

**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 June 30, 2022

OR

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

For the transition period from _____ to _____.

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

811 Main Street
(Address of principal executive offices)

Suite 3400 Houston Texas

77002
(Zip code)

(832) 519-2200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

	Title of each class	Trading Symbol	Name of each exchange on which registered
Crestwood Equity Partners LP	Common Units representing limited partnership interests	CEQP	New York Stock Exchange
Crestwood Equity Partners LP	Preferred Units representing limited partnership interests	CEQP-P	New York Stock Exchange
Crestwood Midstream Partners LP	None	None	None

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

Crestwood Equity Partners LP	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Crestwood Midstream Partners LP	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

Crestwood Equity Partners LP	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
Crestwood Midstream Partners LP	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Crestwood Equity Partners LP	<input type="checkbox"/>
Crestwood Midstream Partners LP	<input type="checkbox"/>

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

Crestwood Equity Partners LP	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>
Crestwood Midstream Partners LP	Yes <input type="checkbox"/>	No <input checked="" type="checkbox"/>

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date (July 22, 2022).

Crestwood Equity Partners LP	109,248,514
Crestwood Midstream Partners LP	None

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

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

	<u>Page</u>
<u>Part I – Financial Information</u>	
<u>Item 1. Financial Statements (Unaudited):</u>	
<u>Crestwood Equity Partners LP</u>	
<u>Consolidated Balance Sheets</u>	<u>4</u>
<u>Consolidated Statements of Operations</u>	<u>5</u>
<u>Consolidated Statements of Partners’ Capital</u>	<u>6</u>
<u>Consolidated Statements of Cash Flows</u>	<u>7</u>
<u>Crestwood Midstream Partners LP</u>	
<u>Consolidated Balance Sheets</u>	<u>9</u>
<u>Consolidated Statements of Operations</u>	<u>10</u>
<u>Consolidated Statements of Partners’ Capital</u>	<u>11</u>
<u>Consolidated Statements of Cash Flows</u>	<u>12</u>
<u>Notes to Consolidated Financial Statements</u>	<u>14</u>
<u>Note 1. Organization and Business Description</u>	<u>14</u>
<u>Note 2. Basis of Presentation and Summary of Significant Accounting Policies</u>	<u>14</u>
<u>Note 3. Acquisition and Divestitures</u>	<u>15</u>
<u>Note 4. Certain Balance Sheet Information</u>	<u>17</u>
<u>Note 5. Investments in Unconsolidated Affiliates</u>	<u>18</u>
<u>Note 6. Risk Management</u>	<u>19</u>
<u>Note 7. Fair Value Measurements</u>	<u>20</u>
<u>Note 8. Long-Term Debt</u>	<u>23</u>
<u>Note 9. Commitments and Contingencies</u>	<u>24</u>
<u>Note 10. Leases</u>	<u>25</u>
<u>Note 11. Partners’ Capital and Non-Controlling Partner</u>	<u>26</u>
<u>Note 12. Earnings Per Limited Partner Unit</u>	<u>27</u>
<u>Note 13. Segments</u>	<u>28</u>
<u>Note 14. Revenues</u>	<u>32</u>
<u>Note 15. Related Party Transactions</u>	<u>36</u>
<u>Note 16. Subsequent Events</u>	<u>37</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>39</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>51</u>
<u>Item 4. Controls and Procedures</u>	<u>51</u>
<u>Part II – Other Information</u>	
<u>Item 1. Legal Proceedings</u>	<u>52</u>
<u>Item 1A. Risk Factors</u>	<u>52</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>52</u>
<u>Item 3. Defaults Upon Senior Securities</u>	<u>52</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>52</u>
<u>Item 5. Other Information</u>	<u>52</u>
<u>Item 6. Exhibits</u>	<u>53</u>
<u>Signature</u>	<u>56</u>

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements**

CRESTWOOD EQUITY PARTNERS LP
CONSOLIDATED BALANCE SHEETS
(in millions, except unit information)

	June 30, 2022	December 31, 2021
	<i>(unaudited)</i>	
Assets		
Current assets:		
Cash	\$ 13.8	\$ 13.3
Accounts receivable, less allowance for doubtful accounts of \$0.5 million and \$0.6 million at June 30, 2022 and December 31, 2021	419.6	378.0
Inventory	168.3	156.5
Assets from price risk management activities	34.2	42.1
Assets held for sale, net	217.8	—
Prepaid expenses and other current assets	12.1	14.8
Total current assets	865.8	604.7
Property, plant and equipment	4,712.3	3,771.5
Less: accumulated depreciation	916.5	992.1
Property, plant and equipment, net	3,795.8	2,779.4
Intangible assets	1,590.1	1,126.1
Less: accumulated amortization	433.5	393.2
Intangible assets, net	1,156.6	732.9
Goodwill	194.8	138.6
Operating lease right-of-use assets, net	18.8	27.4
Investments in unconsolidated affiliates	164.8	155.8
Other non-current assets	6.2	6.9
Total assets	\$ 6,202.8	\$ 4,445.7
Liabilities and capital		
Current liabilities:		
Accounts payable	\$ 404.1	\$ 336.5
Accrued expenses and other liabilities	158.6	147.1
Liabilities from price risk management activities	82.3	114.6
Current portion of long-term debt	0.2	0.2
Total current liabilities	645.2	598.4
Long-term debt, less current portion	2,929.3	2,052.1
Other long-term liabilities	268.0	258.7
Deferred income taxes	2.5	2.3
Total liabilities	3,845.0	2,911.5
Commitments and contingencies (Note 9)		
Interest of non-controlling partner in subsidiary	434.4	434.6
Crestwood Equity Partners LP partners' capital (97,969,654 and 62,991,511 common units issued and outstanding at June 30, 2022 and December 31, 2021)	1,311.4	487.6
Preferred units (71,257,445 units issued and outstanding at both June 30, 2022 and December 31, 2021)	612.0	612.0
Total partners' capital	1,923.4	1,099.6
Total liabilities and capital	\$ 6,202.8	\$ 4,445.7

See accompanying notes.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Revenues:				
Product revenues	\$ 1,215.0	\$ 820.7	\$ 2,605.5	\$ 1,751.3
Product revenues - related party (Note 15)	78.9	12.8	139.5	17.7
Service revenues	98.8	95.7	194.4	192.9
Service revenues - related party (Note 15)	55.3	0.4	92.4	0.4
Total revenues	1,448.0	929.6	3,031.8	1,962.3
Costs of product/services sold (exclusive of items shown separately below):				
Product costs	1,094.0	768.0	2,384.8	1,535.6
Product costs - related party (Note 15)	113.1	25.4	181.6	66.5
Service costs	6.1	3.8	11.2	8.9
Total costs of products/services sold	1,213.2	797.2	2,577.6	1,611.0
Operating expenses and other:				
Operations and maintenance	46.6	25.8	89.0	58.6
General and administrative	26.5	22.8	69.9	41.5
Depreciation, amortization and accretion	80.6	58.8	155.4	118.0
(Gain) loss on long-lived assets, net	7.2	(0.3)	11.0	1.1
	<u>160.9</u>	<u>107.1</u>	<u>325.3</u>	<u>219.2</u>
Operating income	73.9	25.3	128.9	132.1
Earnings (loss) from unconsolidated affiliates, net	6.0	(27.1)	9.0	(130.8)
Interest and debt expense, net	(40.1)	(35.1)	(76.2)	(71.1)
Loss on modification/extinguishment of debt	—	(1.2)	—	(6.7)
Other income (expense), net	(0.1)	0.1	0.2	0.1
Income (loss) before income taxes	39.7	(38.0)	61.9	(76.4)
Provision for income taxes	(0.3)	(0.1)	(0.3)	—
Net income (loss)	39.4	(38.1)	61.6	(76.4)
Net income attributable to non-controlling partner	10.3	10.3	20.5	20.4
Net income (loss) attributable to Crestwood Equity Partners LP	29.1	(48.4)	41.1	(96.8)
Net income attributable to preferred units	15.0	15.0	30.0	30.0
Net income (loss) attributable to partners	<u>\$ 14.1</u>	<u>\$ (63.4)</u>	<u>\$ 11.1</u>	<u>\$ (126.8)</u>
Net income (loss) per limited partner unit: (Note 12)				
Basic	<u>\$ 0.14</u>	<u>\$ (1.00)</u>	<u>\$ 0.12</u>	<u>\$ (1.85)</u>
Diluted	<u>\$ 0.14</u>	<u>\$ (1.00)</u>	<u>\$ 0.11</u>	<u>\$ (1.85)</u>
Weighted-average limited partners' units outstanding:				
Basic	98.0	63.5	92.0	68.4
Dilutive	4.6	—	4.7	—
Diluted	<u>102.6</u>	<u>63.5</u>	<u>96.7</u>	<u>68.4</u>

See accompanying notes.

CRESTWOOD EQUITY PARTNERS LP
CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(in millions)
(unaudited)

	Preferred		Common		Total Partners' Capital
	Units	Capital	Units	Capital	
Balance at December 31, 2021	71.3	\$ 612.0	63.0	\$ 487.6	\$ 1,099.6
Distributions to partners	—	(15.0)	—	(60.9)	(75.9)
Issuance of common units <i>(Note 3)</i>	—	—	33.8	930.0	930.0
Unit-based compensation charges	—	—	1.6	13.0	13.0
Taxes paid for unit-based compensation vesting	—	—	(0.5)	(14.9)	(14.9)
Other	—	—	0.1	2.2	2.2
Net income (loss)	—	15.0	—	(3.0)	12.0
Balance at March 31, 2022	71.3	612.0	98.0	1,354.0	1,966.0
Distributions to partners	—	(15.0)	—	(64.2)	(79.2)
Unit-based compensation charges	—	—	—	8.6	8.6
Taxes paid for unit-based compensation vesting	—	—	—	(0.7)	(0.7)
Other	—	—	—	(0.4)	(0.4)
Net income	—	15.0	—	14.1	29.1
Balance at June 30, 2022	71.3	\$ 612.0	98.0	\$ 1,311.4	\$ 1,923.4

	Preferred		Common Units	Partners		Total Partners' Capital
	Units	Capital		Subordinated Units	Capital	
Balance at December 31, 2020	71.3	\$ 612.0	73.6	0.4	\$ 1,043.4	\$ 1,655.4
Crestwood Holdings Transactions <i>(Note 11)</i>	—	—	—	—	(273.2)	(273.2)
Retirement of units <i>(Note 11)</i>	—	—	(11.5)	(0.4)	—	—
Distributions to partners	—	(15.0)	—	—	(46.4)	(61.4)
Unit-based compensation charges	—	—	1.1	—	3.7	3.7
Taxes paid for unit-based compensation vesting	—	—	(0.4)	—	(8.1)	(8.1)
Other	—	—	—	—	(0.4)	(0.4)
Net income (loss)	—	15.0	—	—	(63.4)	(48.4)
Balance at March 31, 2021	71.3	612.0	62.8	—	655.6	1,267.6
Distributions to partners	—	(15.0)	—	—	(39.3)	(54.3)
Unit-based compensation charges	—	—	—	—	7.6	7.6
Taxes paid for unit-based compensation vesting	—	—	—	—	(0.1)	(0.1)
Other	—	—	—	—	(0.3)	(0.3)
Net income (loss)	—	15.0	—	—	(63.4)	(48.4)
Balance at June 30, 2021	71.3	\$ 612.0	62.8	—	\$ 560.1	\$ 1,172.1

See accompanying notes.

CRESTWOOD EQUITY PARTNERS LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(unaudited)

	Six Months Ended	
	June 30,	
	2022	2021
Operating activities		
Net income (loss)	\$ 61.6	\$ (76.4)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, amortization and accretion	155.4	118.0
Amortization of debt-related deferred costs and fair value adjustment	1.2	3.4
Unit-based compensation charges	17.2	9.9
Loss on long-lived assets, net	11.0	1.1
Loss on modification/extinguishment of debt	—	6.7
(Earnings) loss from unconsolidated affiliates, net, adjusted for cash distributions received	(0.2)	141.1
Deferred income taxes	(0.1)	(0.1)
Other	(0.1)	0.1
Changes in operating assets and liabilities	6.0	89.7
Net cash provided by operating activities	252.0	293.5
Investing activities		
Acquisition, net of cash acquired (<i>Note 3</i>)	(145.1)	—
Purchases of property, plant and equipment	(78.2)	(21.3)
Investments in unconsolidated affiliates	(15.0)	(10.2)
Capital distributions from unconsolidated affiliates	6.2	32.9
Net proceeds from sale of assets	25.7	0.5
Net cash provided by (used in) investing activities	(206.4)	1.9
Financing activities		
Proceeds from the issuance of long-term debt	1,649.8	2,005.6
Payments on long-term debt	(1,470.8)	(1,866.8)
Payments on finance leases	(30.4)	(1.4)
Payments for deferred financing costs	(1.7)	(11.1)
Payments for Crestwood Holdings Transactions	—	(275.6)
Distributions to partners	(125.1)	(85.7)
Distributions to non-controlling partner	(20.7)	(19.6)
Distributions to preferred unitholders	(30.0)	(30.0)
Taxes paid for unit-based compensation vesting	(15.6)	(8.2)
Other	(0.6)	—
Net cash used in financing activities	(45.1)	(292.8)
Net change in cash	0.5	2.6
Cash at beginning of period	13.3	14.0
Cash at end of period	\$ 13.8	\$ 16.6

CRESTWOOD EQUITY PARTNERS LP
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(in millions)
(unaudited)

	Six Months Ended	
	June 30,	
	2022	2021
Supplemental schedule of non-cash investing activities		
Net change to property, plant and equipment through accounts payable and accrued expenses	\$ 14.5	\$ (29.2)
Acquisition, net of cash acquired:		
Current assets	\$ 63.2	\$ —
Property, plant and equipment	1,264.4	—
Intangible assets	464.0	—
Goodwill	56.2	—
Current liabilities	(48.2)	—
Debt	(698.7)	—
Change in invested capital of Crestwood Equity Partners LP, net	(930.0)	—
Other liabilities	(25.8)	—
Total acquisition, net of cash acquired	\$ 145.1	\$ —

See accompanying notes.

CRESTWOOD MIDSTREAM PARTNERS LP
CONSOLIDATED BALANCE SHEETS
(in millions)

	June 30, 2022	December 31, 2021
	<i>(unaudited)</i>	
Assets		
Current assets:		
Cash	\$ 13.3	\$ 12.9
Accounts receivable, less allowance for doubtful accounts of \$0.5 million and \$0.6 million at June 30, 2022 and December 31, 2021	419.6	378.0
Inventory	168.3	156.5
Assets from price risk management activities	34.2	42.1
Assets held for sale, net	289.5	—
Prepaid expenses and other current assets	12.1	14.4
Total current assets	937.0	603.9
Property, plant and equipment	4,709.1	4,100.8
Less: accumulated depreciation	916.4	1,193.0
Property, plant and equipment, net	3,792.7	2,907.8
Intangible assets	1,590.1	1,126.1
Less: accumulated amortization	433.5	393.2
Intangible assets, net	1,156.6	732.9
Goodwill	194.8	138.6
Operating lease right-of-use assets, net	18.8	27.4
Investments in unconsolidated affiliates	164.8	155.8
Other non-current assets	4.0	4.8
Total assets	\$ 6,268.7	\$ 4,571.2
Liabilities and capital		
Current liabilities:		
Accounts payable	\$ 404.1	\$ 336.4
Accrued expenses and other liabilities	157.3	146.1
Liabilities from price risk management activities	82.3	114.6
Current portion of long-term debt	0.2	0.2
Total current liabilities	643.9	597.3
Long-term debt, less current portion	2,929.3	2,052.1
Other long-term liabilities	266.2	254.1
Deferred income taxes	1.1	0.8
Total liabilities	3,840.5	2,904.3
Commitments and contingencies (Note 9)		
Interest of non-controlling partner in subsidiary	434.4	434.6
Partners' capital	1,993.8	1,232.3
Total liabilities and capital	\$ 6,268.7	\$ 4,571.2

See accompanying notes.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Revenues:				
Product revenues	\$ 1,215.0	\$ 820.7	\$ 2,605.5	\$ 1,751.3
Product revenues - related party <i>(Note 15)</i>	78.9	12.8	139.5	17.7
Service revenues	98.8	95.7	194.4	192.9
Service revenues - related party <i>(Note 15)</i>	55.3	0.4	92.4	0.4
Total revenues	1,448.0	929.6	3,031.8	1,962.3
Costs of product/services sold (exclusive of items shown separately below):				
Product costs	1,094.0	768.0	2,384.8	1,535.6
Product costs - related party <i>(Note 15)</i>	113.1	25.4	181.6	66.5
Service costs	6.1	3.8	11.2	8.9
Total costs of product/services sold	1,213.2	797.2	2,577.6	1,611.0
Operating expenses and other:				
Operations and maintenance	46.6	25.8	89.0	58.6
General and administrative	25.0	19.7	66.7	36.9
Depreciation, amortization and accretion	83.0	62.2	161.2	125.0
(Gain) loss on long-lived assets, net	60.5	(0.3)	64.3	1.1
	<u>215.1</u>	<u>107.4</u>	<u>381.2</u>	<u>221.6</u>
Operating income	19.7	25.0	73.0	129.7
Earnings (loss) from unconsolidated affiliates, net	6.0	(27.1)	9.0	(130.8)
Interest and debt expense, net	(40.1)	(35.1)	(76.2)	(71.1)
Loss on modification/extinguishment of debt	—	(1.2)	—	(6.7)
Income (loss) before income taxes	(14.4)	(38.4)	5.8	(78.9)
Provision for income taxes	(0.2)	(0.1)	(0.2)	—
Net income (loss)	(14.6)	(38.5)	5.6	(78.9)
Net income attributable to non-controlling partner	10.3	10.3	20.5	20.4
Net loss attributable to Crestwood Midstream Partners LP	\$ (24.9)	\$ (48.8)	\$ (14.9)	\$ (99.3)

See accompanying notes.

CRESTWOOD MIDSTREAM PARTNERS LP
CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(in millions)
(unaudited)

	Total Partners' Capital
Balance at December 31, 2021	\$ 1,232.3
Non-cash contribution from partner <i>(Note 11)</i>	1,075.1
Cash contribution from partner <i>(Note 11)</i>	14.9
Distributions to partners	(238.1)
Unit-based compensation charges	13.0
Taxes paid for unit-based compensation vesting	(14.9)
Other	0.1
Net income	10.0
Balance at March 31, 2022	2,092.4
Distributions to partners	(81.6)
Unit-based compensation charges	8.6
Taxes paid for unit-based compensation vesting	(0.7)
Net loss	(24.9)
Balance at June 30, 2022	\$ 1,993.8

	Total Partners' Capital
Balance at December 31, 2020	\$ 1,805.1
Distributions to partners	(334.0)
Unit-based compensation charges	2.3
Taxes paid for unit-based compensation vesting	(8.1)
Other	(0.1)
Net loss	(50.5)
Balance at March 31, 2021	1,414.7
Distributions to partners	(61.4)
Unit-based compensation charges	7.6
Taxes paid for unit-based compensation vesting	(0.1)
Net loss	(48.8)
Balance at June 30, 2021	\$ 1,312.0

See accompanying notes.

CRESTWOOD MIDSTREAM PARTNERS LP
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(unaudited)

	Six Months Ended June 30,	
	2022	2021
Operating activities		
Net income (loss)	\$ 5.6	\$ (78.9)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, amortization and accretion	161.2	125.0
Amortization of debt-related deferred costs and fair value adjustment	1.2	3.4
Unit-based compensation charges	17.2	9.9
Loss on long-lived assets, net	64.3	1.1
Loss on modification/extinguishment of debt	—	6.7
(Earnings) loss from unconsolidated affiliates, net, adjusted for cash distributions received	(0.2)	141.1
Deferred income taxes	0.1	—
Other	(0.1)	0.1
Changes in operating assets and liabilities	5.9	88.8
Net cash provided by operating activities	255.2	297.2
Investing activities		
Purchases of property, plant and equipment	(77.5)	(21.3)
Investments in unconsolidated affiliates	(15.0)	(10.2)
Capital distributions from unconsolidated affiliates	6.2	32.9
Net proceeds from sale of assets	25.7	0.5
Net cash provided by (used in) investing activities	(60.6)	1.9
Financing activities		
Proceeds from the issuance of long-term debt	1,649.8	2,005.6
Payments on long-term debt	(1,470.8)	(1,866.8)
Payments on finance leases	(30.4)	(1.4)
Payments for deferred financing costs	(1.7)	(11.1)
Contribution from partner	14.9	—
Distributions to partners	(319.7)	(395.4)
Distributions to non-controlling partner	(20.7)	(19.6)
Taxes paid for unit-based compensation vesting	(15.6)	(8.2)
Net cash used in financing activities	(194.2)	(296.9)
Net change in cash	0.4	2.2
Cash at beginning of period	12.9	13.7
Cash at end of period	\$ 13.3	\$ 15.9
Supplemental schedule of non-cash investing activities		
Net change to property, plant and equipment through accounts payable and accrued expenses	\$ 14.5	\$ (29.2)

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

	Six Months Ended	
	June 30,	
	2022	2021
Supplemental schedule of non-cash financing activities		
Non-cash contribution:		
Current assets	\$ 63.2	\$ —
Property, plant and equipment	1,264.4	—
Intangible assets	464.0	—
Goodwill	56.2	—
Current liabilities	(48.2)	—
Debt	(698.7)	—
Other liabilities	(25.8)	—
Total non-cash contribution	<u>\$ 1,075.1</u>	<u>\$ —</u>

See accompanying notes.

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

Note 1 – Organization and Business Description

The accompanying notes to the consolidated financial statements apply to Crestwood Equity Partners LP (Crestwood Equity or CEQP) and Crestwood Midstream Partners LP (Crestwood Midstream or CMLP), unless otherwise indicated.

The accompanying consolidated financial statements and related notes should be read in conjunction with our 2021 Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on February 25, 2022. The financial information as of June 30, 2022 and for the three and six months ended June 30, 2022 and 2021, is unaudited. The consolidated balance sheets as of December 31, 2021 were derived from the audited balance sheets filed in our 2021 Annual Report on Form 10-K.

