 and the unaudited pro forma condensed consolidated statements of income of Rose Rock Midstream, L.P. for the three months ended March 31, 2014 and the year ended December 31, 2013.

Consent of Independent Registered Public Accounting Firm

Rose Rock Midstream, L.P.  
Tulsa, Oklahoma

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-178923) and Form S-3 (Nos. 333-186469 and 333-188635) of Rose Rock Midstream, L.P. of our report dated June 20, 2014, relating to the financial statements of SemCrude Pipeline, L.L.C., which appears in this current report on Form 8-K/A.

/s/ BDO USA, LLP

BDO USA, LLP  
Dallas, Texas

July 29, 2014

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## **Independent Auditor's Report**

To the Members

SemCrude Pipeline, L.L.C.

Tulsa, Oklahoma

We have audited the accompanying financial statements of SemCrude Pipeline, L.L.C., which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of income, changes in members' equity and cash flows for each of the three years in the period ended December 31, 2013, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of SemCrude Pipeline, L.L.C., as of December 31, 2013 and 2012 and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in accordance with accounting principles generally accepted in the United States of America.

/s/ BDO USA, LLP

BDO USA, LLP

Dallas, Texas

June 20, 2014



**SEMCRUDE PIPELINE, L.L.C.**  
**Balance Sheets**  
**(In thousands)**

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents	\$ 7,908	\$ —
Total current assets	7,908	—
Investment in affiliate	224,095	138,970
Total assets	<u>\$ 232,003</u>	<u>\$ 138,970</u>
<b><u>LIABILITIES AND MEMBERS' EQUITY</u></b>		
Current liabilities:		
Payable to affiliate	\$ 282	\$ —
Total current liabilities	282	—
Contingencies (Note 4)		
Total members' equity	231,721	138,970
Total liabilities and members' equity	<u>\$ 232,003</u>	<u>\$ 138,970</u>

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

**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Income**  
(In thousands)

	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Revenues	\$ —	\$ —	\$ —
Expenses:			
General and administrative	11	—	1
Gain on disposal	—	(3,500)	—
Total expenses	11	(3,500)	1
Earnings from equity method investments	45,459	36,439	15,004
Operating income	45,448	39,939	15,003
Net income	\$ 45,448	\$ 39,939	\$ 15,003

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

**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Changes in Members' Equity**  
**(In thousands)**

	<u>Members' Equity</u>
<b>Balance at December 31, 2010</b>	<b>\$ 151,765</b>
Net income	15,003
Net distributions to members	(23,509)
<b>Balance at December 31, 2011</b>	<b>143,259</b>
Net income	39,939
Net distributions to members	(44,228)
<b>Balance at December 31, 2012</b>	<b>138,970</b>
Net income	45,448
Net contributions from members	47,303
<b>Balance at December 31, 2013</b>	<b>\$ 231,721</b>

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

**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Cash Flows**  
(In thousands)

	<u>Year Ended December 31, 2013</u>	<u>Year Ended December 31, 2012</u>	<u>Year Ended December 31, 2011</u>
Cash flows from operating activities:			
Net income	\$ 45,448	\$ 39,939	\$ 15,003
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on disposal	—	(3,500)	—
Changes in assets and liabilities:			
Increase (decrease) in payables to affiliates	282	—	(255)
Net cash provided by operating activities	<u>45,730</u>	<u>36,439</u>	<u>14,748</u>
Cash flows from investing activities:			
Distributions in excess of equity earnings	12,117	8,073	12,455
Investment in affiliate	(97,242)	(3,784)	(3,694)
Proceeds from sale of non-consolidated subsidiaries	—	3,500	—
Net cash provided by (used in) investing activities	<u>(85,125)</u>	<u>7,789</u>	<u>8,761</u>
Cash flows from financing activities:			
Net contributions from (distributions to) members	47,303	(44,228)	(23,509)
Net cash provided by (used in) financing activities	<u>47,303</u>	<u>(44,228)</u>	<u>(23,509)</u>
Net increase in cash and cash equivalents	7,908	—	—
Cash and cash equivalents at beginning of period	—	—	—
Cash and cash equivalents at end of period	<u>\$ 7,908</u>	<u>\$ —</u>	<u>\$ —</u>

