

Summit Midstream Partners, LP
Form 10-Q
August 09, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q
(Mark One)

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

For the quarterly period ended June 30, 2016

or

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

For the transition period from to
Commission file number: 001-35666

Summit Midstream Partners, LP

(Exact name of registrant as specified in its charter)

Delaware 45-5200503
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1790 Hughes Landing Blvd, Suite 500 77380
The Woodlands, TX (Zip Code)
(Address of principal executive offices)

(832) 413-4770
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

Large
accelerated
Accelerated filer
filer

Smaller reporting company
filer

(Do
not
check

if
a
smaller
reporting
company)

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

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

Class	As of July 31, 2016
Common Units	66,588,168 units
General Partner Units	1,354,700 units

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Glossary of Terms

adjusted EBITDA: EBITDA plus our proportional adjusted EBITDA for equity method investees, adjustments related to MVC shortfall payments, deferred purchase price obligation expense, impairments and other noncash expenses or losses, less income (loss) from equity method investees and other noncash income or gains

AMI: area of mutual interest; AMIs require that any production from wells drilled by our customers within the AMI be shipped on our gathering systems and/or processed by our processing facilities

associated natural gas: a form of natural gas which is found with deposits of petroleum, either dissolved in the oil or as a free gas cap above the oil in the reservoir

Bbl: one barrel; used for crude oil and produced water and equivalent to 42 U.S. gallons

Bcf: one billion cubic feet

condensate: a natural gas liquid with a low vapor pressure, mainly composed of propane, butane, pentane and heavier hydrocarbon fractions

conventional resource basin: a basin where natural gas or crude oil production is developed from a well drilled into a geologic formation in which the reservoir and fluid characteristics permit the crude oil and natural gas to readily flow to the wellbore; also referred to as a conventional resource play

delivery point: the point where hydrocarbons or produced water are delivered into a gathering system, processing or fractionation facility or downstream transportation pipeline

distributable cash flow: adjusted EBITDA plus cash interest received and cash taxes received, less cash interest paid, senior notes interest adjustment, cash taxes paid and maintenance capital expenditures

dry gas: natural gas primarily composed of methane where heavy hydrocarbons and water either do not exist or have been removed through processing or treating

EBITDA: net income or loss, plus interest expense, income tax expense and depreciation and amortization, less interest income and income tax benefit

end users: the ultimate users and consumers of transported energy products

hub: geographic location of a storage facility and multiple pipeline interconnections

LACT unit: lease automatic custody transfer unit; a system for ownership transfer of hydrocarbons or produced water from the production site to trucks, pipelines or storage tanks

Mbbl: one thousand barrels

Mbbl/d: one thousand barrels per day

Mcf: one thousand cubic feet

Mcfe: the equivalent of one thousand cubic feet; generally calculated when liquids are converted into gas; determined using a ratio of six Mcf of natural gas to one barrel of crude oil

MMBtu: one million British Thermal Units

MMcf: one million cubic feet

MMcf/d: one million cubic feet per day

MQD: minimum quarterly distribution; SMLP's partnership agreement has established a minimum quarterly distribution of \$0.40 per unit per quarter, or \$1.60 per unit per year

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MVC: minimum volume commitment; an MVC contractually obligates a customer to ship natural gas, crude oil and/or produced water and/or use processing services for a minimum quantity of volume throughput

NGLs: natural gas liquids; the combination of ethane, propane, normal butane, iso-butane and natural gasolines that, when removed from unprocessed natural gas streams, become liquid under various levels of higher pressure and lower temperature

play: a proven geological formation that contains commercial amounts of hydrocarbons

produced water: water from underground geologic formations that is brought to the surface during the crude oil production process

receipt point: the point where hydrocarbons or produced water are received by or into a gathering system or transportation pipeline

residue gas: the natural gas remaining after being processed and/or treated

segment adjusted EBITDA: calculated as total revenues less total costs and expenses; plus (i) other income excluding interest income, (ii) our proportional adjusted EBITDA for equity method investees, (iii) depreciation and amortization, (iv) adjustments related to MVC shortfall payments, (v) impairments and (vi) other noncash expenses or losses, less other noncash income or gains.

shortfall payment: the payment received from a counterparty when its volume throughput does not meet or exceed its MVC for the applicable period

tailgate: refers to the point at which processed residue natural gas and NGLs leave a processing facility for end-use markets

Tcf: one trillion cubic feet

throughput volume: the volume of natural gas, crude oil or produced water transported or passing through a pipeline, plant or other facility during a particular period; also referred to as volume throughput

unconventional resource basin: a basin where natural gas or crude oil production is developed from unconventional sources that require hydraulic fracturing as part of the completion process, for instance, natural gas produced from shale formations and coalbeds; also referred to as an unconventional resource play

wellhead: the equipment at the surface of a well used to control the well's pressure; also, the point at which the hydrocarbons and water exit the ground