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

Organization

Crestwood Equity Partners LP. CEQP is a publicly-traded (NYSE: CEQP) Delaware limited partnership formed in March 2001. Crestwood Equity GP LLC (Crestwood Equity GP), our wholly-owned subsidiary, owns our non-economic general partnership interest.

Crestwood Midstream Partners LP. Crestwood Equity owns a 99.9% limited partnership interest in Crestwood Midstream and Crestwood Gas Services GP LLC (CGS GP), a wholly-owned subsidiary of Crestwood Equity, owns a 0.1% limited partnership interest in Crestwood Midstream. Crestwood Midstream GP LLC, a wholly-owned subsidiary of Crestwood Equity, owns the non-economic general partnership interest of Crestwood Midstream.

Business Description

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

See Note 13 for information regarding our operating and reporting segments.

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

Basis of Presentation

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

Significant Accounting Policies

There were no material changes in our significant accounting policies from those described in our 2021 Annual Report on Form 10-K.

Note 3 – Acquisition and Divestitures

Acquisition

On October 25, 2021, we entered into a merger agreement to acquire Oasis Midstream Partners LP (Oasis Midstream) in an equity and cash transaction (the Merger). Oasis Midstream is a master limited partnership which operates a diversified portfolio of midstream assets located in the Williston and Delaware Basins and its operations include natural gas services (gathering, compression, processing and gas lift supply), crude oil services (gathering, terminalling and transportation), and water services (gathering and disposal of produced and flowback water and freshwater distribution).

On February 1, 2022, we completed the merger with Oasis Midstream, which was valued at approximately \$1.8 billion. Pursuant to the merger agreement, Oasis Petroleum Inc. (Oasis Petroleum) received \$150 million in cash plus approximately 20.9 million newly issued CEQP common units in exchange for its 33.8 million common units held in Oasis Midstream. In addition, Oasis Midstream's public unitholders received approximately 12.9 million newly issued CEQP common units in exchange for the approximately 14.8 million Oasis Midstream common units held by them. Additionally, under the merger agreement Oasis Petroleum received a \$10 million cash payment in exchange for its ownership of the general partner of Oasis Midstream.

We accounted for the Merger as a business combination using the acquisition method of accounting. In addition, the purchase accounting reflects the adoption of Accounting Standards Update (ASU) 2021-08, *Business Combinations (Topic 805)* during the six months ended June 30, 2022. The financial results of Oasis Midstream's Williston Basin operations are included in our gathering and processing north segment and Oasis Midstream's Delaware Basin operations are included in our gathering and processing south segment from the date of acquisition. During the six months ended June 30, 2022, we recognized approximately \$18.7 million of transaction costs related to the Merger, which are included in general and administrative expenses in our consolidated statements of operations.

The fair value of the assets acquired and liabilities assumed were determined primarily utilizing market related information and other projections on the performance of the assets acquired, including an analysis of discounted cash flows at a discount rate of approximately 12%. Certain fair values are Level 3 fair value measurements and were developed by management with the assistance of a third-party valuation firm. We estimated the fair value of the senior notes assumed based on quoted market prices for similar issuances which are considered Level 2 fair value measurements.

The following table summarizes the final valuation of the assets acquired and liabilities assumed at the acquisition date (*in millions*):

Cash	\$	14.9
Other current assets		63.2
Property, plant and equipment		1,264.4
Intangible assets		464.0
Total assets acquired		1,806.5
Current liabilities		48.2
Long-term debt ⁽¹⁾		698.7
Other long-term liabilities ⁽²⁾		25.8
Total liabilities assumed		772.7
Net assets acquired excluding goodwill		1,033.8
Goodwill		56.2
Net assets acquired	\$	1,090.0

(1) Consists of approximately \$218 million outstanding borrowings under the Oasis Midstream credit facility, which was immediately repaid upon the closing of the Merger and approximately \$450 million of unsecured senior notes and the related fair value adjustment of approximately \$30.7 million. For a further discussion of the long-term debt assumed in conjunction with the Merger, see Note 8.

(2) Consists primarily of liabilities for asset retirement obligations of approximately \$16.1 million.

The identifiable intangible assets primarily consist of customer accounts with Oasis Petroleum and other customers with a weighted-average remaining life of 20 years. The goodwill recognized relates primarily to the anticipated operating synergies between the assets acquired and our existing operations. We reflected approximately \$48.8 million of goodwill in our gathering and processing north segment and approximately \$7.4 million in our gathering and processing south segment.

Our consolidated statements of operations include the results of Oasis Midstream since February 1, 2022, the closing date of the Merger. During the three and six months ended June 30, 2022, we recognized approximately \$97.5 million and \$164.3 million of revenues and \$32.8 million and \$56.3 million of net income related to Oasis Midstream's operations.

The tables below present selected unaudited pro forma information as if the Merger had occurred on January 1, 2021 (*in millions*). The pro forma information is not necessarily indicative of the financial results that would have occurred if the Merger had been completed as of the date indicated. The amounts were calculated after applying our accounting policies and adjusting the results to reflect the depreciation, amortization and accretion expense that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had been made at the beginning of the reporting period. The pro forma net income (loss) also includes the net effects of interest expense on incremental borrowings, repayments of long-term debt and amortization of the fair value adjustment to long-term debt.

Crestwood Equity

	Three Months Ended June 30,		Six Months Ended June 30,			
	2021		2022	2021		
Revenues	\$	1,024.9	\$	3,066.4	\$	2,157.9
Net income (loss)	\$	(15.5)	\$	67.8	\$	(31.1)
Net income (loss) per limited partner unit:						
Basic	\$	(0.42)	\$	0.18	\$	(0.80)
Diluted	\$	(0.42)	\$	0.17	\$	(0.80)

Crestwood Midstream

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021		2022	2021
Revenues	\$	1,024.9	\$	3,066.4
Net income (loss)	\$	(15.9)	\$	11.8
			\$	2,157.9
			\$	(33.6)

Divestitures

On July 1, 2022, we sold our assets in the Barnett Shale to EnLink Midstream, LLC for approximately \$290 million, including working capital adjustments. As a result of the sale, we reflected these assets as current assets held for sale, net, on our consolidated balance sheets at June 30, 2022. Crestwood Midstream recorded a loss on long-lived assets of approximately \$53.3 million during the three months ended June 30, 2022 for the difference between the historical carrying value of the net assets and liabilities to be sold and the proceeds received from the sale. Crestwood Equity's historical carrying value of the property, plant and equipment related to our Barnett Shale assets was less than the anticipated sales proceeds due to historical impairments previously recorded on the property, plant and equipment by Crestwood Equity and as a result, Crestwood Equity did not record a gain or loss on long-lived assets during the three and six months ended June 30, 2022 related to the reclassification of these net assets as current assets held for sale. The current assets held for sale at Crestwood Midstream were recorded at fair value based on the sales proceeds, which is a Level 3 fair value measurement. For a further description of our assets in the Barnett Shale, which are included in our gathering and processing south segment, see our 2021 Annual Report on Form 10-K. During the three months ended June 30, 2022, we recorded a loss on long-lived assets of approximately \$7.0 million related to the sale of parts inventory related to our legacy Granite Wash operations.

Note 4 – Certain Balance Sheet Information
Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities consisted of the following (*in millions*):

	June 30, 2022	December 31, 2021
CMLP		
Accrued expenses	\$ 49.2	\$ 66.3
Accrued property taxes	5.2	4.4
Income tax payable	0.1	0.4
Interest payable	40.8	30.6
Accrued additions to property, plant and equipment	38.0	17.4
Operating leases	9.5	13.2
Finance leases	2.2	1.7
Contract liabilities	11.9	10.7
Asset retirement obligations	0.4	1.4
Total CMLP accrued expenses and other liabilities	\$ 157.3	\$ 146.1
CEQP		
Accrued expenses	1.2	0.9
Income tax payable	0.1	0.1
Total CEQP accrued expenses and other liabilities	\$ 158.6	\$ 147.1

Other Long-Term Liabilities

Other long-term liabilities consisted of the following (*in millions*):

	June 30, 2022	December 31, 2021
CMLP		
Contract liabilities	\$ 203.7	\$ 187.1
Operating leases	13.8	19.4
Asset retirement obligations	35.0	34.8
Other	13.7	12.8
Total CMLP other long-term liabilities	\$ 266.2	\$ 254.1
CEQP		
Other	1.8	4.6
Total CEQP other long-term liabilities	\$ 268.0	\$ 258.7

Note 5 - Investments in Unconsolidated Affiliates

Net Investments and Earnings (Loss) of Unconsolidated Affiliates

Our net investments in and earnings (loss) from our unconsolidated affiliates are as follows (*in millions*):

	Investment		Earnings (Loss) from Unconsolidated Affiliates		Earnings (Loss) from Unconsolidated Affiliates	
	June 30, 2022	December 31, 2021	Three Months Ended June 30,		Six Months Ended June 30,	
			2022	2021	2022	2021
Crestwood Permian Basin Holdings LLC ⁽¹⁾	\$ 118.4	\$ 116.1	\$ 4.8	\$ 1.0	\$ 7.4	\$ 0.2
Tres Palacios Holdings LLC ⁽²⁾	43.2	36.2	1.3	(0.1)	1.9	9.2
Powder River Basin Industrial Complex, LLC ⁽³⁾	3.2	3.5	(0.1)	—	(0.3)	0.1
Stagecoach Gas Services LLC ⁽⁴⁾	—	—	—	(28.0)	—	(140.3)
Total	\$ 164.8	\$ 155.8	\$ 6.0	\$ (27.1)	\$ 9.0	\$ (130.8)

- As of June 30, 2022, our equity in the underlying net assets of Crestwood Permian Basin Holdings LLC (Crestwood Permian) exceeded our investment balance by \$8.2 million, and this excess amount is not subject to amortization. Our Crestwood Permian investment is included in our gathering and processing south segment. On July 11, 2022, we acquired the remaining 50% equity interest in Crestwood Permian. See Note 16 for a further discussion of this acquisition.
- As of June 30, 2022, our equity in the underlying net assets of Tres Palacios Holdings LLC (Tres Holdings) exceeded the carrying value of our investment balance by approximately \$20.9 million. During both the three and six months ended June 30, 2022 and 2021, we recorded amortization of approximately \$0.3 million and \$0.6 million, respectively, related to this excess basis, which is reflected as an increase in our earnings from unconsolidated affiliates in our consolidated statements of operations. Our Tres Holdings investment is included in our storage and logistics segment.
- As of June 30, 2022, our equity in the underlying net assets of Powder River Basin Industrial Complex, LLC (PRBIC) approximates the carrying value of our investment balance. Our PRBIC investment is included in our storage and logistics segment.
- In 2021, we and Con Edison Gas Pipeline and Storage Northeast, LLC each sold our 50% equity interest in our Stagecoach Gas Services LLC (Stagecoach Gas) equity investment to a subsidiary of Kinder Morgan, Inc. During the three and six months ended June 30, 2021, we recorded a \$35.5 million and \$155.4 million reduction in our equity earnings from unconsolidated affiliates related to losses recorded by us and our Stagecoach Gas equity investment associated with the sale, which also eliminated our \$51.3 million historical basis difference between our investment balance and the equity in the underlying net assets of Stagecoach Gas. In addition, our earnings from unconsolidated affiliates during the three and six months ended June 30, 2021, were also reduced by our proportionate share of transaction costs of approximately \$3.0 million related to the sale, which were paid by us in July 2021 on behalf of Stagecoach Gas. Our Stagecoach Gas investment was previously included in our storage and logistics segment.

Distributions and Contributions

The following table summarizes our distributions from and contributions to our unconsolidated affiliates (*in millions*):

	Distributions ⁽¹⁾		Contributions	
	Six Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Crestwood Permian	\$ 13.6	\$ 5.5	\$ 8.5	\$ 3.3
Tres Holdings	1.4	10.6	6.5	6.9
PRBIC	—	0.1	—	—
Stagecoach Gas	—	27.0	—	—
Total	\$ 15.0	\$ 43.2	\$ 15.0	\$ 10.2

(1) In July 2022, we received cash distributions from Crestwood Permian and Tres Holdings of approximately \$5.9 million and \$3.4 million, respectively. In July 2022, we made a cash contribution of \$75.0 million to Crestwood Permian prior to the acquisition of the remaining 50% equity interest in Crestwood Permian, which is further discussed in Note 16. In July 2022, we made a cash contribution of \$0.3 million to Tres Holdings.

Note 6 – Risk Management

We are exposed to certain market risks related to our ongoing business operations. These risks include exposure to changing commodity prices. We utilize derivative instruments to manage our exposure to fluctuations in commodity prices, which is discussed below. Additional information related to our derivatives is discussed in Note 7.

Risk Management Activities

We sell NGLs (such as propane, ethane, butane and heating oil), crude oil and natural gas to energy-related businesses and may use a variety of financial and other instruments including forward contracts involving physical delivery of NGLs, crude oil and natural gas. We periodically enter into offsetting positions to economically hedge against the exposure our customer contracts create. Certain of these contracts and positions are derivative instruments. We do not designate any of our commodity-based derivatives as hedging instruments for accounting purposes. Our commodity-based derivatives are reflected at fair value in our consolidated balance sheets, and changes in the fair value of these derivatives that impact the consolidated statements of operations are reflected in costs of product/services sold. Our commodity-based derivatives that are settled with physical commodities are reflected as an increase to product revenues, and the commodity inventory that is utilized to satisfy those physical obligations is reflected as an increase to product costs in our consolidated statements of operations. The following table summarizes the impact to our consolidated statements of operations related to our commodity-based derivatives (*in millions*):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Product revenues	\$ 108.8	\$ 52.7	\$ 311.0	\$ 167.5
Loss reflected in product costs	\$ (3.7)	\$ (33.3)	\$ (51.3)	\$ (41.4)

We attempt to balance our contractual portfolio in terms of notional amounts and timing of performance and delivery obligations. This balance in the contractual portfolio significantly reduces the volatility in product costs related to these instruments.

Notional Amounts and Terms

The notional amounts of our derivative financial instruments include the following:

	June 30, 2022		December 31, 2021	
	Fixed Price Payor	Fixed Price Receiver	Fixed Price Payor	Fixed Price Receiver
Propane, ethane, butane, heating oil and crude oil (MMBbls)	60.3	62.8	71.6	75.8
Natural gas (Bcf)	42.4	48.6	31.9	43.4

Notional amounts reflect the volume of transactions, but do not represent the amounts exchanged by the parties to the financial instruments. Accordingly, notional amounts do not reflect our monetary exposure to market or credit risks. All contracts subject to price risk had a maturity of 37 months or less; however, 87% of the contracted volumes will be delivered or settled within 12 months.

Credit Risk

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

Certain of our derivative instruments have credit limits that require us to post collateral. The amount of collateral required to be posted is a function of the net liability position of the derivative as well as our established credit limit with the respective counterparty. If our credit rating were to change, the counterparties could require us to post additional collateral. The amount of additional collateral that would be required to be posted would vary depending on the extent of change in our credit rating as well as the requirements of the individual counterparty. In addition, we have margin requirements with a derivative clearing broker and a third party broker related to our net asset or liability position with each respective broker. All collateral amounts have been netted against the asset or liability with the respective counterparty and are reflected in our consolidated balance sheets as assets and liabilities from price risk management activities.

The following table presents the fair value of our commodity derivative instruments with credit-risk related contingent features and their associated collateral (*in millions*):

	June 30, 2022		December 31, 2021	
Aggregate fair value liability of derivative instruments with credit-risk-related contingent features ⁽¹⁾	\$	53.9	\$	57.9
Broker-related net derivative asset position	\$	67.4	\$	104.8
Broker-related cash collateral received	\$	45.6	\$	76.8
Cash collateral (paid) received, net	\$	(2.8)	\$	11.4

(1) At June 30, 2022 and December 31, 2021, we posted \$11.7 million and \$1.5 million of collateral associated with these derivatives.

Note 7 – Fair Value Measurements

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

- Level 1—Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for Level 1 primarily consists of financial instruments such as exchange-traded derivatives, listed equities and US government treasury securities.

- Level 2—Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as over the counter (OTC) forwards, options and physical exchanges.
- Level 3—Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

Financial Assets and Liabilities

As of June 30, 2022 and December 31, 2021, we held certain assets and liabilities that are required to be measured at fair value on a recurring basis, which include our derivative instruments related to crude oil, NGLs and natural gas. Our derivative instruments consist of forwards, swaps, futures, physical exchanges and options.

Our derivative instruments that are traded on the New York Mercantile Exchange have been categorized as Level 1.

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

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

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

The following tables set forth by level within the fair value hierarchy, our financial instruments that were accounted for at fair value on a recurring basis at June 30, 2022 and December 31, 2021 (*in millions*):

	June 30, 2022						
	Level 1	Level 2	Level 3	Gross Fair Value	Contract Netting ⁽¹⁾	Collateral/Margin Received or Paid	Fair Value
Assets							
Assets from price risk management	\$ 42.5	\$ 512.2	\$ —	\$ 554.7	\$ (474.5)	\$ (46.0)	\$ 34.2
Other investments ⁽²⁾	2.3	—	—	2.3	—	—	2.3
Total assets at fair value	<u>\$ 44.8</u>	<u>\$ 512.2</u>	<u>\$ —</u>	<u>\$ 557.0</u>	<u>\$ (474.5)</u>	<u>\$ (46.0)</u>	<u>\$ 36.5</u>
Liabilities							
Liabilities from price risk management	\$ 55.6	\$ 504.4	\$ —	\$ 560.0	\$ (474.5)	\$ (3.2)	\$ 82.3
Total liabilities at fair value	<u>\$ 55.6</u>	<u>\$ 504.4</u>	<u>\$ —</u>	<u>\$ 560.0</u>	<u>\$ (474.5)</u>	<u>\$ (3.2)</u>	<u>\$ 82.3</u>

	December 31, 2021							Fair Value
	Level 1	Level 2	Level 3	Gross Fair Value	Contract Netting ⁽¹⁾	Collateral/Margin Received or Paid		
Assets								
Assets from price risk management	\$ 33.3	\$ 695.6	\$ —	\$ 728.9	\$ (607.4)	\$ (79.4)	\$	\$ 42.1
Other investments ⁽²⁾	2.2	—	—	2.2	—	—		2.2
Total assets at fair value	<u>\$ 35.5</u>	<u>\$ 695.6</u>	<u>\$ —</u>	<u>\$ 731.1</u>	<u>\$ (607.4)</u>	<u>\$ (79.4)</u>	<u>\$</u>	<u>\$ 44.3</u>
Liabilities								
Liabilities from price risk management	\$ 26.9	\$ 686.3	\$ —	\$ 713.2	\$ (607.4)	\$ 8.8	\$	\$ 114.6
Total liabilities at fair value	<u>\$ 26.9</u>	<u>\$ 686.3</u>	<u>\$ —</u>	<u>\$ 713.2</u>	<u>\$ (607.4)</u>	<u>\$ 8.8</u>	<u>\$</u>	<u>\$ 114.6</u>

(1) Amounts represent the impact of legally enforceable master netting agreements that allow us to settle positive and negative positions.

(2) Amount primarily relates to our investment in Suburban Propane Partners, L.P. units which is reflected in other non-current assets on CEQP's consolidated balance sheets.

Cash, Accounts Receivable and Accounts Payable

As of June 30, 2022 and December 31, 2021, the carrying amounts of cash, accounts receivable and accounts payable approximate fair value based on the short-term nature of these instruments.

Credit Facility

The fair value of the amounts outstanding under our Crestwood Midstream credit facility approximates the carrying amounts as of June 30, 2022 and December 31, 2021, due primarily to the variable nature of the interest rate of the instrument, which is considered a Level 2 fair value measurement.

Senior Notes

We estimate the fair value of our senior notes primarily based on quoted market prices for the same or similar issuances (representing a Level 2 fair value measurement). The following table represents the carrying amount (reduced for deferred financing costs associated with the respective notes) and fair value of our senior notes (*in millions*):

	June 30, 2022		December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
2025 Senior Notes	\$ 497.1	\$ 471.1	\$ 496.5	\$ 511.9
2027 Senior Notes	\$ 594.8	\$ 537.0	\$ 594.2	\$ 615.0
February 2029 Senior Notes	\$ 691.5	\$ 614.5	\$ 690.8	\$ 727.3
April 2029 Senior Notes ⁽¹⁾	\$ 478.9	\$ 420.3	\$ —	\$ —

(1) Represents \$450 million of unsecured senior notes assumed in conjunction with the merger with Oasis Midstream discussed in Note 3, and the related net fair value adjustment which is further described in Note 8.

Note 8 – Long-Term Debt

Long-term debt consisted of the following (*in millions*):

	June 30, 2022	December 31, 2021
Credit Facility	\$ 679.0	\$ 282.0
2025 Senior Notes	500.0	500.0
2027 Senior Notes	600.0	600.0
February 2029 Senior Notes	700.0	700.0
April 2029 Senior Notes	450.0	—
April 2029 Senior Notes fair value adjustment, net	28.9	—
Other ⁽¹⁾	0.2	0.2
Less: deferred financing costs, net	28.6	29.9
Total debt	2,929.5	2,052.3
Less: current portion	0.2	0.2
Total long-term debt, less current portion	\$ 2,929.3	\$ 2,052.1

(1) Represents non-interest bearing obligations related to certain companies acquired in 2014 with payments due through 2022.

Credit Facility

Crestwood Midstream's five-year \$1.5 billion revolving credit facility (the CMLP Credit Facility) is available to fund acquisitions, working capital and internal growth projects and for general partnership purposes. In conjunction with the merger with Oasis Midstream on February 1, 2022, we borrowed amounts under the CMLP Credit Facility to fund the cash paid of \$160 million to Oasis Petroleum and to repay approximately \$218 million of borrowings on Oasis Midstream's credit facility, which was retired on February 1, 2022.

Crestwood Midstream is required under its credit agreement to maintain a net debt to consolidated EBITDA ratio (as defined in its credit agreement) of not more than 5.50 to 1.0, a consolidated EBITDA to consolidated interest expense ratio (as defined in its credit agreement) of not less than 2.50 to 1.0, and a senior secured leverage ratio (as defined in its credit agreement) of not more than 3.50 to 1.0. At June 30, 2022, the net debt to consolidated EBITDA ratio was approximately 3.69 to 1.0, the consolidated EBITDA to consolidated interest expense ratio was approximately 5.02 to 1.0, and the senior secured leverage ratio was 0.86 to 1.0.