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

**1. OVERVIEW**

SemCrude Pipeline, L.L.C. (“SCPL”) is a Delaware limited liability company, which is a subsidiary of SemGroup Corporation (“SemGroup”). SemGroup owns one-third of SCPL directly and two-thirds indirectly through its consolidated subsidiary Rose Rock Midstream, L.P. SCPL owns a 51% interest in White Cliffs Pipeline, L.L.C. (“White Cliffs”). SemGroup serves as manager of White Cliffs. White Cliffs owns a 527-mile crude oil pipeline with origination points in Platteville, Colorado and Healy, Kansas and a termination point in Cushing, Oklahoma.

SCPL generates substantially all of its earnings through its investment in White Cliffs. SCPL accounts for its 51% ownership in White Cliffs under the equity method as the other owners have substantive rights to participate in the management of White Cliffs.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States. 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.

As used in these financial statements, and unless the context indicates otherwise, the term(s) “we,” “our,” “us” or like terms, refer to SCPL. SemGroup refers to SemGroup Corporation and its subsidiaries, including Rose Rock Midstream, L.P.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**INTERCOMPANY ACCOUNTS** – We participate in SemGroup’s cash management program. Under this program, cash distributed to SCPL by White Cliffs is transferred to SemGroup on a regular basis; when we use cash for contributions to White Cliffs or for other purposes, SemGroup transfers cash to SCPL to cover the payments. In addition, SemGroup incurs certain expenses on behalf of White Cliffs, which are allocated to SCPL. We pass these costs to White Cliffs. However, as the other members of White Cliffs are not responsible for the payment of these costs, we treat these costs an equity contribution to White Cliffs.

We record transactions with SemGroup and its other controlled subsidiaries to intercompany accounts. When our intercompany accounts are in a net receivable position, the balance is reported as a reduction to equity on the balance sheet. When our intercompany accounts are in a net payable position, the balance is reported as a current liability on the balance sheet. In the statements of cash flows, we report the net change in the intercompany accounts as a financing cash flow within “net distributions to/from members”. We report the net change in equity associated with these transactions as “net distributions to/from members” in the statements of changes in members' equity.

Our intercompany accounts were in a net payable position of \$282 thousand at December 31, 2013. We reported this balance as payable to affiliates on the balance sheet.

There were no intercompany balances at December 31, 2012.

**CONTINGENT LOSSES** – We record a liability for a contingent loss when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. We record attorneys’ fees incurred in connection with a contingent loss at the time the fees are incurred. We do not record liabilities for attorneys’ fees that are expected to be incurred in the future.

**EQUITY METHOD INVESTMENTS** – We account for an investment under the equity method when we have significant influence over, but not control of, the significant operating decisions of the investee. Under the equity method, we record in the statement of income our share of the earnings or losses of the investee, with a corresponding adjustment to the investment balance on our balance sheet. When we receive a distribution from an equity method investee, we record a corresponding reduction to the investment balance. At December 31, 2013 and 2012, approximately \$8.7 million of our investment in White Cliffs represented equity method goodwill.

**INCOME TAXES** - SCPL is a pass-through entity for federal and state income tax purposes. Our earnings are allocated to our members, who are responsible for any related income taxes. Because of this, no provision for income taxes is reported in the accompanying financial statements.

**SUBSEQUENT EVENTS** - SCPL has evaluated subsequent events for accrual or disclosure in these financial statements through June 20, 2014, which is the date these financial statements were available to be issued.

**3. INVESTMENT IN NONCONSOLIDATED SUBSIDIARIES**

We account for our 51% ownership of White Cliffs under the equity method, as the other members have substantive rights to participate in its management.

**3. INVESTMENT IN NONCONSOLIDATED SUBSIDIARIES, Continued**

In August 2012, the members of White Cliffs approved an expansion project to construct a 12" pipeline from Platteville, Colorado to Cushing, Oklahoma. The project is expected to cost approximately \$300 million which will be funded by capital calls to members. Our funding requirement will be 51% of the total cost. For the years ended December 31, 2013 and 2012, we contributed approximately \$95.5 million and \$2.3 million, respectively, for project funding and estimate our expected remaining contributions to be \$53.3 million, which will be made in 2014.