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2016	December 31, 2015
	(In thousands)	
Assets		
Current assets:		
Cash and cash equivalents	\$6,743	\$21,793
Accounts receivable	48,305	89,581
Other current assets	2,138	3,573
Total current assets	57,186	114,947
Property, plant and equipment, net	1,846,147	1,812,783
Intangible assets, net	441,961	461,310
Investment in equity method investees	711,021	751,168
Goodwill	16,211	16,211
Other noncurrent assets	8,748	8,253
Total assets	\$3,081,274	\$3,164,672
Liabilities and Partners' Capital		
Current liabilities:		
Trade accounts payable	\$21,597	\$40,808
Due to affiliate	183	1,149
Deferred revenue	—	677
Ad valorem taxes payable	7,658	10,271
Accrued interest	17,483	17,483
Accrued environmental remediation	8,026	7,900
Other current liabilities	13,781	13,297
Total current liabilities	68,728	91,585
Long-term debt	1,312,539	1,267,270
Deferred purchase price obligation	532,355	—
Deferred revenue	48,196	45,486
Noncurrent accrued environmental remediation	3,886	5,764
Other noncurrent liabilities	8,031	7,268
Total liabilities	1,973,735	1,417,373
Commitments and contingencies (Note 15)		
Common limited partner capital (66,588 units issued and outstanding at June 30, 2016 and 42,063 units issued and outstanding at December 31, 2015)	1,068,680	744,977
Subordinated limited partner capital (0 units issued and outstanding at June 30, 2016 and 24,410 units issued and outstanding at December 31, 2015)	—	213,631
General partner interests (1,355 units issued and outstanding at June 30, 2016 and December 31, 2015)	27,822	25,634
Noncontrolling interest	11,037	—
Summit Investments' equity in contributed subsidiaries	—	763,057
Total partners' capital	1,107,539	1,747,299
Total liabilities and partners' capital	\$3,081,274	\$3,164,672

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

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three months ended		Six months ended	
	June 30,		June 30,	
	2016	2015	2016	2015
	(In thousands, except per-unit amounts)			
Revenues:				
Gathering services and related fees	\$76,187	\$69,754	\$154,287	\$138,194
Natural gas, NGLs and condensate sales	8,581	11,967	16,169	24,580
Other revenues	4,867	5,133	9,750	10,167
Total revenues	89,635	86,854	180,206	172,941
Costs and expenses:				
Cost of natural gas and NGLs	6,864	8,574	13,154	18,015
Operation and maintenance	23,410	23,595	49,252	46,385
General and administrative	12,876	11,632	25,755	23,231
Transaction costs	122	822	1,296	932
Depreciation and amortization	27,963	26,019	55,691	51,549
Loss (gain) on asset sales, net	74	(214)	11	(214)
Long-lived asset impairment	569	—	569	—
Total costs and expenses	71,878	70,428	145,728	139,898
Other income	19	—	41	1
Interest expense	(16,035)	(15,599)	(31,917)	(30,503)
Deferred purchase price obligation expense	(17,465)	—	(24,928)	—
(Loss) income before income taxes	(15,724)	827	(22,326)	2,541
Income tax (expense) benefit	(360)	263	(283)	(167)
Loss from equity method investees	(34,471)	(3,486)	(31,611)	(7,254)
Net loss	\$(50,555)	\$(2,396)	\$(54,220)	\$(4,880)
Less:				
Net (loss) income attributable to Summit Investments	—	(5,381)	2,745	(9,532)
Net loss attributable to noncontrolling interest	(268)	—	(224)	—
Net (loss) income attributable to SMLP	(50,287)	2,985	(56,741)	4,652
Less net (loss) income attributable to general partner, including IDRs	935	1,891	2,746	3,459
Net (loss) income attributable to limited partners	\$(51,222)	\$1,094	\$(59,487)	\$1,193
(Loss) earnings per limited partner unit:				
Common unit – basic	\$(0.77)	\$0.05	\$(0.89)	\$0.04
Common unit – diluted	\$(0.77)	\$0.05	\$(0.89)	\$0.04
Subordinated unit – basic and diluted		\$(0.03)		\$(0.01)
Weighted-average limited partner units outstanding:				
Common units – basic	66,587	38,278	66,540	36,369
Common units – diluted	66,587	38,461	66,540	36,477
Subordinated units – basic and diluted		24,410		24,410

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

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UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL

	Partners' capital Limited partners			Summit Investments'	Total
	Common	Subordinated	General partner	equity in contributed subsidiaries	
	(In thousands)				
Partners' capital, January 1, 2015	\$649,060	\$ 293,153	\$24,676	\$ 863,789	\$1,830,678
Net income (loss)	715	478	3,459	(9,532)	(4,880)
Distributions to unitholders	(38,769)	(27,462)	(4,388)	—	(70,619)
Unit-based compensation	3,049	—	—	—	3,049
Tax withholdings on vested SMLP LTIP awards	(936)	—	—	—	(936)
Issuance of common units, net of offering costs	222,119	—	—	—	222,119
Contribution from general partner	—	—	4,737	—	4,737
Cash advance from Summit Investments to contributed subsidiaries, net	—	—	—	286,799	286,799
Purchase of Polar and Divide	—	—	—	(290,000)	(290,000)
Excess of acquired carrying value over consideration paid for Polar and Divide	77,423	46,100	2,521	(126,044)	—
Expenses paid by Summit Investments on behalf of contributed subsidiaries	—	—	—	13,352	13,352
Capitalized interest allocated from Summit Investments to contributed subsidiaries	—	—	—	558	558
Class B membership interest noncash compensation	—	—	—	502	502
Partners' capital, June 30, 2015	\$912,661	\$ 312,269	\$31,005	\$ 739,424	\$1,995,359

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SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
 (continued)