At June 30, 2022, Crestwood Midstream had \$812.2 million of available capacity under its credit facility considering the most restrictive debt covenants in its credit agreement. At June 30, 2022 and December 31, 2021, Crestwood Midstream's outstanding standby letters of credit were \$8.8 million and \$6.3 million. Borrowings under the credit facility accrue interest at either prime or the Adjusted Term SOFR (as defined in the credit agreement) plus applicable spreads, which resulted in interest rates between 2.98% and 5.50% at June 30, 2022 and 1.90% and 4.00% at December 31, 2021. The weighted-average interest rate on outstanding borrowings as of June 30, 2022 and December 31, 2021 was 3.64% and 1.91%.

Senior Notes

February 2029 Senior Notes. In January 2021, Crestwood Midstream issued \$700 million of 6.00% unsecured senior notes due 2029 (the February 2029 Senior Notes). The February 2029 Senior Notes will mature on February 1, 2029, and interest is payable semi-annually in arrears on February 1 and August 1 of each year, beginning on August 1, 2021. The net proceeds from this offering of approximately \$691.0 million were used to repay a portion of our senior notes that were due in 2023 and to repay indebtedness under the CMLP Credit Facility.

April 2029 Senior Notes. In February 2022, in conjunction with the merger with Oasis Midstream, we assumed \$450 million of 8.00% unsecured senior notes due 2029 (the April 2029 Senior Notes) and we recorded a fair value adjustment of approximately \$30.7 million related to the senior notes. During the three and six months ended June 30, 2022, we recorded a reduction to our interest and debt expense of approximately \$1.1 million and \$1.8 million related to the amortization of the fair value adjustment. The April 2029 Senior Notes will mature on April 1, 2029, and interest is payable semi-annually on April 1 and October 1 of each year.

2023 Senior Note Repayments. During the six months ended June 30, 2021, we redeemed \$687.2 million of principal outstanding under our senior notes due in 2023. In conjunction with the repayment of the notes, we recognized a loss on extinguishment of debt of approximately \$1.2 million and \$6.7 million during the three and six months ended June 30, 2021, and paid approximately \$8.6 million of accrued interest on our senior notes due in 2023 on the dates they were repurchased. During 2021, we repaid all amounts outstanding under our senior notes due 2023 and funded the repayment using a portion of the proceeds from the issuance of the February 2029 Senior Notes and borrowings under the CMLP credit facility.

Note 9 – Commitments and Contingencies

Legal Proceedings

Linde Lawsuit. On December 23, 2019, Linde Engineering North America Inc. (Linde) filed a lawsuit in the District Court of Harris County, Texas alleging that Arrow Field Services, LLC, our consolidated subsidiary, and Crestwood Midstream breached a contract entered into in March 2018 under which Linde was to provide engineering, procurement and construction services to us related to the completion of the construction of the Bear Den II cryogenic processing plant. Since the lawsuit was filed, we have paid Linde approximately \$22.7 million related to this matter (including approximately \$3.2 million paid during the six months ended June 30, 2022). Linde claims remaining unpaid invoices of approximately \$33 million, along with other damages.

A jury trial related to this lawsuit concluded on June 17, 2022, at which the jury awarded Linde damages which we estimate to be approximately \$29.7 million, including a potential pre-judgment interest award. A final judgment has not been rendered in the trial, and we are evaluating our potential legal options related to the potential judgment. We have insurance coverage related to certain litigation-related interest awards but have not recorded a receivable related to any potential insurance recovery at June 30, 2022. We are unable to predict the final outcome for this matter.

General. We are periodically involved in litigation proceedings. If we determine that a negative outcome is probable and the amount of loss is reasonably estimable, then we accrue the estimated amount. The results of litigation proceedings cannot be predicted with certainty. We could incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations or cash flows in the period in which the amounts are paid and/or accrued. As of June 30, 2022 and December 31, 2021, we had approximately \$30.0 million and \$16.8 million accrued for outstanding legal matters. Based on currently available information, we believe it is remote that future costs related to known contingent liability exposures for which we can estimate will exceed current accruals by an amount that would have a material adverse impact on our consolidated financial statements. As we learn new facts concerning contingencies, we reassess our position both with respect to accrued liabilities and other potential exposures.

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

Regulatory Compliance

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

Environmental Compliance

Our operations are subject to stringent and complex laws and regulations pertaining to worker health, safety, and the environment. We are subject to laws and regulations at the federal, state, regional and local levels that relate to air and water quality, hazardous and solid waste management and disposal, and other environmental matters. The cost of planning, designing, constructing and operating our facilities must incorporate compliance with environmental laws and regulations and safety standards. Failure to comply with these laws and regulations may trigger a variety of administrative, civil and potentially criminal enforcement measures.

At June 30, 2022 and December 31, 2021, our accrual of approximately \$0.9 million and \$1.0 million was based on our undiscounted estimate of amounts we will spend on compliance with environmental and other regulations, and any associated fines or penalties. We estimate that our potential liability for reasonably possible outcomes related to our environmental exposures could range from approximately \$0.9 million to \$1.7 million at June 30, 2022.

Self-Insurance

We utilize third-party insurance subject to varying retention levels of self-insurance, which management considers prudent. Such self-insurance relates to losses and liabilities primarily associated with medical claims, workers' compensation claims and general, product, vehicle and environmental liability. Losses are accrued based upon management's estimates of the aggregate liability for claims incurred using certain assumptions followed in the insurance industry and based on past experience. The primary assumption utilized is actuarially determined loss development factors. The loss development factors are based primarily on historical data. Our self-insurance reserves could be affected if future claim developments differ from the historical trends. We believe changes in health care costs, trends in health care claims of our employee base, accident frequency and severity and other factors could materially affect the estimate for these liabilities. We continually monitor changes in employee demographics, incident and claim type and evaluate our insurance accruals and adjust our accruals based on our evaluation of these qualitative data points. We are liable for the development of claims for our previously disposed of retail propane operations, provided they were reported prior to August 1, 2012. The following table summarizes CEQP's and CMLP's self-insurance reserves (*in millions*):

	CEQP		CMLP	
	June 30, 2022	December 31, 2021	June 30, 2022	December 31, 2021
Self-insurance reserves ⁽¹⁾	\$ 5.3	\$ 5.5	\$ 4.3	\$ 4.7

(1) At June 30, 2022, CEQP and CMLP classified approximately \$3.5 million and \$2.9 million, respectively, of these reserves as other long-term liabilities on their consolidated balance sheets.

Guarantees and Indemnifications

We periodically provide indemnification arrangements related to assets or businesses we have sold. Our potential exposure under indemnification arrangements can range from a specified amount to an unlimited amount, depending on the nature of the claim, specificity as to duration, and the particular transaction. As of June 30, 2022 and December 31, 2021, we have no amounts accrued for these indemnifications.

Note 10 - Leases

The following table summarizes the balance sheet information related to our operating and finance leases (*in millions*):

	June 30, 2022	December 31, 2021
Operating Leases		
Operating lease right-of-use assets, net	\$ 18.8	\$ 27.4
Accrued expenses and other liabilities	\$ 9.5	\$ 13.2
Other long-term liabilities	13.8	19.4
Total operating lease liabilities	\$ 23.3	\$ 32.6
Finance Leases		
Property, plant and equipment	\$ 15.1	\$ 12.3
Less: accumulated depreciation	10.9	9.2
Property, plant and equipment, net	\$ 4.2	\$ 3.1
Accrued expenses and other liabilities	\$ 2.2	\$ 1.7
Other long-term liabilities	1.9	1.2
Total finance lease liabilities	\$ 4.1	\$ 2.9

Lease expense. Our operating lease expense, net totaled \$2.3 million and \$4.3 million for the three months ended June 30, 2022 and 2021 and \$5.8 million and \$9.1 million for the six months ended June 30, 2022 and 2021. Our finance lease expense totaled \$0.9 million for both the three months ended June 30, 2022 and 2021 and \$1.8 million for both the six months ended June 30, 2022 and 2021.

Other. During March 2022, we exercised an option to purchase crude oil railcars under certain of our operating leases as a result of our plan to exit our crude oil railcar operations. In April 2022, we sold the crude oil railcars to a third party for approximately \$24.7 million and we recognized a loss on the sale of approximately \$0.1 million and \$4.1 million during the three and six months ended June 30, 2022.

Note 11 – Partners’ Capital and Non-Controlling Partner

Common and Subordinated Units

On February 1, 2022, we completed the merger with Oasis Midstream. Pursuant to the merger agreement, Oasis Petroleum received cash plus approximately 20.9 million newly issued CEQP units in exchange for its common units held in Oasis Midstream. In addition, Oasis Midstream’s public unitholders received approximately 12.9 million newly issued CEQP common units in exchange for the Oasis Midstream common units held by them. For a further discussion of the merger with Oasis Midstream, see Note 3.

In March 2021, CEQP acquired approximately 11.5 million CEQP common units and 0.4 million subordinated units of CEQP from Crestwood Holdings LLC (Crestwood Holdings) for approximately \$268 million (Crestwood Holdings Transactions). CEQP reflected the purchase price as a reduction to its common unitholders’ partners’ capital in its consolidated statement of partners’ capital during the first quarter of 2021. This transaction resulted in CEQP retiring the common and subordinated units acquired from Crestwood Holdings. In addition, in conjunction with this transaction, CEQP eliminated approximately \$2.4 million of accounts payable to Crestwood Holdings which is reflected as an increase to CEQP’s common unitholders’ partners’ capital in its consolidated statements of partners’ capital during the first quarter of 2021. Transaction costs related to this transaction of approximately \$7.6 million are reflected as a reduction of CEQP’s common unitholders’ partners’ capital in its consolidated statement of partners’ capital during the first quarter of 2021.

Distributions

Crestwood Equity

Limited Partners. A summary of CEQP’s limited partner quarterly cash distributions for the six months ended June 30, 2022 and 2021 is presented below:

Record Date	Payment Date	Per Unit Rate	Cash Distributions (in millions)
2022			
February 7, 2022	February 14, 2022	\$ 0.625	\$ 60.9
May 6, 2022	May 13, 2022	\$ 0.655	64.2
			<u>\$ 125.1</u>
2021			
February 5, 2021	February 12, 2021	\$ 0.625	\$ 46.4
May 7, 2021	May 14, 2021	\$ 0.625	39.3
			<u>\$ 85.7</u>

On July 14, 2022, we declared a distribution of \$0.655 per limited partner unit to be paid on August 12, 2022 to unitholders of record on August 5, 2022 with respect to the quarter ended June 30, 2022.

Preferred Unitholders. During the six months ended June 30, 2022 and 2021, we paid cash distributions to our preferred unitholders of approximately \$30 million in both periods. On July 14, 2022, the board of directors of our general partner authorized a cash distribution to our preferred unitholders of approximately \$15 million with respect to the quarter ended June 30, 2022.

Crestwood Midstream

During the six months ended June 30, 2022 and 2021, Crestwood Midstream paid cash distributions of \$319.7 million and \$395.4 million to its partners.

On February 1, 2022, Crestwood Midstream received a non-cash contribution of approximately \$1,075.1 million from Crestwood Equity related to net assets it acquired in conjunction with the merger with Oasis Midstream. In addition, on February 1, 2022, Crestwood Equity contributed cash acquired in conjunction with the merger with Oasis Midstream of approximately \$14.9 million to Crestwood Midstream.

Non-Controlling Partner

Crestwood Niobrara issued preferred interests to CN Jackalope Holdings LLC (Jackalope Holdings), which are reflected as non-controlling interest in subsidiary apart from partners' capital (i.e., temporary equity) on our consolidated balance sheets. We adjust the carrying amount of our non-controlling interest to its redemption value each period through net income attributable to non-controlling partner.

The following table shows the change in our non-controlling interest in subsidiary at June 30, 2022 and 2021 (*in millions*):

Balance at December 31, 2021	\$	434.6
Distributions to non-controlling partner		(20.7)
Net income attributable to non-controlling partner		20.5
Balance at June 30, 2022	\$	<u>434.4</u>
Balance at December 31, 2020	\$	432.7
Distributions to non-controlling partner		(19.6)
Net income attributable to non-controlling partner		20.4
Balance at June 30, 2021	\$	<u>433.5</u>

In July 2022, Crestwood Niobrara paid cash distributions to Jackalope Holdings of approximately \$10.3 million with respect to the quarter ended June 30, 2022.

Other

In February 2022, Crestwood Equity issued 177,025 performance units under the Crestwood Equity Partners LP Long Term Incentive Plan (Crestwood LTIP). The performance units are designed to provide an incentive for continuous employment to certain key employees. The vesting of performance units is subject to the attainment of certain performance and market goals over a three-year period, and entitle a participant to receive common units of Crestwood Equity without payment of an exercise price upon vesting. As of June 30, 2022, we had total unamortized compensation expense of approximately \$4.2 million related to these performance units. During the three and six months ended June 30, 2022, we recognized compensation expense of \$0.5 million and \$0.7 million related to these performance units, which is included in general and administrative expenses on our consolidated statements of operations.

During the six months ended June 30, 2022, 206,017 performance units that were previously issued under the Crestwood LTIP vested, and as a result of the attainment of certain performance and market goals and related distributions during the three years that the awards were outstanding, we issued 526,322 common units during the six months ended June 30, 2022 related to those performance units.

Note 12 - Earnings Per Limited Partner Unit

We calculate the dilutive effect of the preferred units and Crestwood Niobrara preferred units using the if-converted method which assumes units are converted at the beginning of the period (beginning with their respective issuance date), and the resulting common units are included in the denominator of the diluted net income per common unit calculation for the period

being presented. Distributions declared in the period and undeclared distributions that accumulated during the period are added back to the numerator for purposes of the if-converted calculation. The dilutive effect of the stock-based compensation performance units is calculated using the treasury stock method which considers the impact to net income or loss attributable to Crestwood Equity Partners and limited partner units from the potential issuance of limited partner units.

We exclude potentially dilutive securities from the determination of diluted earnings per unit (as well as their related income statement impacts) when their impact is anti-dilutive. The following table summarizes information regarding the weighted-average of common units excluded during the three and six months ended June 30, 2022 and 2021 (*in millions*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Preferred units ⁽¹⁾	7.1	7.1	7.1	7.1
Crestwood Niobrara's preferred units ⁽¹⁾	—	3.6	—	3.6
Unit-based compensation performance units ⁽¹⁾	—	0.1	—	0.1
Subordinated units ⁽²⁾	—	—	—	0.2

(1) For additional information regarding the potential conversion/redemption of our preferred units and Crestwood Niobrara's preferred units to CEQP common units, and of our performance units, see our 2021 Annual Report on Form 10-K.

(2) In March 2021, CEQP retired its subordinated units. For additional information regarding the retirement of the subordinated units, see Note 11.

The following table shows Crestwood Equity's common unitholders' interest in net income (loss) and weighted-average limited partner units used in computing basic and diluted net income (loss) per limited partner unit for the three and six months ended ended June 30, 2022 and 2021 (*in millions, except for per unit data*):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Common unitholders' interest in net income (loss)	\$ 14.1	\$ (63.4)	\$ 11.1	\$ (126.8)
Diluted net income (loss)	\$ 14.1	\$ (63.4)	\$ 11.1	\$ (126.8)
Weighted-average limited partners' units outstanding - basic	98.0	63.5	92.0	68.4
Dilutive effect of Crestwood Niobrara preferred units	4.5	—	4.5	—
Dilutive effect of stock-based compensation performance units	0.1	—	0.2	—
Weighted-average limited partners' units outstanding - diluted	102.6	63.5	96.7	68.4
Net income (loss) per limited partner unit:				
Basic	\$ 0.14	\$ (1.00)	\$ 0.12	\$ (1.85)
Diluted	\$ 0.14	\$ (1.00)	\$ 0.11	\$ (1.85)

Note 13 – Segments

In conjunction with the divestiture of our Stagecoach Gas equity method investment as discussed in Note 5 and the merger with Oasis Midstream as discussed in Note 3, we modified our segments as of December 31, 2021 and, as a result, our financial statements reflect three operating and reporting segments: (i) gathering and processing north operations (includes our Arrow, Jackalope and Oasis Midstream Williston operations); (ii) gathering and processing south operations (includes our Marcellus, Barnett and Oasis Midstream Delaware Basin operations and our Crestwood Permian Basin Holdings LLC equity method investment); and (iii) storage and logistics operations (includes our crude oil, NGL and natural gas storage and logistics operations, and our Tres Holdings and PRBIC equity method investments). Our gathering and processing north and gathering and processing south segments were historically combined into one segment, and our storage and logistics segment was historically separated into a storage and transportation segment and a marketing, supply and logistics segment. The results of

our operations described above are now reflected in the new respective segments for all periods presented. Our corporate operations include all general and administrative expenses that are not allocated to our reportable segments.

Below is a description of our operating and reporting segments.

- *Gathering and Processing North.* Our gathering and processing north operations provide natural gas, crude oil and produced water gathering, compression, treating, processing and disposal services to producers in the Williston Basin and Powder River Basin.
- *Gathering and Processing South.* Our gathering and processing south operations provide natural gas gathering, compression, treating and processing and produced water gathering and disposal services to producers in the Marcellus, Barnett and Delaware basins.
- *Storage and Logistics.* Our storage and logistics operations provide NGLs, crude oil and natural gas storage, terminal, marketing and transportation (including rail, truck and pipeline) services to producers, refiners, marketers, utilities and other customers.

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

	CEQP				CMLP			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021	2022	2021	2022	2021
Net income (loss)	\$ 39.4	\$ (38.1)	\$ 61.6	\$ (76.4)	\$ (14.6)	\$ (38.5)	\$ 5.6	\$ (78.9)
Add:								
Interest and debt expense, net	40.1	35.1	76.2	71.1	40.1	35.1	76.2	71.1
Loss on modification/extinguishment of debt	—	1.2	—	6.7	—	1.2	—	6.7
Provision for income taxes	0.3	0.1	0.3	—	0.2	0.1	0.2	—
Depreciation, amortization and accretion	80.6	58.8	155.4	118.0	83.0	62.2	161.2	125.0
EBITDA	\$ 160.4	\$ 57.1	\$ 293.5	\$ 119.4	\$ 108.7	\$ 60.1	\$ 243.2	\$ 123.9

The following tables summarize CEQP's and CMLP's reportable segment data for the three and six months ended June 30, 2022 and 2021 (*in millions*). Intersegment revenues included in the following tables are accounted for as arms-length transactions that apply our revenue recognition policy described in our 2021 Annual Report on Form 10-K. Included in earnings (loss) from unconsolidated affiliates, net reflected in the tables below was approximately \$4.9 million and \$48.1 million of our proportionate share of interest expense, depreciation and amortization expense, goodwill impairments and gains (losses) on long-lived assets, net recorded by our equity investments for the three months ended June 30, 2022 and 2021 and \$9.5 million and \$177.5 million for the six months ended June 30, 2022 and 2021.

Segment EBITDA Information

	Three Months Ended June 30, 2022				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Corporate	Total
Crestwood Midstream					
Revenues	\$ 279.4	\$ 35.3	\$ 1,133.3	\$ —	\$ 1,448.0
Intersegment revenues	151.6	—	(151.6)	—	—
Costs of product/services sold	250.8	0.6	961.8	—	1,213.2
Operations and maintenance expense	27.5	7.6	11.5	—	46.6
General and administrative expense	—	—	—	25.0	25.0
Loss on long-lived assets, net	—	(60.4)	(0.1)	—	(60.5)
Earnings from unconsolidated affiliates, net	—	4.8	1.2	—	6.0
Crestwood Midstream EBITDA	\$ 152.7	\$ (28.5)	\$ 9.5	\$ (25.0)	\$ 108.7
Crestwood Equity					
General and administrative expense	—	—	—	1.5	1.5
Elimination of loss on long-lived assets ⁽¹⁾	—	53.3	—	—	53.3
Other expense, net	—	—	—	(0.1)	(0.1)
Crestwood Equity EBITDA	\$ 152.7	\$ 24.8	\$ 9.5	\$ (26.6)	\$ 160.4

(1) Represents the elimination of the loss on long-lived assets recorded by CMLP related to the sale of our assets in the Barnett Shale. For a further discussion of this loss on long-lived assets, see Note 3.

	Three Months Ended June 30, 2021				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Corporate	Total
Crestwood Midstream					
Revenues	\$ 148.6	\$ 24.7	\$ 756.3	\$ —	\$ 929.6
Intersegment revenues	84.2	—	(84.2)	—	—
Costs of product/services sold	120.5	0.1	676.6	—	797.2
Operations and maintenance expense	9.0	5.7	11.1	—	25.8
General and administrative expense	—	—	—	19.7	19.7
Gain on long-lived assets, net	0.3	—	—	—	0.3
Earnings (loss) from unconsolidated affiliates, net	—	1.0	(28.1)	—	(27.1)
Crestwood Midstream EBITDA	\$ 103.6	\$ 19.9	\$ (43.7)	\$ (19.7)	\$ 60.1
Crestwood Equity					
General and administrative expense	—	—	—	3.1	3.1
Other income, net	—	—	—	0.1	0.1
Crestwood Equity EBITDA	\$ 103.6	\$ 19.9	\$ (43.7)	\$ (22.7)	\$ 57.1

	Six Months Ended June 30, 2022				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Corporate	Total
Crestwood Midstream					
Revenues	\$ 514.6	\$ 66.0	\$ 2,451.2	\$ —	\$ 3,031.8
Intersegment revenues	279.0	—	(279.0)	—	—
Costs of product/services sold	456.4	—	2,121.2	—	2,577.6
Operations and maintenance expense	51.2	14.3	23.5	—	89.0
General and administrative expense	—	—	—	66.7	66.7
Loss on long-lived assets, net	—	(60.2)	(4.1)	—	(64.3)
Earnings from unconsolidated affiliates, net	—	7.4	1.6	—	9.0
Crestwood Midstream EBITDA	\$ 286.0	\$ (1.1)	\$ 25.0	\$ (66.7)	\$ 243.2
Crestwood Equity					
General and administrative expense	—	—	—	3.2	3.2
Elimination of loss on long-lived assets ⁽¹⁾	—	53.3	—	—	53.3
Other income, net	—	—	—	0.2	0.2
Crestwood Equity EBITDA	\$ 286.0	\$ 52.2	\$ 25.0	\$ (69.7)	\$ 293.5

(1) Represents the elimination of the loss on long-lived assets recorded by CMLP related to the sale of our assets in the Barnett Shale. For a further discussion of this loss on long-lived assets, see Note 3.