Certain summarized balance sheet information of White Cliffs is shown below (in thousands):

	December 31, 2013	December 31, 2012
Current assets	\$ 98,457	\$ 21,508
Property, plant and equipment, net	312,831	210,710
Goodwill	17,000	17,000
Other intangible assets, net	20,802	26,369
<b>Total assets</b>	<b>\$ 449,090</b>	<b>\$ 275,587</b>
Current liabilities	\$ 9,648	\$ 3,412
Members' equity	439,442	272,175
<b>Total liabilities and members' equity</b>	<b>\$ 449,090</b>	<b>\$ 275,587</b>

Under the equity method, we do not report the individual assets and liabilities of White Cliffs on our balance sheets. Instead, our membership interest is reflected in one line as a noncurrent asset on our balance sheets.

Certain summarized income statement information of White Cliffs for the years ended December 31, 2013, 2012 and 2011 is shown below (in thousands):

	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011
Revenue	\$ 133,310	\$ 108,125	\$ 66,097
Operating, general and administrative expenses	\$ 23,825	\$ 14,821	\$ 12,746
Depreciation and amortization expense	\$ 18,668	\$ 19,963	\$ 20,842
Net income	\$ 90,817	\$ 73,341	\$ 32,509

The equity in earnings of White Cliffs for the years ended December 31, 2013, 2012 and 2011 reported in our statement of income is less than 51% of the net income of White Cliffs for the same period. This is due to certain general and administrative expenses incurred by and allocated from SemGroup, in managing the operations of White Cliffs, which are allocated to SCPL, that the other members are not obligated to share. Such expenses are recorded by White Cliffs, and are allocated to our membership interests. White Cliffs recorded \$1.8 million, \$2.0 million and \$3.2 million of such general and administrative expense during the years ended December 31, 2013, 2012 and 2011, respectively.

**4. CONTINGENCIES**

We are a party to various other claims, legal actions, and complaints arising in the ordinary course of business. In the opinion of 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 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.

**5. RELATED PARTY TRANSACTIONS**

The employees who perform work in support of our affiliate, White Cliffs, are employees SemGroup, which charges White Cliffs for wage and benefits costs of employees who directly support White Cliffs' operations.

White Cliffs leases storage capacity from SemGroup and pays SemGroup a fee for management services. White Cliffs paid SemGroup \$2.9 million, \$2.5 million and \$2.2 million for such services during the years ended December 31, 2013, 2012 and 2011, respectively.

See note 3 for information related to general and administrative cost allocations from SemGroup.

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**SEMCRUDE PIPELINE, L.L.C.**  
**Balance Sheets**  
**(In thousands)**

	<u>(Unaudited) March 31, 2014</u>	<u>December 31, 2013</u>
<b><u>ASSETS</u></b>		
Current assets:		
Cash and cash equivalents	\$ 8	\$ 7,908
Total current assets	8	7,908
Investment in affiliate	234,742	224,095
Total assets	<u>\$ 234,750</u>	<u>\$ 232,003</u>
<b><u>LIABILITIES AND MEMBERS' EQUITY</u></b>		
Current liabilities:		
Payable to affiliate	\$ 406	\$ 282
Total current liabilities	406	282
Contingencies (Note 4)		
Total members' equity	234,344	231,721
Total liabilities and members' equity	<u>\$ 234,750</u>	<u>\$ 232,003</u>

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



**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Income**  
**(In thousands, unaudited)**

	<b>Three Months Ended March 31, 2014</b>	<b>Three Months Ended March 31, 2013</b>
Revenues	\$ —	\$ —
Earnings from equity method investments	11,080	10,439
Operating income	11,080	10,439
Net income	<u>\$ 11,080</u>	<u>\$ 10,439</u>