	Partners' capital			Noncontrolling interest	Summit Investments' equity in contributed subsidiaries	Total
	Limited partners		General			
	Common	Subordinated partner	partner			
	(In thousands)					
Partners' capital, January 1, 2016	\$744,977	\$213,631	\$25,634	\$—	\$763,057	\$1,747,299
Net (loss) income	(60,527)	1,040	2,746	(224)	2,745	(54,220)
Distributions to unitholders	(62,475)	(14,034)	(5,511)	—	—	(82,020)
Unit-based compensation	3,665	—	—	—	—	3,665
Tax withholdings on vested SMLP LTIP awards	(796)	—	—	—	—	(796)
Subordinated units conversion	200,637	(200,637)	—	—	—	—
Purchase of 2016 Drop Down Assets	—	—	—	—	(866,858)	(866,858)
Establishment of noncontrolling interest	—	—	—	11,261	(11,261)	—
Distribution of debt related to Carve-Out Financial Statements of Summit Investments	—	—	—	—	342,926	342,926
Excess of acquired carrying value over consideration paid for 2016 Drop Down Assets	243,044	—	4,953	—	(247,997)	—
Cash advance from Summit Investments to contributed subsidiaries, net	—	—	—	—	12,214	12,214
Expenses paid by Summit Investments on behalf of contributed subsidiaries	—	—	—	—	4,821	4,821
Capitalized interest allocated from Summit Investments to contributed subsidiaries	—	—	—	—	223	223
Class B membership interest noncash compensation	155	—	—	—	130	285
Partners' capital, June 30, 2016	\$1,068,680	\$—	\$27,822	\$11,037	\$—	\$1,107,539

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

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SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six months ended	
	June 30,	
	2016	2015
	(In thousands)	
Cash flows from operating activities:		
Net loss	\$(54,220)	\$(4,880)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	55,957	52,012
Amortization of deferred loan costs	1,947	2,196
Deferred purchase price obligation expense	24,928	—
Unit-based and noncash compensation	3,950	3,551
Loss from equity method investees	31,611	7,254
Distributions from equity method investees	24,181	13,869
Loss (gain) on asset sales, net	11	(214)
Long-lived asset impairment	569	—
Write-off of debt issuance costs	—	727
Changes in operating assets and liabilities:		
Accounts receivable	41,276	36,778
Trade accounts payable	1,447	(2,031)
Due to affiliate	(966)	5,162
Change in deferred revenue	2,033	5,845
Ad valorem taxes payable	(2,613)	(2,413)
Accrued interest	—	(1,375)
Accrued environmental remediation	(1,752)	(10,196)
Other, net	3,141	(1,289)
Net cash provided by operating activities	131,500	104,996
Cash flows from investing activities:		
Capital expenditures	(91,372)	(131,517)
Contributions to equity method investees	(15,645)	(64,396)
Acquisitions of gathering systems from affiliate, net of acquired cash	(359,431)	(292,941)
Other, net	(435)	238
Net cash used in investing activities	(466,883)	(488,616)

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SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (continued)

	Six months ended June 30,	
	2016	2015
	(In thousands)	
Cash flows from financing activities:		
Distributions to unitholders	(82,020)	(70,619)
Borrowings under revolving credit facility	439,300	257,000
Repayments under revolving credit facility	(50,300)	(151,000)
Repayments under term loan	—	(177,500)
Deferred loan costs	(2,766)	(136)
Proceeds from issuance of common units, net	—	222,119
Contribution from general partner	—	4,737
Cash advance from Summit Investments to contributed subsidiaries, net	12,214	286,799
Expenses paid by Summit Investments on behalf of contributed subsidiaries	4,821	13,352
Other, net	(916)	(936)
Net cash provided by financing activities	320,333	383,816
Net change in cash and cash equivalents	(15,050)	196
Cash and cash equivalents, beginning of period	21,793	27,811
Cash and cash equivalents, end of period	\$6,743	\$28,007
Supplemental cash flow disclosures:		
Cash interest paid	\$31,464	\$30,331
Less capitalized interest	1,779	1,361
Interest paid (net of capitalized interest)	\$29,685	\$28,970
Cash paid for taxes	\$—	\$—
Noncash investing and financing activities:		
Capital expenditures in trade accounts payable (period-end accruals)	\$14,322	\$29,357
Issuance of deferred purchase price obligation to affiliate to partially fund the 2016 Drop Down	507,427	—
Capitalized interest allocated from Summit Investments to contributed subsidiaries	223	558
Excess of acquired carrying value over consideration paid and recognized for 2016 Drop Down Assets	247,997	—
Excess of acquired carrying value over consideration paid for Polar and Divide	—	126,044
Distribution of debt related to Carve-Out Financial Statements of Summit Investments (see Notes 2 and 11)	342,926	—

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

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SUMMIT MIDSTREAM PARTNERS, LP AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION, BUSINESS OPERATIONS AND PRESENTATION AND CONSOLIDATION

Organization. Summit Midstream Partners, LP ("SMLP" or the "Partnership"), a Delaware limited partnership, was formed in May 2012 and began operations in October 2012 in connection with its initial public offering ("IPO") of common limited partner units. SMLP is a growth-oriented limited partnership focused on developing, owning and operating midstream energy infrastructure assets that are strategically located in the core producing areas of unconventional resource basins, primarily shale formations, in the continental United States. Our business activities are conducted through various operating subsidiaries, each of which is owned or controlled by our wholly owned subsidiary holding company, Summit Midstream Holdings, LLC ("Summit Holdings"), a Delaware limited liability company. References to the "Partnership," "we," or "our" refer collectively to SMLP and its subsidiaries.

Summit Midstream GP, LLC (the "general partner"), a Delaware limited liability company, manages our operations and activities. Summit Midstream Partners, LLC ("Summit Investments"), a Delaware limited liability company, is the ultimate owner of our general partner and has the right to appoint the entire board of directors of our general partner.

Summit Investments is controlled by Energy Capital Partners II, LLC and its parallel and co-investment funds (collectively, "Energy Capital Partners" or our "Sponsor").

In addition to its 2% general partner interest in SMLP (including the incentive distribution rights ("IDRs") in respect of SMLP), Summit Investments has direct and indirect ownership interests in our common units. As of June 30, 2016, Summit Investments beneficially owned 29,854,581 SMLP common units.