	Six Months Ended June 30, 2021				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Corporate	Total
Crestwood Midstream					
Revenues	\$ 278.4	\$ 49.3	\$ 1,634.6	\$ —	\$ 1,962.3
Intersegment revenues	189.5	—	(189.5)	—	—
Costs of product/services sold	236.7	0.4	1,373.9	—	1,611.0
Operations and maintenance expense	24.1	12.0	22.5	—	58.6
General and administrative expense	—	—	—	36.9	36.9
Gain (loss) on long-lived assets, net	0.1	(1.3)	0.1	—	(1.1)
Earnings (loss) from unconsolidated affiliates, net	—	0.2	(131.0)	—	(130.8)
Crestwood Midstream EBITDA	\$ 207.2	\$ 35.8	\$ (82.2)	\$ (36.9)	\$ 123.9
Crestwood Equity					
General and administrative expense	—	—	—	4.6	4.6
Other income, net	—	—	—	0.1	0.1
Crestwood Equity EBITDA	\$ 207.2	\$ 35.8	\$ (82.2)	\$ (41.4)	\$ 119.4

Other Segment Information

	CEQP		CMLP	
	June 30, 2022	December 31, 2021	June 30, 2022	December 31, 2021
Total Assets				
Gathering and Processing North	\$ 4,082.7	\$ 2,408.0	\$ 4,082.7	\$ 2,408.0
Gathering and Processing South	1,006.2	886.5	1,077.9	1,017.4
Storage and Logistics	1,091.7	1,125.1	1,091.7	1,125.1
Corporate	22.2	26.1	16.4	20.7
Total Assets	\$ 6,202.8	\$ 4,445.7	\$ 6,268.7	\$ 4,571.2

Note 14 - Revenues*Contract Assets and Contract Liabilities*

Our contract assets and contract liabilities are reported in a net position on a contract-by-contract basis at the end of each reporting period. Our receivables related to our revenue contracts accounted for under ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* totaled \$386.4 million and \$331.0 million at June 30, 2022 and December 31, 2021, and are included in accounts receivable on our consolidated balance sheets. Our contract assets are included in other non-current assets on our consolidated balance sheets. Our contract liabilities primarily consist of current and non-current deferred revenues. On our consolidated balance sheets, our current deferred revenues are included in accrued expenses and other liabilities and our non-current deferred revenues are included in other long-term liabilities. The majority of revenues associated with our deferred revenues is expected to be recognized as the performance obligations under the related contracts are satisfied over the next 15 years.

The following table summarizes our contract assets and contract liabilities (*in millions*):

	June 30, 2022	December 31, 2021
Contract assets (non-current)	\$ 1.1	\$ 1.3
Contract liabilities (current) ⁽¹⁾	\$ 11.9	\$ 10.7
Contract liabilities (non-current) ⁽¹⁾	\$ 203.7	\$ 187.1

(1) During the three and six months ended June 30, 2022, we recognized revenues of approximately \$3.7 million and \$7.2 million that were previously included in contract liabilities at December 31, 2021. The remaining change in our contract liabilities during the three and six months ended June 30, 2022 related to capital reimbursements associated with our revenue contracts and revenue deferrals associated with our contracts with increasing (decreasing) rates.

The following table summarizes the transaction price allocated to our remaining performance obligations under certain contracts that have not been recognized as of June 30, 2022 (*in millions*):

Remainder of 2022	\$ 47.6
2023	70.4
2024	45.8
2025	3.2
2026	0.5
Thereafter	1.3
Total	\$ 168.8

Our remaining performance obligations presented in the table above exclude estimates of variable rate escalation clauses in our contracts with customers, and is generally limited to fixed-fee and percentage-of-proceeds service contracts which have fixed pricing and minimum volume terms and conditions. Our remaining performance obligations generally exclude, based on the following practical expedients that we elected to apply, disclosures for (i) variable consideration allocated to a wholly-unsatisfied promise to transfer a distinct service that forms part of the identified single performance obligation; (ii) unsatisfied performance obligations where the contract term is one year or less; and (iii) contracts for which we recognize revenues as amounts are invoiced.

Disaggregation of Revenues

The following tables summarize our revenues from contracts with customers disaggregated by type of product/service sold and by commodity type for each of our segments for the three and six months ended June 30, 2022 and 2021 (*in millions*). We believe this summary best depicts how the nature, amount, timing and uncertainty of our revenues and cash flows are affected by economic factors. Our non-*Topic 606* revenues presented in the tables below primarily represents revenues related to our commodity-based derivatives.

	Three Months Ended June 30, 2022				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Intersegment Elimination	Total
Topic 606 revenues					
Gathering					
Natural gas	\$ 32.9	\$ 24.5	\$ —	\$ —	\$ 57.4
Crude oil	14.1	1.9	—	—	16.0
Water	41.2	3.3	—	—	44.5
Processing					
Natural gas	19.7	1.2	—	—	20.9
Compression					
Natural gas	—	3.1	—	—	3.1
Storage					
Crude oil	0.6	—	0.3	(0.1)	0.8
NGLs	—	—	1.9	—	1.9
Pipeline					
Crude oil	—	—	0.4	—	0.4
NGLs	—	—	0.1	—	0.1
Transportation					
Crude oil	1.5	0.3	—	(0.1)	1.7
NGLs	—	—	5.5	—	5.5
Product Sales					
Natural gas	95.6	0.6	160.9	(73.5)	183.6
Crude oil	145.9	—	393.5	(12.9)	526.5
NGLs	77.5	—	461.2	(65.0)	473.7
Water	1.3	—	—	—	1.3
Other	0.4	—	—	—	0.4
Total Topic 606 revenues	430.7	34.9	1,023.8	(151.6)	1,337.8
Non-Topic 606 revenues	0.3	0.4	109.5	—	110.2
Total revenues	\$ 431.0	\$ 35.3	\$ 1,133.3	\$ (151.6)	\$ 1,448.0

	Three Months Ended June 30, 2021				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Intersegment Elimination	Total
Topic 606 revenues					
Gathering					
Natural gas	\$ 13.6	\$ 19.7	\$ —	\$ —	\$ 33.3
Crude oil	18.4	—	—	—	18.4
Water	22.7	—	—	—	22.7
Processing					
Natural gas	6.1	1.2	—	—	7.3
Compression					
Natural gas	—	3.7	—	—	3.7
Storage					
Crude oil	0.1	—	0.1	(0.1)	0.1
NGLs	—	—	2.4	—	2.4
Pipeline					
Crude oil	—	—	0.6	—	0.6
NGLs	—	—	0.1	—	0.1
Transportation					
Crude oil	0.4	—	—	—	0.4
NGLs	—	—	4.2	—	4.2
Rail Loading					
Crude oil	—	—	1.2	—	1.2
Product Sales					
Natural gas	26.7	0.1	44.3	(26.8)	44.3
Crude oil	101.7	—	344.4	(14.7)	431.4
NGLs	42.9	—	304.8	(42.6)	305.1
Other	—	—	0.7	—	0.7
Total Topic 606 revenues	232.6	24.7	702.8	(84.2)	875.9
Non-Topic 606 revenues	0.2	—	53.5	—	53.7
Total revenues	<u>\$ 232.8</u>	<u>\$ 24.7</u>	<u>\$ 756.3</u>	<u>\$ (84.2)</u>	<u>\$ 929.6</u>

	Six Months Ended June 30, 2022				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Intersegment Elimination	Total
Topic 606 revenues					
Gathering					
Natural gas	\$ 58.8	\$ 46.9	\$ —	\$ —	\$ 105.7
Crude oil	28.9	2.9	—	—	31.8
Water	75.9	5.5	—	—	81.4
Processing					
Natural gas	34.1	2.3	—	—	36.4
Compression					
Natural gas	—	6.6	—	—	6.6
Storage					
Crude oil	1.1	—	0.3	(0.2)	1.2
NGLs	—	—	4.7	—	4.7
Pipeline					
Crude oil	—	—	0.9	—	0.9
NGLs	—	—	0.1	—	0.1
Transportation					
Crude oil	2.7	0.4	—	(0.1)	3.0
NGLs	—	—	11.3	—	11.3
Rail Loading					
Crude oil	—	—	0.4	—	0.4
Product Sales					
Natural gas	159.5	0.9	259.6	(125.6)	294.4
Crude oil	274.0	—	767.5	(24.1)	1,017.4
NGLs	154.4	—	1,093.9	(129.0)	1,119.3
Water	2.9	—	—	—	2.9
Other	0.6	—	0.3	—	0.9
Total Topic 606 revenues	792.9	65.5	2,139.0	(279.0)	2,718.4
Non-Topic 606 revenues	0.7	0.5	312.2	—	313.4
Total revenues	<u>\$ 793.6</u>	<u>\$ 66.0</u>	<u>\$ 2,451.2</u>	<u>\$ (279.0)</u>	<u>\$ 3,031.8</u>

	Six Months Ended June 30, 2021				
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Intersegment Elimination	Total
Topic 606 revenues					
Gathering					
Natural gas	\$ 26.8	\$ 37.9	\$ —	\$ —	\$ 64.7
Crude oil	39.1	—	—	—	39.1
Water	44.7	—	—	—	44.7
Processing					
Natural gas	11.9	2.4	—	—	14.3
Compression					
Natural gas	—	8.4	—	—	8.4
Storage					
Crude oil	0.2	—	0.3	(0.2)	0.3
NGLs	—	—	6.1	—	6.1
Pipeline					
Crude oil	—	—	1.4	—	1.4
NGLs	—	—	0.1	—	0.1
Transportation					
Crude oil	1.1	—	—	—	1.1
NGLs	—	—	8.4	—	8.4
Rail Loading					
Crude oil	—	—	2.2	—	2.2
Product Sales					
Natural gas	69.0	0.6	139.9	(69.0)	140.5
Crude oil	191.7	—	595.6	(37.4)	749.9
NGLs	83.2	—	710.8	(82.9)	711.1
Other	—	—	0.9	—	0.9
Total Topic 606 revenues	467.7	49.3	1,465.7	(189.5)	1,793.2
Non-Topic 606 revenues	0.2	—	168.9	—	169.1
Total revenues	<u>\$ 467.9</u>	<u>\$ 49.3</u>	<u>\$ 1,634.6</u>	<u>\$ (189.5)</u>	<u>\$ 1,962.3</u>

Note 15 – Related Party Transactions

We enter into transactions with our affiliates within the ordinary course of business, including product purchases, marketing services and various operating agreements, including operating leases. We also enter into transactions with our affiliates related to services provided on our expansion projects.

Prior to August 2021, Crestwood Holdings indirectly owned our general partner and the affiliates of Crestwood Holdings and its owners were considered CEQP's and CMLP's related parties. With the completion of our strategic transactions with Crestwood Holdings in August 2021, Crestwood Holdings and its affiliates are no longer considered related parties of CEQP and CMLP. During the six months ended June 30, 2021, we paid approximately \$0.5 million of capital expenditures to Applied Consultants, Inc., an affiliate of Crestwood Holdings. In addition, during the six months ended June 30, 2021, Crestwood Holdings allocated a \$4.6 million reduction of unit-based compensation charges to CEQP and CMLP. Also, CEQP allocated approximately \$0.2 million of its general and administrative costs to Crestwood Holdings during the six months ended June 30, 2021.

The following table shows transactions with our affiliates which are reflected in our consolidated statements of operations (*in millions*). For a further description of our related party agreements, see our 2021 Annual Report on Form 10-K.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Revenues at CEQP and CMLP ⁽¹⁾	\$ 134.2	\$ 13.2	\$ 231.9	\$ 18.1
Costs of product/services sold at CEQP and CMLP ⁽²⁾	\$ 113.1	\$ 25.4	\$ 181.6	\$ 66.5
Operations and maintenance expenses at CEQP and CMLP charged to our unconsolidated affiliates ⁽³⁾	\$ 5.0	\$ 6.0	\$ 9.8	\$ 11.7
General and administrative expenses charged by CEQP to CMLP, net ⁽⁴⁾	\$ 7.5	\$ 6.6	\$ 15.0	\$ 12.5
General and administrative expenses at CEQP and CMLP ⁽⁵⁾	\$ 0.4	\$ —	\$ 1.3	\$ —

- (1) Includes (i) \$2.0 million and \$3.6 million during the three and six months ended June 30, 2022 and \$13.2 million and \$18.1 million during the three and six months ended June 30, 2021 related to the sale of NGLs to a subsidiary of Crestwood Permian; (ii) \$0.7 million and \$1.2 million during the three and six months ended June 30, 2022 related to compressor leases with a subsidiary of Crestwood Permian; (iii) \$76.9 million and \$135.9 million during the three and six months ended June 30, 2022 primarily related to the sale of crude oil and NGLs to a subsidiary of Oasis Petroleum; and (iv) \$54.6 million and \$91.2 million during the three and six months ended June 30, 2022 primarily related to gathering and processing services under agreements with a subsidiary of Oasis Petroleum.
- (2) Includes (i) \$71.4 million and \$107.6 million during the three and six months ended June 30, 2022 and \$14.8 million and \$45.1 million during the three and six months ended June 30, 2021 related to purchases of natural gas and NGLs from a subsidiary of Crestwood Permian; (ii) \$0.5 million and \$1.4 million during the three and six months ended June 30, 2022 and \$0.3 million and \$11.1 million during the three and six months ended June 30, 2021 primarily related to purchases of natural gas from a subsidiary of Tres Holdings; (iii) \$41.2 million and \$72.6 million during the three and six months ended June 30, 2022 primarily related to purchases of NGLs from a subsidiary of Oasis Petroleum; and (iv) \$10.3 million during both the three and six months ended June 30, 2021 related to purchases of NGLs from Ascent Resources - Utica, LLC, an affiliate of Crestwood Holdings.
- (3) We have operating agreements with certain of our unconsolidated affiliates pursuant to which we charge them operations and maintenance expenses in accordance with their respective agreements, and these charges are reflected as a reduction of operations and maintenance expenses in our consolidated statements of operations. During the three and six months ended June 30, 2022, we charged \$1.1 million and \$2.3 million to Tres Holdings and \$3.9 million and \$7.5 million to Crestwood Permian. During the three and six months ended June 30, 2021, we charged \$1.6 million and \$3.3 million to Stagecoach Gas, \$1.2 million and \$2.4 million to Tres Holdings, and \$3.2 million and \$6.0 million to Crestwood Permian.
- (4) Includes \$8.6 million and \$17.2 million of unit-based compensation charges allocated from CEQP to CMLP during the three and six months ended June 30, 2022 and \$7.6 million and \$14.5 million for the three and six months ended June 30, 2021. In addition, includes \$1.1 million and \$2.2 million of CMLP's general and administrative costs allocated to CEQP during the three and six months ended June 30, 2022 and \$1.0 million and \$2.0 million for the three and six months ended June 30, 2021.
- (5) Represents general and administrative expenses related to a transition services agreement with Oasis Petroleum.

The following table shows balances with our affiliates which are reflected in our consolidated balance sheets (*in millions*):

	June 30, 2022	December 31, 2021
Accounts receivable at CEQP and CMLP	\$ 72.6	\$ 8.2
Accounts payable at CEQP and CMLP	\$ 32.6	\$ 12.0

Note 16 – Subsequent Events

Sendero Acquisition. On July 11, 2022, we acquired Sendero Midstream Partners, LP (Sendero), a privately-held midstream company, for approximately \$600 million (Sendero Acquisition). Sendero's assets are located in Eddy County, New Mexico and are comprised of 350 million cubic feet per day (MMcf/d) of processing capacity, approximately 140 miles of natural gas gathering lines and more than 53,000 horsepower of field gathering compression. We will account for the Sendero Acquisition as a business combination using the acquisition method of accounting. We are completing our analysis of the purchase price consideration and estimating the fair value of the assets acquired and liabilities assumed in connection with the Sendero Acquisition, which is primarily comprised of property, plant and equipment, intangible assets, and goodwill, however, due to the timing of the acquisition, we are unable to provide amounts recognized as of the acquisition date for these major classes of assets and liabilities acquired. During the three and six months ended June 30, 2022, we recognized approximately \$0.9 million of transaction costs related to the Sendero Acquisition, which are included in general and administrative expenses in our consolidated statements of operations.

Crestwood Permian Acquisition. On July 11, 2022 we acquired First Reserve Management, L.P.'s (First Reserve) 50% equity interest in Crestwood Permian in exchange for approximately 11.3 million newly issued CEQP common units (Crestwood Permian Acquisition). The acquisition of this equity interest results in us owning 100% of the equity interests in Crestwood

Permian and we anticipate that we will consolidate Crestwood Permian beginning in July 2022. We will account for the Crestwood Permian Acquisition as a business combination using the acquisition method of accounting. We are completing our analysis of the purchase price consideration and estimating the fair value of the assets acquired and liabilities assumed in connection with the Crestwood Permian Acquisition, which is primarily comprised of property, plant and equipment, intangible assets, goodwill, an equity method investment and long-term debt, however, due to the timing of the acquisition, we are unable to provide amounts recognized as of the acquisition date for these major classes of assets and liabilities acquired. During the three and six months ended June 30, 2022, we recognized approximately \$0.2 million of transaction costs related to the Crestwood Permian Acquisition, which are included in general and administrative expenses in our consolidated statements of operations.

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

Our Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the consolidated financial statements and the accompanying footnotes and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2021 Annual Report on Form 10-K.

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

- statements that are not historical in nature, including, but not limited to: (i) our belief that anticipated cash from operations, cash distributions from entities that we control, and borrowing capacity under our credit facility will be sufficient to meet our anticipated liquidity needs for the foreseeable future; (ii) our belief that we do not have material potential liability in connection with legal proceedings that would have a significant financial impact on our consolidated financial condition, results of operations or cash flows; and (iii) our belief that our assets will continue to benefit from the development of unconventional shale plays as significant supply basins; and
- statements preceded by, followed by or that contain forward-looking terminology including the words "believe," "expect," "may," "will," "should," "could," "anticipate," "estimate," "intend" or the negation thereof, or similar expressions.

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

- our ability to successfully implement our business plan for our assets and operations;
- governmental legislation and regulations;
- industry factors that influence the supply of and demand for crude oil, natural gas and NGLs;
- industry factors that influence the demand for services in the markets (particularly unconventional shale plays) in which we provide services;
- weather conditions;
- outbreak of illness, pandemic or any other public health crisis, including the COVID-19 pandemic;
- the availability of crude oil, natural gas and NGLs, and the price of those commodities, to consumers relative to the price of alternative and competing fuels;
- the availability of storage for hydrocarbons;
- the ability of members of the Organization of Petroleum Exporting Countries (OPEC) and other oil-producing countries to agree and maintain oil price and production controls;
- economic conditions;
- costs or difficulties related to the integration of acquisitions and success of our joint ventures' operations;
- environmental claims;
- operating hazards and other risks incidental to the provision of midstream services, including gathering, compressing, treating, processing, fractionating, transporting and storing energy products (i.e., crude oil, NGLs and natural gas) and related products (i.e., produced water);
- interest rates;
- the price and availability of debt and equity financing, including our ability to raise capital through alternatives like joint ventures; and
- the ability to sell or monetize assets, to reduce indebtedness, to repurchase our equity securities, to make strategic investments, or for other general partnership purposes.

For additional factors that could cause actual results to be materially different from those described in the forward-looking statements, see Part I, Item 1A. Risk Factors of our 2021 Annual Report on Form 10-K.

Outlook and Trends

Our business objective is to create long-term value for our unitholders. We expect to create value for our investors by generating stable operating margins and improving cash flows from our diversified midstream operations by prudently financing investments in our assets and expansions of our portfolio, maximizing throughput and optimizing services on our assets, and effectively controlling our capital expenditures, operating and administrative costs.

We have taken a number of strategic steps to better position the Company as a stronger, better capitalized company that can accretively grow cash flows and as an industry leader in Environmental, Social and Governance (ESG) efforts.

We continue to drive our long-term growth strategy through disciplined capital investments utilizing our current financial flexibility, and on February 1, 2022, we acquired Oasis Midstream in an equity and cash transaction valued at approximately \$1.8 billion. Pursuant to the merger agreement, Oasis Petroleum received \$150 million in cash plus 20.9 million newly issued CEQP common units in exchange for its 33.8 million common units held in Oasis Midstream. In addition, Oasis Midstream's public unitholders received 12.9 million newly issued CEQP common units in exchange for the 14.8 million Oasis Midstream common units held by them. Additionally, under the merger agreement, Oasis Petroleum received a \$10 million cash payment for its ownership of the general partner of Oasis Midstream. This transaction further solidifies Crestwood's competitive position in the Williston Basin with exposure to approximately 1,200 drilling locations and 535,000 dedicated acres and expands the Company's relationship with Oasis Petroleum. Additionally, Oasis Midstream's Wild Basin gathering and processing assets are highly complementary with our Arrow gathering system and Bear Den processing facility which provides for immediate opportunities to drive cost savings and commercial synergies and better utilization of available gas processing capacity.

In July 2022, we completed a series of strategic transactions including (i) the acquisition of Sendero for \$600 million, (ii) the acquisition of First Reserve's 50% equity interest in Crestwood Permian in exchange for 11.3 million CEQP common units, and (iii) the divestiture of our Barnett Shale assets for approximately \$290 million. The Sendero Acquisition adds more than 75,000 dedicated acres and over 1,200 drilling locations in the Delaware Basin. In addition, Sendero's assets are highly complementary to Crestwood Permian's Willow Lake system and can be integrated with minimal capital investment, enabling the Company to capture substantial cost and commercial synergies and will result in approximately 550 MMcf/d of processing capacity. The acquisition of Sendero and First Reserve's 50% equity interest in the Crestwood Permian joint venture significantly increases the Company's position in the Delaware Basin.