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

**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Changes in Members' Equity**  
**(In thousands, unaudited)**

	<u>Members' Equity</u>
<b>Balance at December 31, 2012</b>	<b>\$ 138,970</b>
Net income	45,448
Net contributions from members	47,303
<b>Balance at December 31, 2013</b>	<b>231,721</b>
Net income	11,080
Net distributions to members	(8,457)
<b>Balance at March 31, 2014</b>	<b>\$ 234,344</b>

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

**SEMCRUDE PIPELINE, L.L.C.**  
**Statements of Cash Flows**  
(In thousands, unaudited)

	<b>Three Months Ended March 31, 2014</b>	<b>Three Months Ended March 31, 2013</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 11,080	\$ 10,439
Adjustments to reconcile net income to net cash provided by operating activities:		
Changes in assets and liabilities:		
Increase (decrease) in payables to affiliates	124	—
Net cash provided by operating activities	<u>11,204</u>	<u>10,439</u>
<b>Cash flows from investing activities:</b>		
Distributions in excess of equity earnings	2,505	3,353
Investment in affiliate	(13,152)	(23,049)
Net cash used in investing activities	<u>(10,647)</u>	<u>(19,696)</u>
<b>Cash flows from financing activities:</b>		
Net contributions from (distributions to) members	(8,457)	9,257
Net cash provided by (used in) financing activities	<u>(8,457)</u>	<u>9,257</u>
Net decrease in cash and cash equivalents	(7,900)	—
Cash and cash equivalents at beginning of period	7,908	—
Cash and cash equivalents at end of period	<u>\$ 8</u>	<u>\$ —</u>

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

## **1. OVERVIEW**

SemCrude Pipeline, L.L.C. (“SCPL”) is a Delaware limited liability company, which is a subsidiary of SemGroup Corporation (“SemGroup”). SemGroup owns one-third of SCPL directly and two-thirds indirectly through its consolidated subsidiary Rose Rock Midstream, L.P. SCPL owns a 51% interest in White Cliffs Pipeline, L.L.C. (“White Cliffs”). SemGroup serves as manager of White Cliffs. White Cliffs owns a 527-mile crude oil pipeline with origination points in Platteville, Colorado and Healy, Kansas and a termination point in Cushing, Oklahoma.

SCPL generates substantially all of its earnings through its investment in White Cliffs. SCPL accounts for its 51% ownership in White Cliffs under the equity method as the other owners have substantive rights to participate in the management of White Cliffs.

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States. 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 ended March 31, 2014 are not necessarily indicative of the results to be expected for the full year ending December 31, 2014.

These financial statements are unaudited. These financial statements include all normal and recurring adjustments that, in the opinion of management, are necessary to present fairly the financial position of SCPL and its results of operations and cash flow. The balance sheet at December 31, 2013, is derived from audited financial statements. Certain reclassifications have been made to conform previously reported balances to the current presentation.

As used in these unaudited financial statements, and unless the context indicates otherwise, the term(s) “we,” “our,” “us” or like terms, refer to SCPL. SemGroup refers to SemGroup Corporation and its subsidiaries, including Rose Rock Midstream, L.P.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**INTERCOMPANY ACCOUNTS** – We participate in SemGroup’s cash management program. Under this program, cash distributed to SCPL by White Cliffs is transferred to SemGroup on a regular basis; when we use cash for contributions to White Cliffs or for other purposes, SemGroup transfers cash to SCPL to cover the payments. In addition, SemGroup incurs certain expenses on behalf of White Cliffs, which are allocated to SCPL. We pass these costs to White Cliffs. However, as the other members of White Cliffs are not responsible for the payment of these costs, we treat these costs as an equity contribution to White Cliffs.

We record transactions with SemGroup and its other controlled subsidiaries to intercompany accounts. When our intercompany accounts are in a net receivable position, the balance is reported as a reduction to equity on the balance sheet. When our intercompany accounts are in a net payable position, the balance is reported as a current liability on the balance sheet. In the statements of cash flows, we report the net change in the intercompany accounts as a financing cash flow within “net distributions to/contributions from members”. We report the net change in equity associated with these transactions as “net distributions to/contributions from members” in the statements of changes in members' equity.