Neither SMLP nor its subsidiaries have any employees. All of the personnel that conduct our business are employed by Summit Investments, but these individuals are sometimes referred to as our employees.

On February 25, 2016, the Partnership and Summit Midstream Partners Holdings, LLC ("SMP Holdings"), a wholly owned subsidiary of Summit Investments, entered into a contribution agreement (the "Contribution Agreement") pursuant to which SMP Holdings agreed to contribute to the Partnership substantially all of its limited partner interest in Summit Midstream OpCo, LP ("OpCo"), a Delaware limited partnership that owns (i) 100% of the issued and outstanding membership interests of Summit Midstream Utica, LLC ("Summit Utica"), Meadowlark Midstream Company, LLC ("Meadowlark Midstream") and Tioga Midstream, LLC ("Tioga Midstream" and collectively with Summit Utica and Meadowlark Midstream, the "Contributed Entities"), each a limited liability company and (ii) a 40.0% ownership interest in each of Ohio Gathering Company, L.L.C. and Ohio Condensate Company, L.L.C. (collectively with OpCo and the Contributed Entities, the "2016 Drop Down Assets")(the "2016 Drop Down"). The 2016 Drop Down closed on March 3, 2016. Subsequent to closing, SMP Holdings retained a 1.0% noncontrolling interest in OpCo, which is managed by Summit Midstream OpCo GP, LLC ("OpCo GP"), a Delaware limited liability company and a wholly owned subsidiary of Summit Holdings.

Business Operations. We provide natural gas gathering, treating and processing services as well as crude oil and produced water gathering services pursuant to primarily long-term and fee-based agreements with our customers. Our results are driven primarily by the volumes of natural gas that we gather, treat, compress and process as well as by the volumes of crude oil and produced water that we gather. Our gathering systems and the unconventional resource basins in which they operate are as follows:

Summit Utica, a natural gas gathering system operating in the Appalachian Basin, which includes the Utica and Point Pleasant shale formations in southeastern Ohio;

Bison Midstream, LLC ("Bison Midstream"), an associated natural gas gathering system, operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Polar Midstream, LLC ("Polar Midstream" or "Polar and Divide"), crude oil and produced water gathering systems and transmission pipelines located in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Tioga Midstream, crude oil, produced water and associated natural gas gathering systems, operating in the Williston Basin, which includes the Bakken and Three Forks shale formations in northwestern North Dakota;

Grand River Gathering, LLC ("Grand River"), a natural gas gathering and processing system located in the Piceance Basin, which includes the Mesaverde formation and the Mancos and Niobrara shale formations in western Colorado

and eastern Utah;

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Niobrara gathering and processing system ("Niobrara G&P"), an associated natural gas gathering and processing system operating in the Denver-Julesburg ("DJ") Basin, which includes the Niobrara and Codell shale formations in northeastern Colorado;

DFW Midstream Services LLC ("DFW Midstream"), a natural gas gathering system, operating in the Fort Worth Basin, which includes the Barnett Shale formation in north-central Texas; and

Mountaineer Midstream gathering system ("Mountaineer Midstream"), a natural gas gathering system, operating in the Appalachian Basin, which includes the Marcellus Shale formation in northern West Virginia.

Meadowlark Midstream is the legal entity which owns (i) certain crude oil and produced water gathering pipelines, which is managed and reported as part of the Polar and Divide system subsequent to the 2016 Drop Down and (ii) Niobrara G&P, which is managed and reported as part of the Grand River system subsequent to the 2016 Drop Down. Ohio Gathering Company, L.L.C. ("OGC") and Ohio Condensate Company, L.L.C. ("OCC" and together with OGC, "Ohio Gathering") operate a natural gas gathering system and a condensate stabilization facility in the Appalachian Basin, which includes the Utica and Point Pleasant shale formations in southeastern Ohio.

Presentation and Consolidation. We prepare our unaudited condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"). These principles are established by the Financial Accounting Standards Board (the "FASB"). We make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet dates, including fair value measurements, the reported amounts of revenue and expense and the disclosure of contingencies. Although management believes these estimates are reasonable, actual results could differ from its estimates.

The unaudited condensed consolidated financial statements include the assets, liabilities and results of operations of SMLP and its subsidiaries. All intercompany transactions among the consolidated entities have been eliminated in consolidation. The financial position, results of operations and cash flows of (i) acquired drop down assets, liabilities and expenses or (ii) entities that were carved out of entities held by Summit Investments and included herein have been derived from the accounting records of the respective Summit Investments' subsidiary on a carve-out basis (see Note 2).

These unaudited condensed consolidated financial statements have been prepared pursuant to the rules and the regulations of the Securities and Exchange Commission (the "SEC"). Certain information and note disclosures normally included in annual financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to those rules and regulations. We believe that the disclosures made are adequate to make the information not misleading. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments, including normal recurring adjustments, which are necessary to fairly present the unaudited condensed consolidated balance sheet as of June 30, 2016, the unaudited condensed consolidated statements of operations for the three- and six-month periods ended June 30, 2016 and 2015, and the unaudited condensed consolidated statements of partners' capital and cash flows for the six-month periods ended June 30, 2016 and 2015. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto that are included in our annual report on Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 29, 2016, and as updated and superseded by our current report on Form 8-K dated June 6, 2016 (the "2015 Annual Report"). The results of operations for an interim period are not necessarily indicative of results expected for a full year.

SMLP recognized its drop down acquisitions at Summit Investments' historical cost because the acquisitions were executed by entities under common control. The excess of Summit Investments' net investment over the purchase price paid and recognized for a contributed subsidiary is recognized as an addition to partners' capital, while the excess of purchase price paid and recognized over net investment is recognized as a reduction to partners' capital. Due to the common control aspect, we account for drop down transactions on an "as-if pooled" basis for the periods during which common control existed.