The divestiture of the Cowtown, Lake Arlington and Alliance systems will represent a full exit of our operations in the Barnett Shale and allows the Company to focus on building and optimizing its gathering and processing positions in the Williston, Delaware and Powder River Basins which best positions the Company to deliver long-term value to its unitholders.

In addition to the strategic transactions discussed above, we have also taken steps to (i) minimize capital expenditures to better align with development activity by our gathering and processing customers; (ii) realign our organization to reduce operating and administrative expenses; (iii) engage with our customers to maintain volumes across our asset portfolio; (iv) optimize our storage, transportation and marketing assets to take advantage of regional commodity price volatility; and (v) evaluate our debt and equity structure to preserve liquidity and ensure balance sheet strength. Given our efforts over the past few years to improve the partnership's competitive position in the businesses we operate, manage costs and improve margins and create a stronger balance sheet, we believe the Company is well positioned to execute its business plan.

Recent Developments

Bakken DAPL Matter. In July 2020, a U.S. District Court (District Court) ordered the Dakota Access Pipeline (DAPL) to cease operation based on an alleged procedural permitting failure. On August 5, 2020, the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Circuit) stayed the DAPL shutdown, and subsequently issued an opinion upholding the District Court's decision on the merits, but not prohibiting DAPL's continued operation. The plaintiffs sought another injunction against DAPL's operation, which was denied by the District Court in May 2021. As required by the District Court, the U.S. Army Corps of Engineers is currently conducting an environmental impact statement, which is currently expected to be complete in September 2022. We expect DAPL will remain in operation while the environmental impact statement is being completed.

The Oasis Midstream Wild Basin gathering system connects to the Arrow system and is capable of transporting all of its volumes to the Arrow system. The Arrow gathering system currently connects to the DAPL, Kinder Morgan Hiland, Tesoro and True Companies' Bridger Four Bears pipelines, providing significant downstream delivery capacity for our Arrow and Wild Basin customers. Additionally, we can transport Arrow and Wild Basin crude volumes to our COLT Hub facility by pipeline or truck, which mitigates the impact of any potential pipeline shut-downs to our producers with the ability to access multiple markets out of the basin.

Carbon Management. One of the core initiatives related to our ESG efforts surrounds our focus on managing the intensity of our emissions in order to reduce climate-related risk to our business.

In January 2022, we published our first carbon management plan (CMP), which outlines near-term emissions reduction and management activities that we intend to implement over the next three years. The CMP includes several core objectives, including (i) reducing emissions intensity of our assets; (ii) evaluating opportunities to reduce Scope 2 greenhouse gas (GHG) emissions while managing our operations' energy efficiency; (iii) enhancing our process by which we manage GHG emissions; (iv) piloting methane emission monitoring devices at certain of our facilities; (v) participating in the development of responsibly sourced gas standards for the midstream sector; (vi) investing in technology to better inventory and calculate emissions data and integrating the technology into our operations; and (vii) participating in and providing leadership to trade associations focused on climate-related risks.

We currently believe that our carbon management efforts will help to mitigate the potential impact that emissions may have on our capital expenditures or results of operations in the future, although we currently anticipate that these efforts will not have a material impact on our capital expenditures or results of operations in 2022.

How We Evaluate Our Operations

We evaluate our overall business performance based primarily on EBITDA and Adjusted EBITDA. We do not utilize depreciation, amortization and accretion expense in our key measures because we focus our performance management on cash flow generation and our assets have long useful lives.

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

Results of Operations

The following tables summarize our results of operations (*in millions*):

	Crestwood Equity				Crestwood Midstream			
	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenues	\$ 1,448.0	\$ 929.6	\$ 3,031.8	\$ 1,962.3	\$ 1,448.0	\$ 929.6	\$ 3,031.8	\$ 1,962.3
Costs of product/services sold	1,213.2	797.2	2,577.6	1,611.0	1,213.2	797.2	2,577.6	1,611.0
Operations and maintenance expense	46.6	25.8	89.0	58.6	46.6	25.8	89.0	58.6
General and administrative expense	26.5	22.8	69.9	41.5	25.0	19.7	66.7	36.9
Depreciation, amortization and accretion	80.6	58.8	155.4	118.0	83.0	62.2	161.2	125.0
(Gain) loss on long-lived assets, net	7.2	(0.3)	11.0	1.1	60.5	(0.3)	64.3	1.1
Operating income	73.9	25.3	128.9	132.1	19.7	25.0	73.0	129.7
Earnings (loss) from unconsolidated affiliates, net	6.0	(27.1)	9.0	(130.8)	6.0	(27.1)	9.0	(130.8)
Interest and debt expense, net	(40.1)	(35.1)	(76.2)	(71.1)	(40.1)	(35.1)	(76.2)	(71.1)
Loss on modification/extinguishment of debt	—	(1.2)	—	(6.7)	—	(1.2)	—	(6.7)
Other income (expense), net	(0.1)	0.1	0.2	0.1	—	—	—	—
Provision for income taxes	(0.3)	(0.1)	(0.3)	—	(0.2)	(0.1)	(0.2)	—
Net income (loss)	39.4	(38.1)	61.6	(76.4)	(14.6)	(38.5)	5.6	(78.9)
Add:								
Interest and debt expense, net	40.1	35.1	76.2	71.1	40.1	35.1	76.2	71.1
Loss on modification/extinguishment of debt	—	1.2	—	6.7	—	1.2	—	6.7
Provision for income taxes	0.3	0.1	0.3	—	0.2	0.1	0.2	—
Depreciation, amortization and accretion	80.6	58.8	155.4	118.0	83.0	62.2	161.2	125.0
EBITDA	160.4	57.1	293.5	119.4	108.7	60.1	243.2	123.9
Unit-based compensation charges	8.6	7.6	17.2	9.9	8.6	7.6	17.2	9.9
(Gain) loss on long-lived assets, net	7.2	(0.3)	11.0	1.1	60.5	(0.3)	64.3	1.1
(Earnings) loss from unconsolidated affiliates, net	(6.0)	27.1	(9.0)	130.8	(6.0)	27.1	(9.0)	130.8
Adjusted EBITDA from unconsolidated affiliates, net	10.9	21.0	18.5	46.7	10.9	21.0	18.5	46.7
Change in fair value of commodity inventory-related derivative contracts	(4.9)	32.6	0.8	2.1	(4.9)	32.6	0.8	2.1
Significant transaction and environmental related costs and other items	3.5	0.6	20.5	1.1	3.5	(1.4)	20.5	(1.1)
Adjusted EBITDA	\$ 179.7	\$ 145.7	\$ 352.5	\$ 311.1	\$ 181.3	\$ 146.7	\$ 355.5	\$ 313.4

	Crestwood Equity				Crestwood Midstream			
	Three Months Ended		Six Months Ended		Three Months Ended		Six Months Ended	
	June 30,		June 30,		June 30,		June 30,	
	2022	2021	2022	2021	2022	2021	2022	2021
Net cash provided by operating activities	\$ 29.5	\$ 35.0	\$ 252.0	\$ 293.5	\$ 31.3	\$ 38.0	\$ 255.2	\$ 297.2
Net changes in operating assets and liabilities	106.9	33.1	(6.0)	(89.7)	106.9	33.2	(5.9)	(88.8)
Amortization of debt-related deferred costs	(0.4)	(1.7)	(1.2)	(3.4)	(0.4)	(1.7)	(1.2)	(3.4)
Interest and debt expense, net	40.1	35.1	76.2	71.1	40.1	35.1	76.2	71.1
Unit-based compensation charges	(8.6)	(7.6)	(17.2)	(9.9)	(8.6)	(7.6)	(17.2)	(9.9)
Gain (loss) on long-lived assets, net	(7.2)	0.3	(11.0)	(1.1)	(60.5)	0.3	(64.3)	(1.1)
Earnings (loss) from unconsolidated affiliates, net, adjusted for cash distributions received	(0.2)	(37.3)	0.2	(141.1)	(0.2)	(37.3)	0.2	(141.1)
Deferred income taxes	—	0.1	0.1	0.1	(0.1)	—	(0.1)	—
Provision for income taxes	0.3	0.1	0.3	—	0.2	0.1	0.2	—
Other non-cash income (expense)	—	—	0.1	(0.1)	—	—	0.1	(0.1)
EBITDA	160.4	57.1	293.5	119.4	108.7	60.1	243.2	123.9
Unit-based compensation charges	8.6	7.6	17.2	9.9	8.6	7.6	17.2	9.9
(Gain) loss on long-lived assets, net	7.2	(0.3)	11.0	1.1	60.5	(0.3)	64.3	1.1
(Earnings) loss from unconsolidated affiliates, net	(6.0)	27.1	(9.0)	130.8	(6.0)	27.1	(9.0)	130.8
Adjusted EBITDA from unconsolidated affiliates, net	10.9	21.0	18.5	46.7	10.9	21.0	18.5	46.7
Change in fair value of commodity inventory-related derivative contracts	(4.9)	32.6	0.8	2.1	(4.9)	32.6	0.8	2.1
Significant transaction and environmental related costs and other items	3.5	0.6	20.5	1.1	3.5	(1.4)	20.5	(1.1)
Adjusted EBITDA	\$ 179.7	\$ 145.7	\$ 352.5	\$ 311.1	\$ 181.3	\$ 146.7	\$ 355.5	\$ 313.4

Segment Results

The following table summarizes the EBITDA of our segments (*in millions*):

	Three Months Ended			Three Months Ended		
	June 30, 2022			June 30, 2021		
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Gathering and Processing North	Gathering and Processing South	Storage and Logistics
Revenues	\$ 279.4	\$ 35.3	\$ 1,133.3	\$ 148.6	\$ 24.7	\$ 756.3
Intersegment revenues	151.6	—	(151.6)	84.2	—	(84.2)
Costs of product/services sold	250.8	0.6	961.8	120.5	0.1	676.6
Operations and maintenance expenses	27.5	7.6	11.5	9.0	5.7	11.1
Gain (loss) on long-lived assets, net	—	(60.4)	(0.1)	0.3	—	—
Earnings (loss) from unconsolidated affiliates, net	—	4.8	1.2	—	1.0	(28.1)
Crestwood Midstream EBITDA	\$ 152.7	\$ (28.5)	\$ 9.5	\$ 103.6	\$ 19.9	\$ (43.7)
Elimination of loss on long-lived assets ⁽¹⁾	—	53.3	—	—	—	—
Crestwood Equity EBITDA	\$ 152.7	\$ 24.8	\$ 9.5	\$ 103.6	\$ 19.9	\$ (43.7)

(1) Represents the elimination of the loss on long-lived assets recorded by CMLP related to the sale of our assets in the Barnett Shale. For a further discussion of this loss on long-lived assets, see Item 1. Financial Statements, Note 3.

	Six Months Ended June 30, 2022			Six Months Ended June 30, 2021		
	Gathering and Processing North	Gathering and Processing South	Storage and Logistics	Gathering and Processing North	Gathering and Processing South	Storage and Logistics
Revenues	\$ 514.6	\$ 66.0	\$ 2,451.2	\$ 278.4	\$ 49.3	\$ 1,634.6
Intersegment revenues	279.0	—	(279.0)	189.5	—	(189.5)
Costs of product/services sold	456.4	—	2,121.2	236.7	0.4	1,373.9
Operations and maintenance expenses	51.2	14.3	23.5	24.1	12.0	22.5
Gain (loss) on long-lived assets, net	—	(60.2)	(4.1)	0.1	(1.3)	0.1
Earnings (loss) from unconsolidated affiliates, net	—	7.4	1.6	—	0.2	(131.0)
Crestwood Midstream EBITDA	\$ 286.0	\$ (1.1)	\$ 25.0	\$ 207.2	\$ 35.8	\$ (82.2)
Elimination of loss on long-lived assets ⁽¹⁾	—	53.3	—	—	—	—
Crestwood Equity EBITDA	\$ 286.0	\$ 52.2	\$ 25.0	\$ 207.2	\$ 35.8	\$ (82.2)

(1) Represents the elimination of the loss on long-lived assets recorded by CMLP related to the sale of our assets in the Barnett Shale. For a further discussion of this loss on long-lived assets, see Item 1. Financial Statements, Note 3.

Below is a discussion of the factors that impacted EBITDA by segment for the three and six months ended June 30, 2022 compared to the same periods in 2021.

Gathering and Processing North

EBITDA for our gathering and processing north segment increased by approximately \$49.1 million and \$78.8 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. On February 1, 2022, we completed the merger with Oasis Midstream, and as a result, we began reflecting the financial results of Oasis Midstream's Williston Basin operations in our gathering and processing north segment. For a further discussion of this merger, see Item 1. Financial Statements, Note 3.

Our gathering and processing north segment's revenues increased by approximately \$198.2 million and \$325.7 million during the three and six months ended June 30, 2022 compared to the same periods in 2021, while our costs of product/services sold increased by approximately \$130.3 million and \$219.7 million during those same periods. During the three and six months ended June 30, 2022, we recognized revenues of approximately \$92.0 million and \$155.5 million and product costs of approximately \$28.3 million and \$47.6 million, respectively, related to our Oasis Midstream Williston Basin operations. The remaining increases in our gathering and processing north segment's revenues and costs of product/services sold were primarily driven by our Arrow operations which experienced higher average commodity prices on its agreements under which it purchases and sells crude oil and natural gas, partially offset by lower volumes due to unusual winter weather conditions experienced in April and early May 2022 that unfavorably impacted our operations and our customers' operations during the three and six months ended June 30, 2022. During both the three and six months ended June 30, 2022, Arrow's realized prices on its commodity sales increased by more than 50% compared to the same periods in 2021. Arrow's natural gas gathering and processing volumes decreased by 16% and 13% during the three and six months ended June 30, 2022 compared to the same periods in 2021, and its crude oil volumes decreased by 32% during both the three and six months ended June 30, 2022 compared to the same periods in 2021.

Our gathering and processing north segment's operations and maintenance expenses increased by approximately \$18.5 million and \$27.1 million during the three and six months ended June 30, 2022 compared to the same periods in 2021, primarily due to our Oasis Midstream Williston Basin operations.

Gathering and Processing South

EBITDA for CMLP's gathering and processing south segment decreased by approximately \$48.4 million and \$36.9 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. CMLP's gathering and processing south segment's EBITDA was impacted by losses on long-lived assets we recorded during the three months ended June 30, 2022 related to our Barnett and legacy Granite Wash operations which are further described below. In addition, upon the completion of the merger with Oasis Midstream described above, we began reflecting the financial results of Oasis Midstream's Delaware Basin operations in our gathering and processing south segment.

Our gathering and processing south segment's revenues increased by approximately \$10.6 million and \$16.7 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. During the three and six months ended June 30, 2022, we recognized revenues of approximately \$5.5 million and \$8.8 million related to our Oasis Midstream Delaware Basin operations. The remaining increase in our gathering and processing south segment's revenues was primarily driven by the impact that higher commodity prices had on our gathering and processing contracts whose realized prices are partially based on commodity prices, and a 7% increase in our natural gas gathering volumes on our Barnett system during the six months ended June 30, 2022 compared to the same period in 2021. During the six months ended June 30, 2021, gathering volumes on our Barnett system were lower due to the extreme winter weather conditions experienced during that period.

Our gathering and processing south segment's operations and maintenance expenses increased by approximately \$1.9 million and \$2.3 million during the three and six months ended June 30, 2022 compared to the same periods in 2021, primarily due to our Oasis Midstream Delaware Basin operations.

CMLP's gathering and processing south segment's EBITDA was impacted by a loss on long-lived assets of approximately \$53.3 million during the three months ended June 30, 2022 related to our assets in the Barnett Shale which were sold on July 1, 2022. For a further discussion on the sale of our assets in the Barnett Shale, see Item 1. Financial Statements, Note 3. In addition, during the three months ended June 30, 2022, we recorded a loss on long-lived assets of approximately \$7.0 million related to the sale of parts inventory related to our legacy Granite Wash operations.

Our gathering and processing south segment's EBITDA was also impacted by an increase in equity earnings of approximately \$3.8 million and \$7.2 million from our Crestwood Permian equity investment during the three and six months ended June 30, 2022 compared to the same periods in 2021. During the three and six months ended June 30, 2022, Crestwood Permian experienced an increase in its natural gas gathering and processing revenues primarily due to the impact that higher commodity prices had on its gathering and processing contracts, and higher gathering and processing volumes which increased by more than 100% compared to the same periods in 2021.

EBITDA for CEQP's gathering and processing south segment increased by approximately \$4.9 million and \$16.4 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. The change in CEQP's gathering and processing south segment's EBITDA period over period was due to all of the factors discussed above for CMLP. However, CEQP did not record a loss on long-lived assets related to the reclassification of Barnett's net assets to current assets held for sale due to historical impairments previously recorded on Barnett's property, plant and equipment by CEQP, which is further discussed in Item 1. Financial Statements, Note 3.

Storage and Logistics

EBITDA for our storage and logistics segment increased by approximately \$53.2 million and \$107.2 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. Our storage and logistics segment's EBITDA for the three and six months ended June 30, 2021 was impacted by a reduction to the equity earnings from our Stagecoach Gas equity method investment as a result of recording our proportionate share of a loss on long-lived assets (including goodwill) recorded by the equity method investee as further discussed below.

Our storage and logistics segment's revenues increased by approximately \$309.6 million and \$727.1 million during the three and six months ended June 30, 2022 compared to the same periods in 2021, while our costs of product/services sold increased by approximately \$285.2 million and \$747.3 million during those same periods.

Our NGL marketing and logistics operations experienced an increase in revenues of approximately \$193.6 million and \$483.2 million during the three and six months ended June 30, 2022 compared to the same periods in 2021, and an increase in its costs of product/services sold of approximately \$173.1 million and \$502.4 million during those same periods. These increases were primarily driven by higher NGL prices as a result of overall increases in commodity prices during 2022 compared to 2021. Our

NGL marketing and logistics operations' costs of product/services sold was impacted by the effect that increasing commodity prices on our assets and liabilities from price risk management activities. Included in our costs of product/services sold was a loss of \$3.7 million and \$51.3 million during the three and six months ended June 30, 2022, and a loss of \$33.3 million and \$41.4 million during the three and six months ended June 30, 2021 related to our price risk management activities. These losses resulted in our revenues increasing more than our costs of product/services sold during the three months ended June 30, 2022, while during the six months ended June 30, 2022, these losses resulted in our costs of product/services sold increasing more than our revenues.

Our crude oil and natural gas marketing operations experienced an increase in revenues of approximately \$118.5 million and \$247.4 million during the three and six months ended June 30, 2022, compared to the same periods in 2021, and an increase in product costs of approximately \$111.5 million and \$244.7 million during those same periods. These increases were primarily driven by higher crude oil purchases and sales as a result of increases in commodity prices during 2022 compared to 2021, as well as an increase in marketing activity surrounding our natural gas-related operations driven by higher natural gas prices.

Our storage and logistics segment's EBITDA was impacted by a loss on long-lived assets of approximately \$4.1 million during the six months ended June 30, 2022 primarily due to the buyout of leases related to our exiting the crude oil railcar leasing business. For a further discussion of this matter, see Item 1. Financial Statements, Note 10.

Our storage and transportation segment's EBITDA was also impacted by a net increase in earnings from unconsolidated affiliates of approximately \$29.3 million and \$132.6 million during the three and six months ended June 30, 2022 compared to the same periods in 2021. During the three and six months ended June 30, 2021, our results included a loss from unconsolidated affiliates of approximately \$28.0 million and \$140.3 million from our Stagecoach Gas equity investment that was sold in mid-2021. This loss primarily related to a \$35.5 million and \$155.4 million reduction to the equity earnings recorded during the three and six months ended June 30, 2021 as a result of recording our proportionate share of a loss on long-lived assets (including goodwill) recorded by the equity method investee. In addition, our earnings from unconsolidated affiliates during the six months ended June 30, 2021 were also reduced by our proportionate share of transaction costs of approximately \$3.0 million related to the sale of the Stagecoach Gas equity investment. For a further discussion of this matter, see Item 1. Financial Statements, Note 5. During the three months ended June 30, 2022, earnings from our Tres Holdings equity investment increased by \$1.4 million compared to the same period in 2021, primarily due to its ability to capture additional storage and transportation opportunities as a result of higher natural gas prices during 2022 compared to 2021. During the six months ended June 30, 2022, earnings from our Tres Holdings equity investment decreased by \$7.3 million compared to the same period in 2021. During the six months ended June 30, 2021, Tres Holdings experienced higher revenues from natural gas inventory sales and an increase in demand for its storage and transportation services as a result of the unusually cold weather experienced during early 2021.

Other EBITDA Results

General and Administrative Expenses. During the three and six months ended June 30, 2022, our general and administrative expenses increased compared to the same periods in 2021, primarily due to transactions costs incurred in conjunction with the merger with Oasis Midstream. In addition, we also experienced higher unit-based compensation charges during the three and six months ended June 30, 2022 compared to the same periods in 2021, primarily due to higher average awards outstanding under our long-term incentive plans. Crestwood Equity's increase in its general and administrative expenses was partially offset by transaction costs it recorded during 2021 in conjunction with the Crestwood Holdings Transactions discussed in Item 1. Financial Statements, Note 11.

Items not affecting EBITDA include the following:

Depreciation, Amortization and Accretion Expense. During the three and six months ended June 30, 2022, our depreciation, amortization and accretion increased compared to the same periods in 2021, primarily due to the merger with Oasis Midstream.

Interest and Debt Expense, Net. During the three and six months ended June 30, 2022, interest and debt expense related to our senior notes increased due to the April 2029 Senior Notes assumed in conjunction with the merger with Oasis Midstream.

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

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
Credit facility	\$ 5.3	\$ 5.4	\$ 8.7	\$ 8.9
Senior notes	35.1	27.0	67.2	56.8
Other	0.4	2.7	1.3	5.6
Gross interest and debt expense	40.8	35.1	77.2	71.3
Less: capitalized interest	0.7	—	1.0	0.2
Interest and debt expense, net	\$ 40.1	\$ 35.1	\$ 76.2	\$ 71.1

Loss on Extinguishment of Debt. During the three and six months ended June 30, 2021, we recognized a loss on extinguishment of debt of approximately \$1.2 million and \$6.7 million in conjunction with the redemption of our 2023 Senior Notes.