Our intercompany accounts were in a net payable position of \$406 thousand and \$282 thousand at March 31, 2014 and December 31, 2013, respectively. We reported these balances as payable to affiliate on the balance sheets.

**CONTINGENT LOSSES** – We record a liability for a contingent loss when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. We record attorneys’ fees incurred in connection with a contingent loss at the time the fees are incurred. We do not record liabilities for attorneys’ fees that are expected to be incurred in the future.

**EQUITY METHOD INVESTMENTS** – We account for an investment under the equity method when we have significant influence over, but not control of, the significant operating decisions of the investee. Under the equity method, we record in the statement of income our share of the earnings or losses of the investee, with a corresponding adjustment to the investment balance on our balance sheet. When we receive a distribution from an equity method investee, we record a corresponding reduction to the investment balance. At March 31, 2014, approximately \$8.7 million of our investment in White Cliffs represented equity method goodwill.

**INCOME TAXES** - SCPL is a pass-through entity for federal and state income tax purposes. Our earnings are allocated to our members, who are responsible for any related income taxes. Because of this, no provision for income taxes is reported in the accompanying financial statements.

**SUBSEQUENT EVENTS** - SCPL has evaluated subsequent events for accrual or disclosure in these financial statements through June 20, 2014, which is the date these financial statements were available to be issued.

### 3. INVESTMENT IN NONCONSOLIDATED SUBSIDIARIES

We account for our 51% ownership of White Cliffs under the equity method, as the other members have substantive rights to participate in its management.

In August 2012, the owners of White Cliffs approved an expansion project to construct a 12" pipeline from Platteville, Colorado to Cushing, Oklahoma. The project is expected to cost approximately \$300 million, which will be funded by capital calls to owners. Our funding requirement will be 51% of the total cost. We have contributed approximately \$110.6 million for project funding up through March 31, 2014, including \$12.8 million for the three months ended March 31, 2014, and estimate our expected remaining contributions to be \$40.6 million, which will be made in 2014.

Certain summarized income statement information of White Cliffs for the three months ended March 31, 2014 and 2013 is shown below (in thousands):

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Revenue	\$ 33,274	\$ 30,673
Operating, general and administrative expenses	\$ 6,768	\$ 5,179
Depreciation and amortization expense	\$ 4,393	\$ 4,715
Net income	\$ 22,113	\$ 20,779

The equity in earnings of White Cliffs for the three months ended March 31, 2014 and 2013 reported in our statement of income is less than 51% of the net income of White Cliffs for the same period. This is due to certain general and administrative expenses incurred by and allocated from SemGroup, in managing the operations of White Cliffs, which are allocated to SCPL, that the other members are not obligated to share. Such expenses are recorded by White Cliffs, and are allocated to our membership interests. White Cliffs recorded \$0.4 million and \$0.3 million of such general and administrative expense during the three months ended March 31, 2014 and 2013, respectively.

### 4. CONTINGENCIES

We are a party to various other claims, legal actions, and complaints arising in the ordinary course of business. In the opinion of 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 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.

### 5. RELATED PARTY TRANSACTIONS

The employees who perform work in support of our affiliate, White Cliffs, are employees of SemGroup, which charges White Cliffs for wage and benefits costs of employees who directly support White Cliffs' operations.

White Cliffs leases storage capacity from SemGroup and pays SemGroup a fee for management services. White Cliffs paid SemGroup \$0.8 million and \$0.6 million for such services during the three months ended March 31, 2014 and 2013, respectively. SemGroup incurred \$0.9 million of cost for the three months ended March 31, 2014 related to transportation fees for shipments on White Cliffs.

See note 3 for information related to general and administrative cost allocations from SemGroup.

**ROSE ROCK MIDSTREAM, L.P.**  
**Unaudited Pro Forma Condensed Consolidated Financial Statements**

On June 23, 2014, Rose Rock Midstream, L.P. ("RRMS") purchased from SemGroup Corporation ("SemGroup") the remaining one-third interest in SemCrude Pipeline, L.L.C. ("SCPL"), a subsidiary of SemGroup, in exchange for cash, limited partner common units and an increase in the capital account of the general partner, pursuant to a Contribution Agreement entered into on June 23, 2014. This transaction increased RRMS' membership interest in SCPL to 100%. RRMS had acquired its other two-thirds ownership in SCPL through similar transactions on January 11, 2013 and December 16, 2013.