Reclassifications. In the first quarter of 2016, we adopted Accounting Standards Update ("ASU") No. 2015-03 Interest—Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs ("ASU 2015-03"). As a result, we reclassified \$9.2 million of deferred loan costs from other noncurrent assets to long-term debt at December 31, 2015 (see Note 2).

In 2015, we made certain reclassifications to conform to current presentation. We evaluated our historical classification of (i) gathering fee revenue associated with certain Bison Midstream percent-of-proceeds contracts and (ii) certain pass-through expenses for Bison Midstream. As a result of this evaluation, we determined that

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certain amounts that had previously been recognized in cost of natural gas and NGLs would be more appropriately reflected as gathering services and related fees and other revenues to enhance reporting transparency. The impact of these reclassifications, which had no impact on net loss, total partners' capital or segment adjusted EBITDA, follows.

	Three months ended June 30, 2015 (In thousands)	Six months ended June 30, 2015 (In thousands)
Gathering services and related fees	\$3,050	\$6,468
Other revenues	620	1,258
Net impact on total revenues	\$3,670	\$7,726
Cost of natural gas and NGLs	\$3,670	\$7,726
Net impact on total costs and expenses	\$3,670	\$7,726

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Property, Plant, and Equipment. We record property, plant, and equipment at historical cost of construction or fair value of the assets at acquisition. We capitalize expenditures that extend the useful life of an asset or enhance its productivity or efficiency from its original design over the expected remaining period of use. For maintenance and repairs that do not add capacity or extend the useful life of an asset, we recognize expenditures as an expense as incurred. We capitalize project costs incurred during construction, including interest on funds borrowed to finance the construction of facilities, as construction in progress. To the extent that Summit Investments incurred interest expense related to capital projects of assets that have been acquired by the Partnership, the associated interest expense is allocated to the drop down assets as a noncash equity contribution and capitalized into the basis of the asset.

We record depreciation on a straight-line basis over an asset's estimated useful life. We base our estimates for useful life on various factors including age (in the case of acquired assets), manufacturing specifications, technological advances and historical data concerning useful lives of similar assets. Estimates of useful lives follow.

	Useful lives (In years)
Gathering and processing systems and related equipment	30
Other	4-15

Construction in progress is depreciated consistent with its applicable asset class once it is placed in service. Land and line fill are not depreciated.

We base an asset's carrying value on estimates, assumptions and judgments for useful life and salvage value. Upon sale, retirement or other disposal, we remove the carrying value of an asset and its accumulated depreciation from our balance sheet and recognize the related gain or loss, if any.

Accrued capital expenditures are reflected in trade accounts payable.

Equity Method Investments. We account for investments in which we exercise significant influence using the equity method so long as we (i) do not control the investee and (ii) are not the primary beneficiary. We recognize these investments in investment in equity method investees in the accompanying consolidated balance sheets. We recognize our proportionate share of net income or loss on a one-month lag.

We recognize an other-than-temporary impairment for losses in the value of equity method investees when evidence indicates that the carrying amount is no longer supportable. Evidence of a loss in value might include, but would not necessarily be limited to, absence of an ability to recover the carrying amount of the investment or inability of the equity method investee to sustain an earnings capacity that would justify the carrying amount of the investment. A current fair value of an investment that is less than its carrying amount may indicate a loss in value of the investment. We evaluate our equity method investments whenever evidence exists that would indicate a need to assess the

investment for potential impairment.

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Other Noncurrent Assets. Other noncurrent assets primarily consist of external costs incurred in connection with the closing of our revolving credit facility and related amendments. We capitalize and then amortize these deferred loan costs over the life of the respective debt instrument. We recognize amortization of deferred loan costs in interest expense.

Deferred Purchase Price Obligation Income or Expense. We recognized a liability for the deferred purchase price obligation to reflect the expected value of the remaining consideration to be paid in 2020 for the acquisition of the 2016 Drop Down Assets. The calculation of the remaining consideration incorporates estimates of projected capital expenditures and Business Adjusted EBITDA related to the 2016 Drop Down Assets. For balance sheet recognition purposes, we discount the remaining consideration using a commensurate risk-adjusted discount rate and recognize the change in present value in earnings in the period of change. The income or expense represents the change in present value, which comprises a time value of money concept as well as adjustments to projections and the expected value of the remaining consideration (see Note 16).

Commitments and Contingencies. We record accruals for loss contingencies when we determine that it is probable that a liability has been incurred and that such economic loss can be reasonably estimated. Such determinations are subject to interpretations of current facts and circumstances, forecasts of future events, and estimates of the financial impacts of such events. We record receivables for gain contingencies when they are realized.

Noncontrolling Interest. Noncontrolling interest represents the ownership interests of third-party entities in the net assets of our consolidated subsidiaries, including SMP Holdings' ownership interest in OpCo. For financial reporting purposes, we consolidate OpCo and its wholly owned subsidiaries with our wholly owned subsidiaries and SMP Holdings' interest is shown as noncontrolling interest in partners' capital. We reflect changes in our ownership of OpCo as adjustments to noncontrolling interest.

Earnings or Loss Per Unit ("EPU"). We determine basic EPU by dividing the net income or loss that is attributed, in accordance with the net income and loss allocation provisions of our partnership agreement, to limited partners under the two-class method, after deducting (i) the 1% noncontrolling interest in OpCo (for periods subsequent to the 2016 Drop Down), (ii) any net income or loss of contributed subsidiaries that is attributable to Summit Investments, (iii) the general partner's 2% interest in net income or loss, and (iv) any payment of IDRs, by the weighted-average number of limited partner units outstanding. Diluted EPU reflects the potential dilution that could occur if securities or other agreements to issue common units, such as unit-based compensation, were exercised, settled or converted into common units and included in the weighted-average number of units outstanding. When it is determined that potential common units resulting from an award subject to performance or market conditions should be included in the diluted EPU calculation, the impact is reflected by applying the treasury stock method.