Liquidity and Sources of Capital

Crestwood Equity is a holding company that derives all of its operating cash flow from its operating subsidiaries. Our principal sources of liquidity include cash generated by operating activities from our subsidiaries, distributions from our joint ventures, borrowings under the Crestwood Midstream credit facility, and sales of equity and debt securities. Our equity investments use cash from their respective operations and contributions from us to fund their operating activities, maintenance and growth capital expenditures, and service their outstanding indebtedness. We believe our liquidity sources and operating cash flows are sufficient to address our future operating, debt service and capital requirements.

We make quarterly cash distributions to our common unitholders within approximately 45 days after the end of each fiscal quarter in an aggregate amount equal to our available cash for such quarter. We also pay quarterly cash distributions of approximately \$15 million to our preferred unitholders and quarterly cash distributions of approximately \$10 million to Crestwood Niobrara LLC's non-controlling partner.

On July 14, 2022, we declared a quarterly cash distribution of \$0.655 per unit to our common unitholders with respect to the second quarter of 2022, which will be paid on August 12, 2022. Our Board of Directors evaluates the level of distributions to our common and preferred unitholders every quarter and considers a wide range of strategic, commercial, operational and financial factors, including current and projected operating cash flows. We believe our operating cash flows will exceed cash distributions to our partners, preferred unitholders and non-controlling partner, and as a result, we will have adequate operating cash flows as a source of liquidity for our growth capital expenditures.

In March 2021, Crestwood Equity's board of directors authorized a \$175 million common unit and preferred unit repurchase program effective through December 31, 2022. Pursuant to the program, we may purchase common and preferred units from time to time in the open market in accordance with applicable securities laws at current market prices. The timing and amount of purchases under the program will be determined based on growth capital opportunities, financial performance and outlook, and other factors, including acquisition opportunities and market conditions. The unit repurchase program does not obligate us to purchase any specific dollar amount or number of units and may be suspended or discontinued at any time.

As of June 30, 2022, we had \$812.2 million of available capacity under the Crestwood Midstream credit facility considering the most restrictive debt covenants in the credit agreement. Upon the closing of the merger with Oasis Midstream on February 1, 2022, the Crestwood Midstream credit facility was increased to \$1.5 billion. As of June 30, 2022, we were in compliance with all of our debt covenants applicable to the credit facility and senior notes. See Part I, Item 1. Financial Statements, Note 8 for a description of the covenants related to our credit facility. In conjunction with the acquisition of the First Reserve's 50% equity interest in Crestwood Permian, we assumed Crestwood Permian's credit facility, which provides for revolving loans, letters of credit and swing line loans in an aggregate principal amount of up to \$230 million. In addition, the Crestwood Permian credit facility has an accordion feature that allows Crestwood Permian to increase the available borrowings under the facility by up to an additional \$85 million, subject to certain conditions. As of July 11, 2022, outstanding borrowings under the Crestwood Permian credit facility were approximately \$140.8 million.

We may from time to time seek to retire or purchase our outstanding debt through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions, tender offers or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Cash Flows

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

	Six Months Ended	
	June 30,	
	2022	2021
Net cash provided by operating activities	\$ 252.0	\$ 293.5
Net cash provided by (used in) investing activities	\$ (206.4)	\$ 1.9
Net cash used in financing activities	\$ (45.1)	\$ (292.8)

Operating Activities

Our operating cash flows decreased by approximately \$41.5 million during the six months ended June 30, 2022 compared to the same period in 2021. The decrease was primarily driven by lower net cash inflow from working capital of approximately \$83.7 million primarily related to our storage and logistics operations which was impacted by higher commodity prices and its impact on its price risk management activities. In addition, we experienced higher general and administrative expenses of approximately \$28.4 million primarily due to transaction costs related to the merger with Oasis Midstream. Partially offsetting these decreases was the contribution from the Oasis Midstream operations acquired on February 1, 2022.

Investing Activities

Acquisition. On February 1, 2022, we completed the merger with Oasis Midstream, which was valued at approximately \$1.8 billion. We paid cash consideration of \$160 million, net of cash acquired of approximately \$14.9 million and issued approximately 33.8 million units to Oasis Midstream's unitholders. See Item 1, Financial Statements, Note 3 for a further discussion of the merger.

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

- growth capital expenditures, which are made to construct additional assets, expand and upgrade existing systems, or acquire additional assets; or
- maintenance capital expenditures, which are made to replace partially or fully depreciated assets, to maintain the existing operating capacity of our assets, extend their useful lives or comply with regulatory requirements.

As a result of the series of strategic transactions completed in July 2022, which include the acquisitions of Sendero and the remaining 50% equity interest in Crestwood Permian and the divestiture of our assets in the Barnett Shale, we currently estimate that our growth capital expenditures during 2022 will be approximately \$220 million to \$240 million. In addition, we expect to spend between approximately \$30 million and \$35 million on maintenance capital expenditures and approximately \$5 million to \$15 million on capital expenditures that are directly reimbursable by our customers. Our growth capital expenditures during the year will increase the services we can provide to our customers and the operating efficiencies of our systems. We expect to finance our capital expenditures with a combination of cash generated by our operating subsidiaries, distributions received from our equity investments and borrowings under our credit facility. Additional commitments or expenditures will be made at our discretion, and any discontinuation of these construction projects could result in less future operating cash flows and earnings.

The following table summarizes our capital expenditures for the six months ended June 30, 2022 (*in millions*):

Growth capital ⁽¹⁾	\$ 66.8
Maintenance capital	8.8
Other ⁽²⁾	2.6
Purchases of property, plant and equipment	\$ 78.2

(1) Includes \$3.2 million paid related to outstanding litigation on the construction of the Bear Den II cryogenic processing plant.

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

Investments in Unconsolidated Affiliates. During the six months ended June 30, 2022 and 2021, we contributed approximately \$6.5 million and \$6.9 million to our Tres Holdings equity investment primarily for its operating purposes. During the six months ended June 30, 2022 and 2021, we contributed approximately \$8.5 million and \$3.3 million to our Crestwood Permian equity investment primarily to fund its expansion projects.

Financing Activities

The following equity and debt transactions impacted our financing activities during the six months ended June 30, 2022:

Equity and Debt Transactions

- During the six months ended June 30, 2022, distributions to our partners increased by approximately \$39.4 million compared to the same period in 2021, primarily due to an increase in common units outstanding as a result of the units issued in conjunction with the merger with Oasis Midstream as well as an increase in our distribution per limited partner unit from \$0.625 per unit to \$0.655 per unit;
- During the six months ended June 30, 2022, our taxes paid for unit-based compensation vesting increased by approximately \$7.4 million compared to the same period in 2021, primarily due to higher vesting of unit-based compensation awards;
- During the six months ended June 30, 2022, we borrowed amounts under our revolving credit facility to fund the \$160.0 million of cash consideration paid to Oasis Petroleum in conjunction with the merger with Oasis Midstream and to repay approximately \$218.4 million outstanding under the Oasis Midstream credit facility assumed in conjunction with the merger;
- During the six months ended June 30, 2021, we paid approximately \$690.5 million to repurchase and cancel approximately \$687.2 million of our senior notes that were due in 2023;
- During the six months ended June 30, 2021, we received net proceeds of approximately \$691 million from the issuance of our senior notes due February 2029; and
- During the six months ended June 30, 2022, our other debt-related transactions resulted in net borrowings of \$17.3 million compared to net borrowings of \$127.2 million during the same period in 2021.

Guarantor Summarized Financial Information

Crestwood Midstream and Crestwood Midstream Finance Corp. are issuers of our debt securities (the Issuers). Crestwood Midstream is a holding company and owns no operating assets and has no significant operations independent of its subsidiaries. Crestwood Midstream Finance Corp. is Crestwood Midstream's 100% owned subsidiary and has no material assets or operations other than those related to its service as co-issuer of our senior notes. Obligations under Crestwood Midstream's senior notes and its credit facility are jointly and severally guaranteed by substantially all of its subsidiaries (collectively, the Guarantor Subsidiaries), except for Crestwood Infrastructure Holdings LLC, Crestwood Niobrara LLC, Crestwood Pipeline and Storage Northeast LLC, Powder River Basin Industrial Complex LLC, and Tres Palacios Holdings LLC and their respective subsidiaries (collectively, Non-Guarantor Subsidiaries). The assets and credit of our Non-Guarantor Subsidiaries are not available to satisfy the debts of the Issuers or Guarantor Subsidiaries, and the liabilities of our Non-Guarantor Subsidiaries do not constitute obligations of the Issuers or Guarantor Subsidiaries. For additional information regarding our credit facility and senior notes and related guarantees, see our 2021 Annual Report on Form 10-K and Item 1. Financial Statements, Note 8 of this Quarterly Report on Form 10-Q.

The following tables provide summarized financial information for the Issuers and Guarantor Subsidiaries (collectively, the Obligor Group) on a combined basis after elimination of significant intercompany balances and transactions between entities in the Obligor Group. The investment balances in the Non-Guarantor Subsidiaries have been excluded from the supplemental summarized combined financial information. Transactions with other related parties, including the Non-Guarantor Subsidiaries, represent affiliate transactions and are presented separately in the summarized combined financial information below.

Summarized Combined Balance Sheet Information (in millions)

	June 30, 2022	December 31, 2021
Current assets	\$ 835.2	\$ 574.3
Current assets - affiliates	\$ 71.2	\$ 8.4
Property, plant and equipment, net	\$ 3,058.5	\$ 2,161.5
Non-current assets	\$ 1,121.7	\$ 642.3
Current liabilities	\$ 602.8	\$ 578.9
Current liabilities - affiliates	\$ 37.0	\$ 14.7
Long-term debt, less current portion	\$ 2,929.3	\$ 2,052.1
Non-current liabilities	\$ 139.5	\$ 138.7

Summarized Combined Statement of Operations Information (in millions)

	Six Months Ended June 30, 2022
Revenues	\$ 2,762.6
Revenues - affiliates	\$ 231.9
Cost of products/services sold	\$ 2,371.8
Cost of products/services sold - affiliates	\$ 181.6
Operations and maintenance expenses ⁽¹⁾	\$ 78.3
General and administrative expenses ⁽²⁾	\$ 66.7
Operating income	\$ 100.5
Net income	\$ 24.1

(1) We have operating agreements with certain of our affiliates pursuant to which we charge them operations and maintenance expenses in accordance with their respective agreements, and these charges are reflected as a reduction of operations and maintenance expenses in our consolidated statements of operations. During the six months ended June 30, 2022, we charged \$14.8 million to our affiliates under these agreements.

(2) Includes \$15.0 million of net general and administrative expenses that were charged by our affiliates to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our interest rate risk and commodity price, market and credit risks are discussed in our 2021 Annual Report on Form 10-K. There have been no material changes in those exposures from December 31, 2021 to June 30, 2022.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

As of June 30, 2022, Crestwood Equity and Crestwood Midstream carried out an evaluation under the supervision and with the participation of their respective management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, as to the effectiveness, design and operation of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934, as amended (Exchange Act) Rules 13a-15(e) and 15d-15(e)). Crestwood Equity and Crestwood Midstream maintain controls and procedures designed to provide reasonable assurance that information required to be disclosed in their respective reports that are filed or submitted under the Exchange Act of 1934, as amended, are recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC, and that information is accumulated and communicated to their respective management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, as appropriate, to allow timely decisions regarding required disclosure. Such management, including the Chief Executive Officer and Chief Financial Officer of their General Partners, do not expect that the disclosure controls and procedures or the internal controls will prevent and/or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Crestwood Equity's and Crestwood Midstream's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and the Chief Executive Officer and Chief Financial Officer of their General Partners concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of June 30, 2022.

Changes in Internal Control over Financial Reporting

On February 1, 2022, we completed the merger with Oasis Midstream and have extended our controls and procedures surrounding our internal control processes that support our internal control over financial reporting to include Oasis Midstream's operations. Except for this matter, there were no changes to Crestwood Equity's or Crestwood Midstream's internal control over financial reporting during the three and six months ended June 30, 2022 that have materially affected, or are reasonably likely to materially affect Crestwood Equity's or Crestwood Midstream's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Part I, Item 1. Financial Statements, Note 9 to the Consolidated Financial Statements, of this Form 10-Q is incorporated herein by reference.

Item 1A. Risk Factors

Our business faces many risks. Any of the risks discussed elsewhere in this Form 10-Q or our other SEC filings could have a material impact on our business, financial position or results of operations. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations. For a detailed discussion of the risk factors that should be understood by any investor contemplating investment in our common units, see Part I, Item 1A. Risk Factors in our 2021 Annual Report on Form 10-K.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
2.1	Purchase and Sale Agreement, dated as of May 31, 2021 among Con Edison Gas Pipeline and Storage Northeast, LLC, Crestwood Pipeline and Storage Northeast LLC, as the Sellers, Stagecoach Gas Services LLC as the Company, Kinder Morgan Operating LLC “A” as Buyer, Con Edison Transmission, Inc. (solely for the limited purposes set forth therein) and Crestwood Midstream Partners LP (solely for the limited purposes set forth therein) (incorporated by reference to Exhibit 2.1 to Crestwood Equity Partners LP’s Form 8-K filed on June 1, 2021)
2.2	Equity Purchase Agreement, dated as of May 25, 2022, by and among Sendero Midstream Partners, LP, Energy Capital Partners III, LP, Energy Capital Partners III-A, LP, Energy Capital Partners III-B (Sendero IP), LP, Energy Capital Partners III-C (Sendero IP), LP, Carlsbad Co-Invest, LP, ECP III (Sendero Co-Invest) Corp, Sendero Midstream Management, LLC, Sendero Midstream GP, LLC, Crestwood Midstream Partners LP, Crestwood Sendero GP LLC, and Crestwood Equity Partners LP (solely for the limited purposes set forth therein) (incorporated by reference to Exhibit 2.1 to Crestwood Equity Partners LP’s Form 8-K filed on May 26, 2022)
2.3	Contribution Agreement, dated as of May 25, 2022, by and between FR XIII Crestwood Permian Basin Holdings LLC and Crestwood Equity Partners LP (incorporated by reference to Exhibit 2.2 to Crestwood Equity Partners LP’s Form 8-K filed on May 26, 2022)
3.1	Certificate of Limited Partnership of Inergy, L.P. (incorporated by reference to Exhibit 3.1 to Inergy, L.P.’s Registration Statement on Form S-1 filed on March 14, 2001)
3.2	Certificate of Correction of Certificate of Limited Partnership of Inergy, L.P. (incorporated by reference to Exhibit 3.1 to Inergy, L.P.’s Form 10-Q filed on May 12, 2003)
3.3	Amendment to the Certificate of Limited Partnership of Crestwood Equity Partners LP (the “Company”) (f/k/a Inergy, L.P.) dated as of October 7, 2013 (incorporated herein by reference to Exhibit 3.2 to Crestwood Equity Partners LP’s Form 8-K filed on October 10, 2013)
3.4	Certificate of Formation of Inergy GP, LLC (incorporated by reference to Exhibit 3.5 to Inergy, L.P.’s Registration Statement on Form S-1/A filed on May 7, 2001)
3.5	Certificate of Amendment of Crestwood Equity GP LLC (the “General Partner”) (f/k/a Inergy GP, LLC) dated as of October 7, 2013 (incorporated by reference to Exhibit 3.3A to Crestwood Equity Partners LP’s Form 10-Q filed on November 8, 2013)
3.6	First Amended and Restated Limited Liability Company Agreement of Inergy GP, LLC dated as of September 27, 2012 (incorporated by reference to Exhibit 3.1 to Inergy, L.P.’s Form 8-K filed on September 27, 2012)
3.7	Amendment No. 1 to the First Amended and Restated Limited Liability Company Agreement of the General Partner entered into and effective as of October 7, 2013 (incorporated by reference to Exhibit 3.4A to Crestwood Equity Partners LP’s Form 10-Q filed on November 8, 2013)
3.8	Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP dated as of April 11, 2014 (incorporated herein by reference to Exhibit 3.1 to Crestwood Equity Partners LP’s Form 8-K filed on April 11, 2014)
3.9	First Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP entered into and effective as of September 30, 2015 (incorporated by reference to Exhibit 3.1 to Crestwood Equity Partner LP’s Form 8-K filed on October 1, 2015)
3.10	Second Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP entered into and effective as of November 8, 2017 (incorporated by reference to Exhibit 3.1 to Crestwood Equity Partners LP’s Form 8-K filed on November 13, 2017)
3.11	Third Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP entered into and effective as of May 30, 2018 (incorporated by reference to Exhibit 3.1 to Crestwood Equity Partners LP’s Form 8-K filed on June 4, 2018)
3.12	Second Amended and Restated Agreement of Limited Partnership of Crestwood Midstream Partners LP, dated as of September 30, 2015 (incorporated by reference to Exhibit 3.1 to Crestwood Midstream Partners LP’s Form 8-K filed on October 1, 2015)
3.13	Certificate of Formation of NRG M GP, LLC (incorporated herein by reference to Exhibit 3.7 to Inergy Midstream, L.P.’s Form S-1/A filed on November 21, 2011)

- 3.14 [Amended and Restated Limited Liability Company Agreement of NRGM GP, LLC, dated December 21, 2011 \(incorporated herein by reference to Exhibit 3.2 to Inergy Midstream, L.P.'s Form 8-K filed on December 22, 2011\)](#)
- 3.15 [Amendment No. 1 to the Amended and Restated Limited Liability Company Agreement of Crestwood Midstream GP LLC \(f/k/a NRGM GP, LLC\) \(incorporated herein by reference to Exhibit 3.39 to Crestwood Midstream Partners LP's Form S-4/A filed on October 28, 2013\)](#)
- 3.16 [Fourth Amendment to the Fifth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP entered into and effective as of June 28, 2019 \(incorporated by reference to Exhibit 3.1 to Crestwood Equity Partners LP's Form 8-K filed on June 28, 2019\)](#)
- 3.17 [Sixth Amended and Restated Agreement of Limited Partnership of Crestwood Equity Partners LP dated August 20, 2021 \(incorporated by reference to Exhibit 3.1 to Crestwood Equity Partners LP's Form 8-K filed on August 20, 2021\)](#)
- 3.18 [Second Amended and Restated Limited Liability Company Agreement of Crestwood Equity GP LLC dated August 20, 2021 \(incorporated by reference to Exhibit 3.2 to Crestwood Equity Partners LP's Form 8-K on August 20, 2021\)](#)
- *4.1 [Supplemental Indenture, dated as of July 1, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee](#)
- *4.2 [Supplemental Indenture, dated as of July 1, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and Regions Bank as trustee](#)
- *4.3 [Fifth Supplemental Indenture, dated as of July 20, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee](#)
- *4.4 [Second Supplemental Indenture, dated as of July 20, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee](#)
- *4.5 [Second Supplemental Indenture, dated as of July 20, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee](#)
- *4.6 [Second Supplemental Indenture, dated as of July 20, 2022, among Crestwood Midstream Partners LP, Crestwood Midstream Finance Corp., the guarantors named therein and Regions Bank, as trustee](#)
- 10.1 [Registration Rights Agreement, dated July 11, 2022, by and between Crestwood Equity Partners LP and FR XIII Crestwood Permian Basin Holdings LLC \(incorporated by reference to Exhibit 10.1 to Crestwood Equity Partners LP's Form 8-K filed on July 15, 2022\)](#)
- 10.2 [Director Nomination and Voting Support Agreement, dated July 11, 2022, by and among Crestwood Equity Partners LP, Crestwood Equity GP LLC, and FR XIII Crestwood Permian Basin Holdings LLC \(incorporated by reference to Exhibit 10.2 to Crestwood Equity Partners LP's Form 8-K filed on July 15, 2022\)](#)
- 10.3 [First Amendment to Amended and Restated Credit Agreement, dated as of April 13, 2022, by and among CPB Subsidiary Holdings LLC, Crestwood Permian Basin Holdings LLC, Wells Fargo Bank, National Association, the institutions set forth on Schedule 1 thereto and the other Lenders party thereto \(incorporated by reference to Exhibit 10.3 to Crestwood Equity Partners LP's Form 8-K filed on July 15, 2022\)](#)
- *31.1 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended - Crestwood Equity Partners LP](#)
- *31.2 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended - Crestwood Equity Partners LP](#)
- *31.3 [Certification of Chief Executive Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended - Crestwood Midstream Partners LP](#)
- *31.4 [Certification of Chief Financial Officer pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\) of the Securities Exchange Act, as amended - Crestwood Midstream Partners LP](#)
- *32.1 [Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Crestwood Equity Partners LP](#)

*32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Crestwood Equity Partners LP
*32.3	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Crestwood Midstream Partners LP
*32.4	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Crestwood Midstream Partners LP
**101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
**101.SCH	Inline XBRL Taxonomy Extension Schema Document
**101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
**101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
**101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
**101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (contained in Exhibit 101)
*	Filed herewith
**	Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURE

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

CRESTWOOD EQUITY PARTNERS LP

By: CRESTWOOD EQUITY GP LLC
(its general partner)

Date: July 28, 2022

By: /s/ ROBERT T. HALPIN

Robert T. Halpin
President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

CRESTWOOD MIDSTREAM PARTNERS LP

By: CRESTWOOD MIDSTREAM GP LLC
(its general partner)

Date: July 28, 2022

By: /s/ ROBERT T. HALPIN

Robert T. Halpin
President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE (this "**Supplemental Indenture**"), is dated as of July 1, 2022, among Crestwood Midstream Partners LP, a Delaware limited partnership (the "**Company**"), Crestwood Midstream Finance Corporation, a Delaware corporation (the "**Co-Issuer**" and, together, with the Company, the "**Issuers**"), each existing Guarantor under each of the Indentures referred to below and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee under each of the Indentures referred to below (the "**Trustee**").