The accompanying unaudited pro forma condensed consolidated financial statements of RRMS have been prepared in accordance with Article 11 of Regulation S-X. The accompanying unaudited pro forma condensed consolidated balance sheet reflects the transaction with SemGroup as if it had occurred on March 31, 2014. The accompanying unaudited pro forma condensed consolidated statement of income for the three months ended March 31, 2014 reflects the June 23, 2014 transaction with SemGroup as if it had occurred on January 1, 2013. The accompanying unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2013 reflects the January 11, 2013, December 16, 2013 and June 23, 2014 transactions as if they had occurred on January 1, 2013. The terms "we", "our", "us", and similar language used in these unaudited pro forma condensed consolidated financial statements refer to RRMS and its subsidiaries.

These unaudited pro forma condensed consolidated financial statements have been derived from our historical financial statements, which are included in our quarterly report on Form 10-Q for the quarter ended March 31, 2014 and our annual report on Form 10-K for the year ended December 31, 2013. These unaudited pro forma condensed consolidated financial statements should be read in conjunction with our historical financial statements and related notes thereto.

These unaudited pro forma condensed consolidated financial statements are provided for illustrative purposes only and do not purport to represent what our actual results of operations or financial position would have been if the transaction(s) had occurred on the dates assumed, nor are they necessarily indicative of our future operating results or financial position. However, the pro forma adjustments shown in these unaudited pro forma condensed consolidated financial statements reflect estimates and assumptions that we believe to be reasonable.

**ROSE ROCK MIDSTREAM, L.P.**  
**Unaudited Pro Forma Condensed Consolidated Balance Sheet**  
**as of March 31, 2014**  
**(in thousands, except unit amounts)**

	as of March 31, 2014		
	Historical	Pro Forma adjustments	Pro Forma
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 2,823	\$ —	\$ 2,823
Accounts receivable	278,429	—	278,429
Receivable from affiliates	40,631	—	40,631
Inventories	25,765	—	25,765
Other current assets	1,992	—	1,992
Total current assets	<u>349,640</u>	<u>—</u>	<u>349,640</u>
Property, plant and equipment (net of accumulated depreciation of \$57,996 at March 31, 2014)	308,270	—	308,270
Equity method investment	234,742	—	234,742
Goodwill	28,224	—	28,224
Other intangible assets (net of accumulated amortization of \$2,021) at March 31, 2014	4,859	—	4,859
Other noncurrent assets, net	5,654	—	5,654
Total assets	<u>\$ 931,389</u>	<u>\$ —</u>	<u>\$ 931,389</u>
<b>LIABILITIES AND EQUITY</b>			
Current liabilities:			
Accounts payable	\$ 266,602	—	\$ 266,602
Payable to affiliates	46,916	—	46,916
Accrued liabilities	9,111	—	9,111
Other current liabilities	4,206	—	4,206
Total current liabilities	<u>326,835</u>	<u>—</u>	<u>326,835</u>
Long-term debt	244,578	114,413 (a)	358,991
Partners' capital:			
Common units - public	159,950	(89,490) (b)	70,460
Common units - SemGroup	79,141	75,692 (b)	154,833
Subordinated units - SemGroup	(5,526)	(54,564) (b)	(60,090)
Class A units - SemGroup	40,653	34,173 (b)	74,826
General partner	6,232	(698) (b)	5,534
Total Rose Rock Midstream, L.P. partners' capital	<u>280,450</u>	<u>(34,887)</u>	<u>245,563</u>
Noncontrolling interests in consolidated subsidiary	79,526	(79,526) (c)	—
Total equity	<u>359,976</u>	<u>(114,413)</u>	<u>245,563</u>
Total liabilities and partners' capital	<u>\$ 931,389</u>	<u>\$ —</u>	<u>\$ 931,389</u>