Comprehensive Income or Loss. Comprehensive income or loss is the same as net income or loss for all periods presented.

Environmental Matters. We are subject to various federal, state and local laws and regulations relating to the protection of the environment. Liabilities for loss contingencies, including environmental remediation costs, arising from claims, assessments, litigation, fines, and penalties and other sources are charged to expense when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. We accrue for losses associated with environmental remediation obligations when such losses are probable and reasonably estimable. Such accruals are adjusted as further information develops or circumstances change. Recoveries of environmental remediation costs from other parties or insurers are recorded as assets when their receipt is deemed probable.

Carve-Out Entities, Assets, Liabilities and Expenses. For drop down transactions involving entities that were carved out of other entities, the majority of the assets and liabilities allocated to the carve-out entity are specifically identified based on the original entity's existing divisional organization. Goodwill is allocated to the carve-out entity based on initial purchase accounting estimates. Revenues and depreciation and amortization are specifically identified based on the relationship of the carve-out entity to the original entity's existing divisional structure. Operation and maintenance and general and administrative expenses are allocated to the carve-out entity based on volume throughput.

For drop down transactions involving assets, liabilities and expenses that were carved out of other entities, the majority of the assets and liabilities allocated to the carve-out are specifically identified based on the original entity's

existing divisional organization. Depreciation and amortization are specifically identified based on the relationship of the carve-out entity to the original entity's existing divisional structure. General and administrative expenses are allocated to the carve-out entity based on an allocation of Summit Investments' consolidated expenses.

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Allocation of Certain Liabilities in Drop Downs. For drop down transactions involving assets for which their development was funded with parent company debt which was replaced with bank borrowings or debt capital at the Partnership, we allocate a portion of that debt, net of deferred loan costs, to the drop down assets during the common control period. Interest expense is allocated and recognized during the common control period. Any outstanding debt balance or principal is included in the calculation of the excess or deficit of acquired carrying value over consideration paid and recognized.

Recent Accounting Pronouncements. Accounting standard setters frequently issue new or revised accounting rules. We review new pronouncements to determine the impact, if any, on our financial statements. Accounting standards that have or could possibly have a material effect on our financial statements are discussed below.

Recently Adopted Accounting Pronouncements. In April 2015, the FASB issued ASU 2015-03. Under ASU 2015-03, entities that have historically presented debt issuance costs as an asset, related to a recognized debt liability, will be required to present those costs as a direct deduction from the carrying amount of that debt liability. In August 2015, the FASB amended ASU 2015-03 to address the presentation and subsequent measurement of debt issuance costs related to line of credit ("LOC") arrangements. The amendment permits an entity to defer and present debt issuance costs as an asset and subsequently amortize deferred debt issuance costs ratably over the term of a LOC arrangement, regardless of whether there are outstanding borrowings under that LOC arrangement. This new standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2015. The January 2016 adoption of this update resulted in a reclassification from other noncurrent assets to long-term debt of the debt issuance costs associated with our senior notes (see Note 9). Debt issuance costs associated with the Partnership's revolving credit facility will remain in other noncurrent assets. This standard had no impact on interest expense, net income or loss, EPU or partners' capital.

Accounting Pronouncements Pending Adoption. We are currently in the process of evaluating the applicability and/or impact of the following accounting pronouncements:

ASU No. 2014-09 Revenue From Contracts With Customers (Topic 606) ("ASU 2014-09"). There has been no change to our position regarding ASU 2014-09 during 2016. See Note 2 to the consolidated financial statements included in the 2015 Annual Report for additional information.

ASU No. 2016-02 Leases (Topic 842) ("ASU 2016-02"). ASU 2016-02 requires that lessees recognize all leases on the balance sheet, with the exception of short-term leases. A lease liability will be recorded for the obligation of a lessee to make lease payments arising from a lease. A right-of-use asset, will be recorded which represents the lessee's right to use, or to control the use of, a specified asset for a lease term. Under the new guidance, lessor accounting is largely unchanged. ASU 2016-02 is effective for public companies for fiscal years beginning after December 15, 2018, and requires the modified retrospective approach for transition.

ASU No. 2016-08 Revenue From Contracts With Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net) ("ASU No. 2016-08"). ASU No. 2016-08 does not change the core principle of Topic 606, rather it clarifies the implementation guidance on principal versus agent considerations. The effective date and transition for this update are the same as ASU 2014-09.

ASU No. 2016-09 Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). ASU 2016-09 simplifies several aspects for share-based payment award transactions, including income tax consequences, the liability or equity classification of awards and classification on the statement of cash flows. ASU 2016-09 is effective for public companies for fiscal years beginning after December 15, 2016. It does not specify a single transition approach, rather it specifies retrospective, modified retrospective and/or prospective transition approaches based on the aspect being applied.

ASU No. 2016-10 Revenue From Contracts With Customers (Topic 606): Identifying Performance Obligations and Licensing ("ASU No. 2016-10"). ASU No. 2016-10 clarifies the following two aspects of Topic 606 (i) identifying performance obligations and (ii) the licensing implementation guidance, while retaining the related principles for those areas. The effective date and transition for this update are the same as ASU 2014-09.