WITNESSETH:

WHEREAS, the Issuers and the existing Guarantors have heretofore executed and delivered to the Trustee (i) an indenture, dated as of March 14, 2017 (as it may have been heretofore amended or supplemented, the "**2017 Indenture**"), providing for the issuance of the Issuers' 5.75% Senior Notes due 2025 (the "**2025 Notes**"), (ii) an indenture, dated as of April 15, 2019 (as it may have been heretofore amended or supplemented, the "**2019 Indenture**"), providing for the issuance of the Issuers' 5.625% Senior Notes due 2027 (the "**2027 Notes**"), and (iii) an indenture, dated as of January 21, 2021 (as it may have been heretofore amended or supplemented, the "**2021 Indenture**" and together with the 2017 Indenture and the 2019 Indenture, the "**Indentures**"), providing for the issuance of the Issuers' 6.00% Senior Notes due 2029 (the "**2029 Notes**" and, together with the 2025 Notes and the 2027 Notes, the "**Notes**");

WHEREAS, Section 10.05 of each Indenture provides that the Note Guarantee of a Guarantor will be automatically released in connection with any sale, transfer or other disposition of Capital Stock of a Guarantor after which such Guarantor is no longer a Restricted Subsidiary of the Company, if the sale, transfer or other disposition does not violate Section 4.10 of such Indenture;

WHEREAS, pursuant to the transactions contemplated by that certain Purchase and Sale Agreement by and between the Company and EnLink Midstream Operating, LP, dated May 19, 2022, the Capital Stock of Crestwood Gas Services Operating LLC, a Delaware limited liability company ("**Crestwood Gas**"), and its wholly owned subsidiaries, Crestwood Gas Services Operating GP LLC, a Delaware limited liability company ("**Crestwood Gas GP**"), Cowtown Gas Processing Partners L.P., a Texas limited partnership ("**Cowtown Gas Processing**"), and Cowtown Pipeline Partners L.P., a Texas limited partnership ("**Cowtown Pipeline**" and together with Crestwood Gas, Crestwood Gas GP and Cowtown Gas Processing, the "**Barnett Entities**"), were sold in a manner that did not violate Section 4.10 of each Indenture, and after which the Barnett Entities were no longer Restricted Subsidiaries of the Company;

WHEREAS, pursuant to Section 9.01(9) of each of the Indentures, the Trustee, the Issuers and the existing Guarantors are authorized to execute and deliver this Supplemental Indenture, without the consent of any Holder of any of the Notes, to acknowledge the release of any Guarantor from its Note Guarantee.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, the Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. DEFINED TERMS. Defined terms used herein without definition shall have the meanings assigned to them in the respective Indenture.

2. **RELEASE OF NOTE GUARANTEES.** In sole reliance on the Officer's Certificate and the Opinion of Counsel delivered to the Trustee on the date hereof, the Trustee acknowledges that each of the Barnett Entities is unconditionally released from its Note Guarantee, and accordingly, that each of the Barnett Entities is no longer a party to the Indentures.

3. **NO RECOURSE AGAINST OTHERS.** No past, present or future director, manager, officer, employee, incorporator, stockholder, member or partner of either of the Issuers, any parent entity of the Company or any Subsidiary of the Company, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, the Indenture, this Supplemental Indenture, the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

4. **RATIFICATION OF EACH INDENTURE; SUPPLEMENTAL INDENTURE PART OF EACH INDENTURE.** Except as expressly amended hereby, each Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of each Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

5. **GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

6. **COUNTERPARTS.** The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

7. **EFFECT OF HEADINGS.** The Section headings of this Supplemental Indenture have been inserted for convenience of reference only and are not to be considered part of this Supplemental Indenture or the Indenture and will in no way modify or restrict any of the terms or provisions hereof or thereof.

8. **SEVERABILITY.** In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired thereby.

9. **TRUSTEE MAKES NO REPRESENTATION.** The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture. The recitals and statements herein are deemed to be those of the Issuers and the Guarantors and not those of the Trustee, and the Trustee assumes no responsibility for their correctness.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its general partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

GUARANTORS:

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

**U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as successor in interest
to U.S. BANK NATIONAL ASSOCIATION, as Trustee**

By: /s/ Alejandro Hoyos
Name: Alejandro Hoyos
Title: Vice President

Signature Page to Supplemental Indenture

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”), is dated as of July 1, 2022, among Crestwood Midstream Partners LP, a Delaware limited partnership and the successor to Oasis Midstream Partners LP (the “**Company**”), Crestwood Midstream Finance Corporation, a Delaware corporation and the successor to OMP Finance Corp. (the “**Co-Issuer**” and, together, with the Company, the “**Issuers**”), each existing Guarantor under the Indenture referred to below and Regions Bank, as trustee under the Indenture referred to below (the “**Trustee**”).

WITNESSETH:

WHEREAS, the Issuers and the existing Guarantors have heretofore executed and delivered to the Trustee an indenture, dated as of March 30, 2021 (as it may have been heretofore amended or supplemented, the “**Indenture**”), providing for the issuance of the Issuers’ 8.000% Senior Notes due 2029 (the “**Notes**”);

WHEREAS, Section 10.05 of the Indenture provides that the Note Guarantee of a Guarantor will be automatically released in connection with any sale or other disposition of Capital Stock of a Guarantor after which such Guarantor is no longer a Restricted Subsidiary of the Company, if the sale or other disposition does not violate Section 4.10 of the Indenture and such Guarantor ceases to be a Restricted Subsidiary as a result of the sale or other disposition;

WHEREAS, pursuant to the transactions contemplated by that certain Purchase and Sale Agreement by and between the Company and EnLink Midstream Operating, LP, dated May 19, 2022, the Capital Stock of Crestwood Gas Services Operating LLC, a Delaware limited liability company (“**Crestwood Gas**”), and its wholly owned subsidiaries, Crestwood Gas Services Operating GP LLC, a Delaware limited liability company (“**Crestwood Gas GP**”), Cowtown Gas Processing Partners L.P., a Texas limited partnership (“**Cowtown Gas Processing**”), and Cowtown Pipeline Partners L.P., a Texas limited partnership (“**Cowtown Pipeline**” and together with Crestwood Gas, Crestwood Gas GP and Cowtown Gas Processing, the “**Barnett Entities**”), were sold in a manner that did not violate Section 4.10 of the Indenture, and after which the Barnett Entities were no longer Restricted Subsidiaries of the Company;

WHEREAS, pursuant to Section 9.01(a)(8) of the Indenture, the Trustee, the Issuers and the existing Guarantors are authorized to execute and deliver this Supplemental Indenture, without the consent of any Holder of any of the Notes, to evidence the release of any Guarantor from its Note Guarantee.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Issuers, the Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. **DEFINED TERMS.** Defined terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. **RELEASE OF NOTE GUARANTEES.** In sole reliance on the Officer’s Certificate and the Opinion of Counsel delivered to the Trustee on the date hereof, the Trustee acknowledges that each of the Barnett Entities is unconditionally released from its Note Guarantee, and accordingly, that each of the Barnett Entities is no longer a party to the Indenture.

3. **RATIFICATION OF EACH INDENTURE; SUPPLEMENTAL INDENTURE PART OF EACH INDENTURE.** Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

4. **NO RECOURSE AGAINST OTHERS.** No director, officer, employee, incorporator or stockholder of any of the Issuers or any Guarantor, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, the Indenture, or the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

5. **NEW YORK LAW TO GOVERN. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.**

6. **COUNTERPARTS.** The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The words "execution," "signed," "signature," "delivery," and words of like import in or relating to this Supplemental Indenture or any document to be signed in connection with this Supplemental Indenture shall be deemed to include electronic signatures, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, and the parties hereto consent to conduct the transactions contemplated hereunder by electronic means.

7. **EFFECT OF HEADINGS.** The Section headings herein are for convenience only and shall not affect the construction hereof.

8. **THE TRUSTEE.** The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by each Guaranteeing Subsidiary and the Company.

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its general partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

GUARANTORS:

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Supplemental Indenture

REGIONS BANKS, as Trustee

By: /s/ Doug Milner
Name: Doug Milner
Title: Senior Vice President

Signature Page to Supplemental Indenture

FIFTH SUPPLEMENTAL INDENTURE

FIFTH SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”) to the Indenture (as defined below), dated as of July 20, 2022, by and among Crestwood Sendero GP LLC, a Delaware limited liability company (“**GP Buyer**”), Sendero Midstream Partners, LP, a Delaware limited partnership (“**Sendero LP**”), Sendero Midstream Holdings, LLC, a Delaware limited liability company and direct wholly owned subsidiary of Sendero LP (“**Sendero Midstream Holdings**”), Sendero Carlsbad Midstream, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Midstream**”), and Sendero Carlsbad Finance, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Finance**” and, together with GP Buyer, Sendero LP, Sendero Midstream Holdings, and Sendero Carlsbad Midstream, the “**New Guarantors**”), each a Domestic Subsidiary of Crestwood Midstream Partners LP, a Delaware limited partnership (the “**Company**”), the Company, Crestwood Midstream Finance Corporation, a Delaware corporation (the “**Co-Issuer**” and, together, with the Company, the “**Issuers**”), each existing Guarantor under the Indenture (as set forth on Schedule A attached hereto, collectively, the “**Existing Guarantors**”) and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee under the Indenture referred to below (the “**Trustee**”).

WITNESSETH

WHEREAS, the Issuers and the Existing Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended and supplemented to the date hereof, the “**Indenture**”), dated as of March 14, 2017, providing for the issuance of the Issuers’ 5.75% Senior Notes due 2025 (the “**Notes**”);

WHEREAS, on May 25, 2022, the Company entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with Energy Capital Partners III, LP, a Delaware limited partnership, Energy Capital Partners III-A, LP, a Delaware limited partnership, Energy Capital Partners III-B (Sendero IP), LP, a Delaware limited partnership, Energy Capital Partners III-C (Sendero IP), LP, a Delaware limited partnership, Carlsbad Co-Invest, LP, a Delaware limited partnership, ECP III (Sendero Co-Invest) Corp, a Delaware corporation, Sendero Midstream Management, LLC, a Delaware limited liability company, Sendero Midstream GP, LLC, a Delaware limited liability company (“**Sendero GP**”), GP Buyer and, solely for the purposes of Section 8.14 of the Purchase Agreement, Crestwood Equity Partners LP, a Delaware limited partnership;

WHEREAS, on July 11, 2022 (the “**Effective Date**”), pursuant to the consummation of the transactions contemplated under the Purchase Agreement (the “**Transactions**”), the Company purchased all of the outstanding limited partnership interests in Sendero LP, and GP Buyer purchased all of the general partner interests in Sendero LP;

WHEREAS, upon the consummation of the Transactions, the Company was admitted as the sole limited partner of Sendero LP;

WHEREAS, upon the consummation of the Transactions, Buyer GP was admitted as the general partner of Sendero LP;

WHEREAS, as a result of the Transactions, each of the New Guarantors became a Domestic Subsidiary of the Company;

WHEREAS, Section 4.15 of the Indenture provides that under the circumstances set forth therein, the New Guarantors shall execute and deliver to the Trustee a supplemental indenture pursuant to which the New Guarantors shall unconditionally guarantee all of the Issuers' Obligations under the Indenture and the Notes on the terms and conditions set forth herein (the "**Note Guarantee**"); and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee, the Issuers and the Existing Guarantors are authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Guarantors, the Issuers, the Existing Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. **DEFINED TERMS.** Defined terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. **AGREEMENT TO GUARANTEE.** The New Guarantors hereby unconditionally Guarantee, jointly and severally with all Existing Guarantors, on the terms and subject to the conditions set forth in Article 10 of the Indenture and agrees to be bound by all other applicable provisions of the Indenture and the Notes and to perform all of the obligations and agreements of a Guarantor under the Indenture.

3. **NO RECOURSE AGAINST OTHERS.** No past, present or future director, manager, officer, employee, incorporator, stockholder, member or partner of either of the Issuers, any parent entity of the Company or any Subsidiary of the Company, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, this Indenture, the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

4. **NOTICES.** All notices or other communications to the New Guarantors shall be given as provided in Section 12.02 of the Indenture.

5. **RATIFICATION OF INDENTURE; SUPPLEMENTAL INDENTURES PART OF INDENTURE.** Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

6. **GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

7. **COUNTERPARTS.** The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

8. EFFECT OF HEADINGS. The Section headings of this Supplemental Indenture have been inserted for convenience of reference only and are not to be considered part of this Supplemental Indenture or the Indenture and will in no way modify or restrict any of the terms or provisions hereof or thereof.

9. SEVERABILITY. In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired thereby.

10. TRUSTEE MAKES NO REPRESENTATION. The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture. The recitals and statements herein are deemed to be those of the Issuers and the Guarantors and not those of the Trustee, and the Trustee assumes no responsibility for their correctness.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

Dated: July 20, 2022

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as successor in interest
to U.S. Bank National Association, as Trustee

By: /s/ Alejandro Hoyos
Name: Alejandro Hoyos
Title: Vice President

Signature Page to Crestwood 2025 Supplemental Indenture

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

SENDERO MIDSTREAM PARTNERS, LP

By: Crestwood Sendero GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

SENDERO MIDSTREAM HOLDINGS, LLC

By: Sendero Midstream Partners, LP, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

SENDERO CARLSBAD MIDSTREAM, LLC

SENDERO CARLSBAD FINANCE, LLC

By: Sendero Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2025 Supplemental Indenture

SCHEDULE A

1. ARROW FIELD SERVICES, LLC
2. ARROW MIDSTREAM HOLDINGS, LLC
3. ARROW PIPELINE, LLC
4. ARROW WATER, LLC
5. ARROW WATER SERVICES LLC
6. BEARTOOTH DEVCO LLC
7. BIGHORN DEVCO LLC
8. BOBCAT DEVCO LLC
9. CMLP TRES MANAGER LLC
10. CMLP TRES OPERATOR LLC
11. CRESTWOOD APPALACHIA PIPELINE LLC
12. CRESTWOOD ARKANSAS PIPELINE LLC
13. CRESTWOOD CRUDE LOGISTICS LLC
14. CRESTWOOD CRUDE SERVICES LLC
15. CRESTWOOD CRUDE TERMINALS LLC
16. CRESTWOOD CRUDE TRANSPORTATION LLC
17. CRESTWOOD DAKOTA PIPELINES LLC
18. CRESTWOOD ENERGY SERVICES LLC
19. CRESTWOOD MARCELLUS MIDSTREAM LLC
20. CRESTWOOD MARCELLUS PIPELINE LLC
21. CRESTWOOD MIDSTREAM OPERATIONS LLC
22. CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
23. CRESTWOOD OPERATIONS LLC
24. CRESTWOOD PANHANDLE PIPELINE LLC
25. CRESTWOOD PIPELINE LLC
26. CRESTWOOD SALES & SERVICES INC.
27. CRESTWOOD SERVICES LLC
28. CRESTWOOD TRANSPORTATION LLC
29. E. MARCELLUS ASSET COMPANY, LLC
30. FINGER LAKES LPG STORAGE, LLC
31. STELLAR PROPANE SERVICE, LLC
32. PANTHER DEVCO LLC
33. ROUGH RIDER MIDSTREAM SERVICES LLC
34. ROUGH RIDER OPERATING LLC

SECOND SUPPLEMENTAL INDENTURE

SECOND SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”) to the Indenture (as defined below), dated as of July 20, 2022, by and among Crestwood Sendero GP LLC, a Delaware limited liability company (“**GP Buyer**”), Sendero Midstream Partners, LP, a Delaware limited partnership (“**Sendero LP**”), Sendero Midstream Holdings, LLC, a Delaware limited liability company and direct wholly owned subsidiary of Sendero LP (“**Sendero Midstream Holdings**”), Sendero Carlsbad Midstream, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Midstream**”), and Sendero Carlsbad Finance, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Finance**” and, together with GP Buyer, Sendero LP, Sendero Midstream Holdings, and Sendero Carlsbad Midstream, the “**New Guarantors**”), each a Domestic Subsidiary of Crestwood Midstream Partners LP, a Delaware limited partnership (the “**Company**”), the Company, Crestwood Midstream Finance Corporation, a Delaware corporation (the “**Co-Issuer**” and, together, with the Company, the “**Issuers**”), each existing Guarantor under the Indenture (as set forth on Schedule A attached hereto, collectively, the “**Existing Guarantors**”) and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee under the Indenture referred to below (the “**Trustee**”).

WITNESSETH

WHEREAS, the Issuers and the Existing Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended and supplemented to the date hereof, the “**Indenture**”), dated as of April 15, 2019, providing for the issuance of the Issuers’ 5.625% Senior Notes due 2027 (the “**Notes**”);

WHEREAS, on May 25, 2022, the Company entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with Energy Capital Partners III, LP, a Delaware limited partnership, Energy Capital Partners III-A, LP, a Delaware limited partnership, Energy Capital Partners III-B (Sendero IP), LP, a Delaware limited partnership, Energy Capital Partners III-C (Sendero IP), LP, a Delaware limited partnership, Carlsbad Co-Invest, LP, a Delaware limited partnership, ECP III (Sendero Co-Invest) Corp, a Delaware corporation, Sendero Midstream Management, LLC, a Delaware limited liability company, Sendero Midstream GP, LLC, a Delaware limited liability company (“**Sendero GP**”), GP Buyer and, solely for the purposes of Section 8.14 of the Purchase Agreement, Crestwood Equity Partners LP, a Delaware limited partnership;

WHEREAS, on July 11, 2022 (the “**Effective Date**”), pursuant to the consummation of the transactions contemplated under the Purchase Agreement (the “**Transactions**”), the Company purchased all of the outstanding limited partnership interests in Sendero LP, and GP Buyer purchased all of the general partner interests in Sendero LP;

WHEREAS, upon the consummation of the Transactions, the Company was admitted as the sole limited partner of Sendero LP;

WHEREAS, upon the consummation of the Transactions, Buyer GP was admitted as the general partner of Sendero LP;

WHEREAS, as a result of the Transactions, each of the New Guarantors became a Domestic Subsidiary of the Company;

WHEREAS, Section 4.15 of the Indenture provides that under the circumstances set forth therein, the New Guarantors shall execute and deliver to the Trustee a supplemental indenture pursuant to which the New Guarantors shall unconditionally guarantee all of the Issuers' Obligations under the Indenture and the Notes on the terms and conditions set forth herein (the "Note Guarantee"); and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee, the Issuers and the Existing Guarantors are authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Guarantors, the Issuers, the Existing Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. **DEFINED TERMS.** Defined terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. **AGREEMENT TO GUARANTEE.** The New Guarantors hereby unconditionally Guarantee, jointly and severally with all Existing Guarantors, on the terms and subject to the conditions set forth in Article 10 of the Indenture and agrees to be bound by all other applicable provisions of the Indenture and the Notes and to perform all of the obligations and agreements of a Guarantor under the Indenture.

3. **NO RECOURSE AGAINST OTHERS.** No past, present or future director, manager, officer, employee, incorporator, stockholder, member or partner of either of the Issuers, any parent entity of the Company or any Subsidiary of the Company, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, this Indenture, the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

4. **NOTICES.** All notices or other communications to the New Guarantors shall be given as provided in Section 12.02 of the Indenture.

5. **RATIFICATION OF INDENTURE; SUPPLEMENTAL INDENTURES PART OF INDENTURE.** Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

6. **GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

7. **COUNTERPARTS.** The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

8. EFFECT OF HEADINGS. The Section headings of this Supplemental Indenture have been inserted for convenience of reference only and are not to be considered part of this Supplemental Indenture or the Indenture and will in no way modify or restrict any of the terms or provisions hereof or thereof.

9. SEVERABILITY. In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired thereby.

10. TRUSTEE MAKES NO REPRESENTATION. The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture. The recitals and statements herein are deemed to be those of the Issuers and the Guarantors and not those of the Trustee, and the Trustee assumes no responsibility for their correctness.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

Dated: July 20, 2022

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as successor in interest
to U.S. Bank National Association, as Trustee

By: /s/ Alejandro Hoyos
Name: Alejandro Hoyos
Title: Vice President

Signature Page to Crestwood 2027 Supplemental Indenture

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

SENDERO MIDSTREAM PARTNERS, LP

By: Crestwood Sendero GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

SENDERO MIDSTREAM HOLDINGS, LLC

By: Sendero Midstream Partners, LP, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**SENDERO CARLSBAD MIDSTREAM, LLC
SENDERO CARLSBAD FINANCE, LLC**

By: Sendero Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2027 Supplemental Indenture

SCHEDULE A

1. ARROW FIELD SERVICES, LLC
2. ARROW MIDSTREAM HOLDINGS, LLC
3. ARROW PIPELINE, LLC
4. ARROW WATER, LLC
5. ARROW WATER SERVICES LLC
6. BEARTOOTH DEVCO LLC
7. BIGHORN DEVCO LLC
8. BOBCAT DEVCO LLC
9. CMLP TRES MANAGER LLC
10. CMLP TRES OPERATOR LLC
11. CRESTWOOD APPALACHIA PIPELINE LLC
12. CRESTWOOD ARKANSAS PIPELINE LLC
13. CRESTWOOD CRUDE LOGISTICS LLC
14. CRESTWOOD CRUDE SERVICES LLC
15. CRESTWOOD CRUDE TERMINALS LLC
16. CRESTWOOD CRUDE TRANSPORTATION LLC
17. CRESTWOOD DAKOTA PIPELINES LLC
18. CRESTWOOD ENERGY SERVICES LLC
19. CRESTWOOD MARCELLUS MIDSTREAM LLC
20. CRESTWOOD MARCELLUS PIPELINE LLC
21. CRESTWOOD MIDSTREAM OPERATIONS LLC
22. CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
23. CRESTWOOD OPERATIONS LLC
24. CRESTWOOD PANHANDLE PIPELINE LLC
25. CRESTWOOD PIPELINE LLC
26. CRESTWOOD SALES & SERVICES INC.
27. CRESTWOOD SERVICES LLC
28. CRESTWOOD TRANSPORTATION LLC
29. E. MARCELLUS ASSET COMPANY, LLC
30. FINGER LAKES LPG STORAGE, LLC
31. STELLAR PROPANE SERVICE, LLC
32. PANTHER DEVCO LLC
33. ROUGH RIDER MIDSTREAM SERVICES LLC
34. ROUGH RIDER OPERATING LLC

SECOND SUPPLEMENTAL INDENTURE

SECOND SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”) to the Indenture (as defined below), dated as of July 20, 2022, by and among Crestwood Sendero GP LLC, a Delaware limited liability company (“**GP Buyer**”), Sendero Midstream Partners, LP, a Delaware limited partnership (“**Sendero LP**”), Sendero Midstream Holdings, LLC, a Delaware limited liability company and direct wholly owned subsidiary of Sendero LP (“**Sendero Midstream Holdings**”), Sendero Carlsbad Midstream, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Midstream**”), and Sendero Carlsbad Finance, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Finance**” and, together with GP Buyer, Sendero LP, Sendero Midstream Holdings, and Sendero Carlsbad Midstream, the “**New Guarantors**”), each a Domestic Subsidiary of Crestwood Midstream Partners LP, a Delaware limited partnership (the “**Company**”), the Company, Crestwood Midstream Finance Corporation, a Delaware corporation (the “**Co-Issuer**” and, together, with the Company, the “**Issuers**”), each existing Guarantor under the Indenture (as set forth on Schedule A attached hereto, collectively, the “**Existing Guarantors**”) and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee under the Indenture referred to below (the “**Trustee**”).