**ROSE ROCK MIDSTREAM, L.P.**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**Three Months Ended March 31, 2014**  
(in thousands, except per unit amounts)

	Three Months Ended March 31, 2014		
	Historical	Pro Forma adjustments	Pro Forma
Revenues, including revenues from affiliates:			
Product	\$ 266,290	\$ —	\$ 266,290
Service	24,633	—	24,633
Total revenues	290,923	—	290,923
Expenses, including expenses from affiliates:			
Costs of products sold, exclusive of depreciation and amortization	254,537	—	254,537
Operating	14,878	—	14,878
General and administrative	3,623	—	3,623
Depreciation and amortization	10,534	—	10,534
Total expenses	283,572	—	283,572
Earnings from equity method investments	11,080	—	11,080
Operating income	18,431	—	18,431
Interest expense	2,272	1,144 (d)	3,416
Net income	16,159	(1,144)	15,015
Less: net income attributable to noncontrolling interests	3,676	(3,676) (e)	—
Net income attributable to Rose Rock Midstream, L.P.	\$ 12,483	\$ 2,532	\$ 15,015
Net income allocated to general partner	\$ 738	\$ 50 (f)	\$ 788
Net income allocated to common unitholders	\$ 8,114	\$ 1,555 (f)	\$ 9,669
Net income allocated to subordinated unitholders	\$ 3,750	\$ 683 (f)	\$ 4,433
Net income (loss) allocated to Class A unitholders	(119)	\$ 244 (f)	\$ 125
Earnings (loss) per limited partner unit:			
Common unit (basic and diluted)	\$ 0.45		\$ 0.47
Subordinated unit (basic and diluted)	\$ 0.45		\$ 0.53
Class A unit (basic and diluted)	\$ (0.05)		\$ 0.03
Basic weighted average number of limited partner units outstanding:			
Common units	18,149	2,425 (g)	20,574
Subordinated units	8,390	—	8,390
Class A units	2,500	1,250 (g)	3,750
Diluted weighted average number of limited partner units outstanding:			
Common units	18,198	2,425 (g)	20,623
Subordinated units	8,390	—	8,390
Class A units	2,500	1,250 (g)	3,750



**ROSE ROCK MIDSTREAM, L.P.**  
**Unaudited Pro Forma Condensed Consolidated Statement of Income**  
**Year Ended December 31, 2013**  
(in thousands, except per unit amounts)

	Year Ended December 31, 2013		
	Historical	Pro Forma adjustments	Pro Forma
Revenues, including revenues from affiliates:			
Product	\$ 702,028	\$ —	\$ 702,028
Service	64,498	—	64,498
Total revenues	766,526	—	766,526
Expenses, including expenses from affiliates:			
Costs of products sold, exclusive of depreciation and amortization	663,759	—	663,759
Operating	35,795	—	35,795
General and administrative	15,287	11 (h)	15,298
Depreciation and amortization	23,165	—	23,165
Total expenses	738,006	11	738,017
Earnings from equity method investments	17,571	27,888 (i)	45,459
Operating income	46,091	27,877	73,968
Other expenses:			
Interest expense	8,100	10,935 (j)	19,035
Other expense (income), net	(14)	—	(14)
Total other expenses, net	8,086	10,935	19,021
Net income	38,005	16,942	54,947
Less: net income attributable to noncontrolling interests	1,256	(1,256) (k)	—
Net income attributable to Rose Rock Midstream, L.P.	\$ 36,749	\$ 18,198	\$ 54,947
Net income allocated to general partner	\$ 1,218	\$ 364 (f)	\$ 1,582
Net income allocated to common unitholders	\$ 22,701	\$ 11,193 (f)	\$ 33,894
Net income allocated to subordinated unitholders	\$ 13,321	\$ 4,761 (f)	\$ 18,082
Net income (loss) allocated to Class A unitholders	(491)	\$ 1,880 (f)	\$ 1,389
Earnings (loss) per limited partner unit:			
Common unit (basic and diluted)	\$ 1.66		\$ 1.93
Subordinated unit (basic and diluted)	\$ 1.59		\$ 2.16
Class A unit (basic and diluted)	\$ (0.39)		\$ 0.37
Basic weighted average number of limited partner units outstanding:			
Common units	13,672	3,847 (g)	17,519
Subordinated units	8,390	—	8,390
Class A units	1,264	2,486 (g)	3,750
Diluted weighted average number of limited partner units outstanding:			
Common units	13,708	3,847 (g)	17,555
Subordinated units	8,390	—	8,390
Class A units	1,264	2,486 (g)	3,750

These pro forma financial statements do not include the impact of \$1.4 million of transaction related costs.