ASU No. 2016-12 Revenue From Contracts With Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients ("ASU No. 2016.12"). ASU No. 2016.12 does not change the core principle of the guidance in Topic 606. Rather, the amendments therein affect only the narrow aspects of Topic 606 including assessing the collectability

criterion and issues related to contract modification at transition and

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completed contracts at transition. The effective date and transition for this update are the same as ASU 2014-09. Recent accounting guidance not discussed above is not applicable, did not have, or is not expected to have a material impact on our financial statements. For additional information on new accounting pronouncements and recent accounting guidance and their impact, if any, on our financial position or results of operations, see Note 2 of the notes to the consolidated financial statements included in the 2015 Annual Report.

3. SEGMENT INFORMATION

As of June 30, 2016, our reportable segments are:

- the Utica Shale, which includes our ownership interest in Ohio Gathering and is served by Summit Utica;
- the Williston Basin, which is served by Bison Midstream, Polar and Divide and Tioga Midstream;
- the Piceance/DJ Basins, which is served by Grand River and Niobrara G&P;
- the Barnett Shale, which is served by DFW Midstream; and
- the Marcellus Shale, which is served by Mountaineer Midstream.

Each of our reportable segments provides midstream services in a specific geographic area. Our reportable segments reflect the way in which we internally report the financial information used to make decisions and allocate resources in connection with our operations.

As noted above, our investment in Ohio Gathering (see Note 7) is included in the Utica Shale reportable segment. Segment assets for the Utica Shale includes the associated investment in equity method investees. Income or loss from equity method investees, as reflected on the statements of operations, solely relates to Ohio Gathering and is recognized and disclosed on a one-month lag. No other line items in the statements of operations or cash flows, as disclosed in the tables below, include results for our investment in Ohio Gathering.

Corporate represents those assets and liabilities and revenues and expenses that are (i) not specifically attributable to a reportable segment, (ii) not individually reportable, or (iii) that have not been allocated to our reportable segments. Assets by reportable segment follow.

	June 30, 2016	December 31, 2015
	(In thousands)	
Assets:		
Utica Shale (1)	\$892,969	\$886,224
Williston Basin	716,926	740,361
Piceance/DJ Basins	819,954	866,095
Barnett Shale	407,667	416,586
Marcellus Shale	229,898	233,116
Total reportable segment assets	3,067,414	3,142,382
Corporate	13,860	22,290
Total assets	\$3,081,274	\$3,164,672

(1) Represents the investment in equity method investees for Ohio Gathering (see Note 7) and total assets for Summit Utica.

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Revenues by reportable segment follow.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Revenues:				
Utica Shale	\$5,403	\$515	\$9,686	\$904
Williston Basin	27,507	23,650	57,517	46,718
Piceance/DJ Basins	29,411	31,083	58,402	61,977
Barnett Shale	20,856	23,823	41,257	47,720
Marcellus Shale	6,458	7,783	13,344	15,622
Total reportable segment revenues and total revenues	\$89,635	\$86,854	\$180,206	\$172,941

Counterparties accounting for more than 10% of total revenues were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Percentage of total revenues:				
Counterparty A - Piceance/DJ Basins *	12 %	*	13 %	

* Less than 10%

Depreciation and amortization, including the amortization expense associated with our favorable and unfavorable gas gathering contracts as reported in other revenues, by reportable segment follows.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Depreciation and amortization:				
Utica Shale	\$952	\$217	\$1,796	\$357
Williston Basin	8,410	7,729	16,767	15,096
Piceance/DJ Basins	12,297	11,818	24,570	23,600
Barnett Shale	4,057	4,114	8,113	8,271
Marcellus Shale	2,222	2,169	4,441	4,338
Total reportable segment depreciation and amortization	27,938	26,047	55,687	51,662
Corporate	154	184	270	350
Total depreciation and amortization	\$28,092	\$26,231	\$55,957	\$52,012

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Cash paid for capital expenditures by reportable segment follow.

	Six months ended June 30,	
	2016	2015
	(In thousands)	
Capital expenditures:		
Utica Shale	\$54,064	\$40,195
Williston Basin	21,919	76,470
Piceance/DJ Basins	10,633	11,900
Barnett Shale	2,109	1,922
Marcellus Shale	2,135	637
Total reportable segment capital expenditures	90,860	131,124
Corporate	512	393
Total capital expenditures	\$91,372	\$131,517

We assess the performance of our reportable segments based on segment adjusted EBITDA. We define segment adjusted EBITDA as total revenues less total costs and expenses; plus (i) other income excluding interest income, (ii) our proportional adjusted EBITDA for equity method investees, (iii) depreciation and amortization, (iv) adjustments related to MVC shortfall payments, (v) impairments and (vi) other noncash expenses or losses, less other noncash income or gains. We define proportional adjusted EBITDA for our equity method investees as the product of total revenues less total expenses, plus amortization for deferred contract costs multiplied by our ownership interest in Ohio Gathering during the respective period.

Segment adjusted EBITDA by reportable segment follows.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Reportable segment adjusted EBITDA:				
Utica Shale (1)	\$17,452	\$6,414	\$33,029	\$11,621
Williston Basin	19,209	12,638	38,929	23,615
Piceance/DJ Basins	26,231	28,207	51,046	56,909
Barnett Shale	13,913	15,540	27,990	32,301
Marcellus Shale	4,807	6,162	9,408	12,696
Total of reportable segments' measures of profit or loss	\$81,612	\$68,961	\$160,402	\$137,142

(1) Includes our proportional share of adjusted EBITDA for Ohio Gathering and is reflected as the proportional adjusted EBITDA for equity method investees in the reconciliation of income or loss before income taxes to segment adjusted EBITDA.