WITNESSETH

WHEREAS, the Issuers and the Existing Guarantors have heretofore executed and delivered to the Trustee an indenture (as amended and supplemented to the date hereof, the “**Indenture**”), dated as of January 21, 2021, providing for the issuance of the Issuers’ 6.00% Senior Notes due 2029 (the “**Notes**”);

WHEREAS, on May 25, 2022, the Company entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with Energy Capital Partners III, LP, a Delaware limited partnership, Energy Capital Partners III-A, LP, a Delaware limited partnership, Energy Capital Partners III-B (Sendero IP), LP, a Delaware limited partnership, Energy Capital Partners III-C (Sendero IP), LP, a Delaware limited partnership, Carlsbad Co-Invest, LP, a Delaware limited partnership, ECP III (Sendero Co-Invest) Corp, a Delaware corporation, Sendero Midstream Management, LLC, a Delaware limited liability company, Sendero Midstream GP, LLC, a Delaware limited liability company (“**Sendero GP**”), GP Buyer and, solely for the purposes of Section 8.14 of the Purchase Agreement, Crestwood Equity Partners LP, a Delaware limited partnership;

WHEREAS, on July 11, 2022 (the “**Effective Date**”), pursuant to the consummation of the transactions contemplated under the Purchase Agreement (the “**Transactions**”), the Company purchased all of the outstanding limited partnership interests in Sendero LP, and GP Buyer purchased all of the general partner interests in Sendero LP;

WHEREAS, upon the consummation of the Transactions, the Company was admitted as the sole limited partner of Sendero LP;

WHEREAS, upon the consummation of the Transactions, Buyer GP was admitted as the general partner of Sendero LP;

WHEREAS, as a result of the Transactions, each of the New Guarantors became a Domestic Subsidiary of the Company;

WHEREAS, Section 4.15 of the Indenture provides that under the circumstances set forth therein, the New Guarantors shall execute and deliver to the Trustee a supplemental indenture pursuant to which the New Guarantors shall unconditionally guarantee all of the Issuers' Obligations under the Indenture and the Notes on the terms and conditions set forth herein (the "**Note Guarantee**"); and

WHEREAS, pursuant to Section 9.01 of the Indenture, the Trustee, the Issuers and the Existing Guarantors are authorized to execute and deliver this Supplemental Indenture.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Guarantors, the Issuers, the Existing Guarantors and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders as follows:

1. **DEFINED TERMS.** Defined terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. **AGREEMENT TO GUARANTEE.** The New Guarantors hereby unconditionally Guarantee, jointly and severally with all Existing Guarantors, on the terms and subject to the conditions set forth in Article 10 of the Indenture and agrees to be bound by all other applicable provisions of the Indenture and the Notes and to perform all of the obligations and agreements of a Guarantor under the Indenture.

3. **NO RECOURSE AGAINST OTHERS.** No past, present or future director, manager, officer, employee, incorporator, stockholder, member or partner of either of the Issuers, any parent entity of the Company or any Subsidiary of the Company, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, this Indenture, the Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

4. **NOTICES.** All notices or other communications to the New Guarantors shall be given as provided in Section 12.02 of the Indenture.

5. **RATIFICATION OF INDENTURE; SUPPLEMENTAL INDENTURES PART OF INDENTURE.** Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

6. **GOVERNING LAW. THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.**

7. **COUNTERPARTS.** The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or PDF transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture for all purposes. Signatures of the parties hereto transmitted by facsimile or PDF shall be deemed to be their original signatures for all purposes.

8. EFFECT OF HEADINGS. The Section headings of this Supplemental Indenture have been inserted for convenience of reference only and are not to be considered part of this Supplemental Indenture or the Indenture and will in no way modify or restrict any of the terms or provisions hereof or thereof.

9. SEVERABILITY. In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions will not in any way be affected or impaired thereby.

10. TRUSTEE MAKES NO REPRESENTATION. The Trustee makes no representation as to the validity or sufficiency of this Supplemental Indenture. The recitals and statements herein are deemed to be those of the Issuers and the Guarantors and not those of the Trustee, and the Trustee assumes no responsibility for their correctness.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

Dated: July 20, 2022

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2029 Supplemental Indenture

U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION, as successor in interest
to U.S. Bank National Association, as Trustee

By: /s/ Alejandro Hoyos
Name: Alejandro Hoyos
Title: Vice President

Signature Page to Crestwood 2029 Supplemental Indenture

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2029 Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2029 Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2029 Supplemental Indenture

SENDERO MIDSTREAM PARTNERS, LP

By: Crestwood Sendero GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

SENDERO MIDSTREAM HOLDINGS, LLC

By: Sendero Midstream Partners, LP, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**SENDERO CARLSBAD MIDSTREAM, LLC
SENDERO CARLSBAD FINANCE, LLC**

By: Sendero Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to Crestwood 2029 Supplemental Indenture

SCHEDULE A

1. ARROW FIELD SERVICES, LLC
2. ARROW MIDSTREAM HOLDINGS, LLC
3. ARROW PIPELINE, LLC
4. ARROW WATER, LLC
5. ARROW WATER SERVICES LLC
6. BEARTOOTH DEVCO LLC
7. BIGHORN DEVCO LLC
8. BOBCAT DEVCO LLC
9. CMLP TRES MANAGER LLC
10. CMLP TRES OPERATOR LLC
11. CRESTWOOD APPALACHIA PIPELINE LLC
12. CRESTWOOD ARKANSAS PIPELINE LLC
13. CRESTWOOD CRUDE LOGISTICS LLC
14. CRESTWOOD CRUDE SERVICES LLC
15. CRESTWOOD CRUDE TERMINALS LLC
16. CRESTWOOD CRUDE TRANSPORTATION LLC
17. CRESTWOOD DAKOTA PIPELINES LLC
18. CRESTWOOD ENERGY SERVICES LLC
19. CRESTWOOD MARCELLUS MIDSTREAM LLC
20. CRESTWOOD MARCELLUS PIPELINE LLC
21. CRESTWOOD MIDSTREAM OPERATIONS LLC
22. CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
23. CRESTWOOD OPERATIONS LLC
24. CRESTWOOD PANHANDLE PIPELINE LLC
25. CRESTWOOD PIPELINE LLC
26. CRESTWOOD SALES & SERVICES INC.
27. CRESTWOOD SERVICES LLC
28. CRESTWOOD TRANSPORTATION LLC
29. E. MARCELLUS ASSET COMPANY, LLC
30. FINGER LAKES LPG STORAGE, LLC
31. STELLAR PROPANE SERVICE, LLC
32. PANTHER DEVCO LLC
33. ROUGH RIDER MIDSTREAM SERVICES LLC
34. ROUGH RIDER OPERATING LLC

SECOND SUPPLEMENTAL INDENTURE

SECOND SUPPLEMENTAL INDENTURE (this “**Supplemental Indenture**”) to the Indenture (as defined below), dated as of July 20, 2022, by and among Crestwood Sendero GP LLC, a Delaware limited liability company (“**GP Buyer**”), Sendero Midstream Partners, LP, a Delaware limited partnership (“**Sendero LP**”), Sendero Midstream Holdings, LLC, a Delaware limited liability company and direct wholly owned subsidiary of Sendero LP (“**Sendero Midstream Holdings**”), Sendero Carlsbad Midstream, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Midstream**”), and Sendero Carlsbad Finance, LLC, a Delaware limited liability company and indirect wholly owned subsidiary of Sendero LP (“**Sendero Carlsbad Finance**” and, together with GP Buyer, Sendero LP, Sendero Midstream Holdings, and Sendero Carlsbad Midstream, the “**Guaranteeing Subsidiaries**”), each a Domestic Subsidiary of Crestwood Midstream Partners LP, a Delaware limited partnership (the “**Company**”) and the successor to Oasis Midstream Partners LP (“**OMP**”), the Company, Crestwood Midstream Finance Corporation, a Delaware corporation and the successor to OMP Finance Corp. (the “**Co-Issuer**” and, together, with the Company, the “**Issuers**”), each existing Guarantor under the Indenture (as set forth on Schedule A attached hereto, collectively, the “**Existing Guarantors**”) and Regions Bank, as trustee under the Indenture referred to below (the “**Trustee**”).

WITNESSETH

WHEREAS, the Issuers and the Existing Guarantors executed and delivered to the Trustee an indenture (as amended and supplemented to the date hereof, the “**Indenture**”), dated as of March 30, 2021, providing for the issuance of 8.000% Senior Notes due 2029 (the “**Notes**”);

WHEREAS, on May 25, 2022, the Company entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with Energy Capital Partners III, LP, a Delaware limited partnership, Energy Capital Partners III-A, LP, a Delaware limited partnership, Energy Capital Partners III-B (Sendero IP), LP, a Delaware limited partnership, Energy Capital Partners III-C (Sendero IP), LP, a Delaware limited partnership, Carlsbad Co-Invest, LP, a Delaware limited partnership, ECP III (Sendero Co-Invest) Corp, a Delaware corporation, Sendero Midstream Management, LLC, a Delaware limited liability company, Sendero Midstream GP, LLC, a Delaware limited liability company (“**Sendero GP**”), GP Buyer and, solely for the purposes of Section 8.14 of the Purchase Agreement, Crestwood Equity Partners LP, a Delaware limited partnership;

WHEREAS, on July 11, 2022 (the “**Effective Date**”), pursuant to the consummation of the transactions contemplated under the Purchase Agreement (the “**Transactions**”), the Company purchased all of the outstanding limited partnership interests in Sendero LP, and GP Buyer purchased all of the general partner interests in Sendero LP;

WHEREAS, upon the consummation of the Transactions, the Company was admitted as the sole limited partner of Sendero LP;

WHEREAS, upon the consummation of the Transactions, Buyer GP was admitted as the general partner of Sendero LP;

WHEREAS, as a result of the Transactions, each Guaranteeing Subsidiary became a Domestic Subsidiary of the Company;

WHEREAS, Section 4.15 of the Indenture provides that if, after the Issue Date, any Restricted Subsidiary of the Company (including any Subsidiary acquired or created after the Issue Date), as successor to OMP, that is not already a Guarantor, (1) guarantees any Indebtedness of an issuer of the Notes or any Guarantor or (2) is a Domestic Subsidiary and is an obligor with respect to any Indebtedness under any Debt Facility, then, in either case, that Restricted Subsidiary will become a Guarantor by executing a supplemental indenture in substantially the form of Exhibit E to the Indenture and delivering an Officer's Certificate and an Opinion of Counsel satisfactory to the Trustee, in each case within 30 Business Days after the date that Subsidiary guaranteed or became obligated with respect to such Indebtedness;

WHEREAS, Section 10.03 of the Indenture provides that, in the event the Issuers or any of their Restricted Subsidiaries creates or acquires any Subsidiary after the Issue Date, if required by Section 4.15 of the Indenture, the Issuers will cause such Subsidiary to comply with the provisions of Section 4.15 and Article 10 of the Indenture, to the extent applicable; and

WHEREAS, Section 9.01 of the Indenture permits, without the consent of any Holder of the Notes, the Issuers, the Guarantors and the Trustee to amend or supplement the Indenture, the Notes or the Note Guarantees to add any additional Guarantor; and

WHEREAS, Section 9.01 of the Indenture provides that, upon the request of the Issuers authorizing the execution of any amended or supplemental indenture in accordance with Section 9.01 of the Indenture, and upon receipt by the Trustee of the documents described in Section 7.02 of the Indenture, subject to Section 9.05, the Trustee will join with the Issuers and the Guarantors in the execution of any amended or supplemental indenture authorized or permitted by the terms of the Indenture and to make any further appropriate agreements and stipulations that may be therein contained.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the Company, the Co-Issuer, each entity qualifying as a Guarantor immediately prior to the execution of this Supplemental Indenture, each Guaranteeing Subsidiary and the Trustee mutually covenant and agree for the equal and ratable benefit of the Holders of the Notes as follows:

1. CAPITALIZED TERMS. Capitalized terms used herein without definition shall have the meanings assigned to them in the Indenture.

2. AGREEMENT TO GUARANTEE. Subject to Article 10 of the Indenture, each Guaranteeing Subsidiary, jointly and severally with the other Guarantors, unconditionally guarantees to each Holder of a Note authenticated and delivered by the Trustee and to the Trustee and its successors and assigns, that: (a) the principal of, premium on, if any, and interest, if any, on, the Notes will be promptly paid in full when due, whether at maturity, by acceleration, redemption or otherwise, and interest on the overdue principal of, premium on, if any, and interest, if any, on, the Notes, if lawful, and all other obligations of the Issuers to the Holders or the Trustee under the Indenture or the Notes will be promptly paid in full or performed, all in accordance with the terms of the Indenture and the Notes; and (b) in case of any extension of time of payment or renewal of any Notes or any of such other obligations, that the same will be promptly paid in full when due or performed in accordance with the terms of the extension or renewal, whether at stated maturity, by acceleration or otherwise.

3. NO RECOURSE AGAINST OTHERS. No director, officer, employee, incorporator or stockholder of any of the Issuers or any Guarantor, as such, will have any liability for any obligations of the Issuers or the Guarantors under the Notes, the Indenture, or the

Note Guarantees or for any claim based on, in respect of, or by reason of, such obligations or their creation. Each Holder of Notes by accepting a Note waives and releases all such liability. The waiver and release are part of the consideration for issuance of the Notes.

4. NEW YORK LAW TO GOVERN. THE INTERNAL LAW OF THE STATE OF NEW YORK SHALL GOVERN AND BE USED TO CONSTRUE THIS SUPPLEMENTAL INDENTURE WITHOUT GIVING EFFECT TO APPLICABLE PRINCIPLES OF CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

5. COUNTERPARTS. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The words “execution,” “signed,” “signature,” “delivery,” and words of like import in or relating to this Supplemental Indenture or any document to be signed in connection with this Supplemental Indenture shall be deemed to include electronic signatures, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, and the parties hereto consent to conduct the transactions contemplated hereunder by electronic means.

6. EFFECT OF HEADINGS. The Section headings herein are for convenience only and shall not affect the construction hereof.

7. THE TRUSTEE. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made solely by each Guaranteeing Subsidiary and the Company.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed and attested, all as of the date first above written.

CRESTWOOD MIDSTREAM PARTNERS LP

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD MIDSTREAM FINANCE CORP.

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

**ARROW MIDSTREAM HOLDINGS, LLC
CMLP TRES MANAGER LLC
CMLP TRES OPERATOR LLC
CRESTWOOD APPALACHIA PIPELINE LLC
CRESTWOOD CRUDE SERVICES LLC
CRESTWOOD ENERGY SERVICES LLC
CRESTWOOD MARCELLUS PIPELINE LLC
CRESTWOOD MIDSTREAM OPERATIONS LLC
CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
CRESTWOOD OPERATIONS LLC
CRESTWOOD PIPELINE LLC
ROUGH RIDER OPERATING LLC
ROUGH RIDER MIDSTREAM SERVICES LLC
CRESTWOOD SENDERO GP LLC**

By: Crestwood Midstream Partners LP, its Sole Member

By: Crestwood Midstream GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**ARROW FIELD SERVICES, LLC
ARROW PIPELINE, LLC
ARROW WATER, LLC
ARROW WATER SERVICES LLC**

By: Arrow Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

**CRESTWOOD ARKANSAS PIPELINE LLC
CRESTWOOD PANHANDLE PIPELINE LLC**

By: Crestwood Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE LOGISTICS LLC
FINGER LAKES LPG STORAGE, LLC**

By: Crestwood Midstream Operations LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD CRUDE TERMINALS LLC
CRESTWOOD CRUDE TRANSPORTATION LLC
CRESTWOOD DAKOTA PIPELINES LLC**

By: Crestwood Crude Logistics LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

CRESTWOOD MARCELLUS MIDSTREAM LLC

By: Crestwood Marcellus Pipeline LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

E. MARCELLUS ASSET COMPANY, LLC

By: Crestwood Marcellus Midstream LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

CRESTWOOD SALES & SERVICE INC.

By: Crestwood Services LLC, its Sole Shareholder

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

**CRESTWOOD TRANSPORTATION LLC
STELLAR PROPANE SERVICE, LLC**

By: Crestwood Services LLC, its Sole Member

By: /s/ Michael K. Post
Name: Michael K. Post
Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

CRESTWOOD SERVICES LLC

By: Crestwood Operations LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

BEARTOOTH DEVCO LLC

BIGHORN DEVCO LLC

BOBCAT DEVCO LLC

PANTHER DEVCO LLC

By: Rough Rider Operating LLC, its Managing Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

SENDERO MIDSTREAM PARTNERS, LP

By: Crestwood Sendero GP LLC, its General Partner

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

SENDERO MIDSTREAM HOLDINGS, LLC

By: Sendero Midstream Partners, LP, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

**SENDERO CARLSBAD MIDSTREAM, LLC
SENDERO CARLSBAD FINANCE, LLC**

By: Sendero Midstream Holdings, LLC, its Sole Member

By: /s/ Michael K. Post

Name: Michael K. Post

Title: Vice President, Associate General Counsel & Corporate Secretary

Signature Page to OMP 2029 Supplemental Indenture

REGIONS BANK, as Trustee

By: /s/ Doug Milner
Name: Doug Milner
Title: Senior Vice President

Signature Page to OMP 2029 Supplemental Indenture

SCHEDULE A

1. ARROW FIELD SERVICES, LLC
2. ARROW MIDSTREAM HOLDINGS, LLC
3. ARROW PIPELINE, LLC
4. ARROW WATER, LLC
5. ARROW WATER SERVICES LLC
6. BEARTOOTH DEVCO LLC
7. BIGHORN DEVCO LLC
8. BOBCAT DEVCO LLC
9. CMLP TRES MANAGER LLC
10. CMLP TRES OPERATOR LLC
11. CRESTWOOD APPALACHIA PIPELINE LLC
12. CRESTWOOD ARKANSAS PIPELINE LLC
13. CRESTWOOD CRUDE LOGISTICS LLC
14. CRESTWOOD CRUDE SERVICES LLC
15. CRESTWOOD CRUDE TERMINALS LLC
16. CRESTWOOD CRUDE TRANSPORTATION LLC
17. CRESTWOOD DAKOTA PIPELINES LLC
18. CRESTWOOD ENERGY SERVICES LLC
19. CRESTWOOD MARCELLUS MIDSTREAM LLC
20. CRESTWOOD MARCELLUS PIPELINE LLC
21. CRESTWOOD MIDSTREAM OPERATIONS LLC
22. CRESTWOOD OHIO MIDSTREAM PIPELINE LLC
23. CRESTWOOD OPERATIONS LLC
24. CRESTWOOD PANHANDLE PIPELINE LLC
25. CRESTWOOD PIPELINE LLC
26. CRESTWOOD SALES & SERVICES INC.
27. CRESTWOOD SERVICES LLC
28. CRESTWOOD TRANSPORTATION LLC
29. E. MARCELLUS ASSET COMPANY, LLC
30. FINGER LAKES LPG STORAGE, LLC
31. STELLAR PROPANE SERVICE, LLC
32. PANTHER DEVCO LLC
33. ROUGH RIDER MIDSTREAM SERVICES LLC
34. ROUGH RIDER OPERATING LLC

CERTIFICATIONS

I, Robert G. Phillips, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crestwood Equity Partners LP (the “registrant”);
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 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 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: July 28, 2022

/s/ Robert G. Phillips

Robert G. Phillips
Founder, Chairman and Chief Executive Officer

CERTIFICATIONS

I, Robert T. Halpin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crestwood Equity Partners LP (the “registrant”);
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 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 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: July 28, 2022

/s/ Robert T. Halpin

Robert T. Halpin
President and Chief Financial Officer

CERTIFICATIONS

I, Robert G. Phillips, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crestwood Midstream Partners LP (the “registrant”);
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 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 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: July 28, 2022

/s/ Robert G. Phillips

Robert G. Phillips
Founder, Chairman and Chief Executive Officer

CERTIFICATIONS

I, Robert T. Halpin, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Crestwood Midstream Partners LP (the “registrant”);
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 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 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: July 28, 2022

/s/ Robert T. Halpin

Robert T. Halpin
President and Chief Financial Officer

Certification of the Chief Executive Officer
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 Crestwood Equity Partners LP (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert G. Phillips, Chief Executive Officer of Crestwood Equity Partners LP, certify, pursuant to 18 U.S.C. § 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.

/s/ Robert G. Phillips

Robert G. Phillips
Chief Executive Officer

July 28, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of the Chief Financial Officer
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 Crestwood Equity Partners LP (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert T. Halpin, Chief Financial Officer of Crestwood Equity Partners LP, certify, pursuant to 18 U.S.C. § 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.

/s/ Robert T. Halpin

Robert T. Halpin
Chief Financial Officer

July 28, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of the Chief Executive Officer
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 Crestwood Midstream Partners LP (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert G. Phillips, Chief Executive Officer of Crestwood Midstream Partners LP, certify, pursuant to 18 U.S.C. § 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.

/s/ Robert G. Phillips

Robert G. Phillips
Chief Executive Officer

July 28, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Certification of the Chief Financial Officer
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 Crestwood Midstream Partners LP (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert T. Halpin, Chief Financial Officer of Crestwood Midstream Partners LP, certify, pursuant to 18 U.S.C. § 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.

/s/ Robert T. Halpin

Robert T. Halpin
Chief Financial Officer

July 28, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.