(a) RRMS borrowed \$114.4 million on its revolving credit facility to fund the purchase.

(b) Partners' capital accounts reflect the issuance of 2.425 million limited partner common units for \$120 million to SemGroup, 1.25 million Class A units for \$58.6 million (\$49.49 per unit discounted for the expected forbearance period) to SemGroup and a general partner contribution of \$3.6 million to maintain its 2% ownership interest and a reduction of equity of \$217.1 million shared pro-rata by the owners, which represents the excess of the purchase price of the one-third interest in SemCrude Pipeline, L.L.C. in excess of the book value at March 31, 2014.

(c) Represents one-third of the book value of equity of SemCrude Pipeline, L.L.C. at March 31, 2014. The sale of the one-third interest in SemCrude Pipeline, L.L.C. is a transaction between SemGroup and its consolidated subsidiary, RRMS, and is accounted for as a transaction between entities under common control. Therefore, the change in ownership is recorded at the historical book value and any excess purchase price is treated as an equity transaction.

(d) Interest expense adjustment assumes that debt incurred in the purchase of the one-third interest in SemCrude Pipeline, L.L.C. was outstanding since January 1, 2013 at a rate of 4%, based on the initial borrowing rate at close of the transaction.

(e) Represents one-third of the net income of SemCrude Pipeline, L.L.C. for the three months ended March 31, 2014, which were the earnings attributable to the noncontrolling interest owned by SemGroup which was purchased on June 23, 2014.

(f) Under the two-class method, net income related to declared distributions on current period earnings are first allocated to their respective classes of equity and the remaining earnings are then allocated based on ownership. Adjustments to allocation of net income do not assume any change in the historical amount of distributions declared in either the amount or the units receiving distributions. The remaining amount of pro forma net income has been allocated, after reduction for the allocation of historical distributions declared, based on the pro forma class and number of units outstanding.

The following table shows distributions declared and paid (in thousands, except for per unit amounts):

Quarter Ended	SemGroup							Total Distributions
	Distribution per Unit	General Partner	Incentive Distributions	Common Units	Subordinated Units	Common Units - Public		
March 31, 2013	\$ 0.4300	\$ 179	41	\$ 1,242	\$ 3,607	\$ 3,872	\$ 8,941	
June 30, 2013	\$ 0.4400	\$ 183	72	\$ 1,271	\$ 3,692	\$ 3,962	\$ 9,180	
September 30, 2013	\$ 0.4500	\$ 232	127	\$ 1,301	\$ 3,775	\$ 6,189	\$ 11,624	
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	

(g) Adjustment reflects the impact to the weighted average number of units outstanding for basic and diluted earnings per unit based on the number of common limited partner and Class A units issued in connection with the transaction.

(h) Represents general and administrative costs of SemCrude Pipeline, L.L.C. prior to its consolidation by Rose Rock following the acquisition of the one-third interest on December 16, 2013.

(i) Represents the incremental equity earnings that would have been reported had Rose Rock owned 100% of SemCrude Pipeline, L.L.C. for the full year.

(j) Represents the additional interest expense that would have been incurred had the borrowings of \$114.4 million and \$173.4 million for the June 23, 2014 and December 16, 2013 transactions, respectively, occurred on January 1, 2013 at a rate of 4%, based on the initial borrowing rate at the close of both transactions.

(k) Represents one-third of the net income of SemCrude Pipeline, L.L.C. subsequent to consolidation by Rose Rock for the year ended December 31, 2013, which were the earnings attributable to the noncontrolling interest owned by SemGroup which was purchased on June 23, 2014.