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A reconciliation of loss before income taxes to total reportable segment adjusted EBITDA follows.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Reconciliation of (loss) income before income taxes to total of reportable segments' measure of profit or loss:				
(Loss) income before income taxes	\$ (15,724)	\$ 827	\$ (22,326)	\$ 2,541
Add:				
Allocated corporate expenses	9,247	7,043	18,006	13,666
Interest expense	16,035	15,599	31,917	30,503
Deferred purchase price obligation expense	17,465	—	24,928	—
Depreciation and amortization	28,092	26,231	55,957	52,012
Proportional adjusted EBITDA for equity method investees	12,725	6,552	25,113	11,816
Adjustments related to MVC shortfall payments	11,135	10,935	22,277	23,268
Unit-based and noncash compensation	1,994	1,988	3,950	3,551
Loss on asset sales	77	24	134	24
Long-lived asset impairment	569	—	569	—
Less:				
Interest income	—	—	—	1
Gain on asset sales	3	238	123	238
Total of reportable segments' measures of profit or loss	\$ 81,612	\$ 68,961	\$ 160,402	\$ 137,142

Segment adjusted EBITDA excludes the effect of allocated corporate expenses, such as certain general and administrative expenses (including compensation-related expenses and professional services fees), transaction costs, interest expense, deferred purchase price obligation income or expense and income tax expense.

Adjustments related to MVC shortfall payments account for:

the net increases or decreases in deferred revenue for MVC shortfall payments and our inclusion of expected annual MVC shortfall payments. We include a proportional amount of these historical or expected MVC shortfall payments in each quarter prior to the quarter in which we actually recognize the shortfall payment. These adjustments have not been billed to our customers and are not recognized in our unaudited condensed consolidated financial statements.

Adjustments related to MVC shortfall payments by reportable segment follow.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Adjustments related to MVC shortfall payments:				
Williston Basin	\$ 4,261	\$ 2,847	\$ 7,797	\$ 5,500
Piceance/DJ Basins	7,456	9,866	14,973	19,769
Barnett Shale	(582)	(1,778)	(493)	(2,001)
Total adjustments related to MVC shortfall payments	\$ 11,135	\$ 10,935	\$ 22,277	\$ 23,268

4. PROPERTY, PLANT, AND EQUIPMENT, NET

Details on property, plant, and equipment follow.

	June 30, 2016	December 31, 2015
	(In thousands)	
Gathering and processing systems and related equipment	\$1,923,234	\$1,883,139
Construction in progress	101,743	75,132
Land and line fill	11,442	11,055
Other	33,552	32,427
Total	2,069,971	2,001,753
Less accumulated depreciation	223,824	188,970
Property, plant, and equipment, net	\$1,846,147	\$1,812,783

Depreciation expense and capitalized interest follow.

	Three months ended June 30, 2016		Six months ended June 30, 2015	
	(In thousands)			
Depreciation expense	\$17,595	\$15,721	\$34,966	\$30,985
Capitalized interest	1,063	834	1,779	1,361

5. AMORTIZING INTANGIBLE ASSETS AND UNFAVORABLE GAS GATHERING CONTRACT

Details regarding our intangible assets and the unfavorable gas gathering contract (included in other noncurrent liabilities), all of which are subject to amortization, follow.

June 30, 2016				
	Useful lives (In years)	Gross carrying amount	Accumulated amortization	Net
(Dollars in thousands)				
Favorable gas gathering contracts	18.7	\$24,195	\$(10,189)	\$14,006
Contract intangibles	12.5	426,464	(128,760)	297,704
Rights-of-way	26.1	152,174	(21,923)	130,251
Total intangible assets		\$602,833	\$(160,872)	\$441,961
Unfavorable gas gathering contract	10.0	\$10,962	\$(6,466)	\$4,496
December 31, 2015				
	Useful lives (In years)	Gross carrying amount	Accumulated amortization	Net
(Dollars in thousands)				
Favorable gas gathering contracts	18.7	\$24,195	\$(9,534)	\$14,661
Contract intangibles	12.5	426,464	(111,052)	315,412
Rights-of-way	26.3	150,143	(18,906)	131,237
Total intangible assets		\$600,802	\$(139,492)	\$461,310
Unfavorable gas gathering contract	10.0	\$10,962	\$(6,077)	\$4,885

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We recognized amortization expense in other revenues as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Amortization expense – favorable gas gathering contracts	\$(317)	\$(375)	\$(655)	\$(801)
Amortization expense – unfavorable gas gathering contract	188	163	389	338

We recognized amortization expense in costs and expenses as follows:

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
	(In thousands)			
Amortization expense – contract intangibles	\$8,854	\$8,835	\$17,708	\$17,670
Amortization expense – rights-of-way	1,514	1,463	3,017	2,894

The estimated aggregate annual amortization expected to be recognized for the remainder of 2016 and each of the four succeeding fiscal years follows.

	Unfavorable gas gathering contract
Amortizing intangible assets	
	(In thousands)
2016	\$21,607 \$ 509
2017	42,027 1,047
2018	41,481 1,035
2019	41,726 1,045
2020	44,374 860

6. GOODWILL

We evaluate goodwill for impairment annually on September 30 and whenever events or circumstances indicate that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. There have been no impairments of goodwill during 2016.

Fourth Quarter 2015 Goodwill Impairment. In the first quarter of 2016, we finalized our calculations of the fair values of the identified assets and liabilities in step two of the December 31, 2015 goodwill impairment testing for the Grand River and Polar and Divide reporting units. This process confirmed the preliminary goodwill impairments of \$45.5 million for Grand River and \$203.4 million for Polar and Divide that were recognized as of December 31, 2015.

Fair Value Measurement. Our impairment determinations, in the context of (i) our annual impairment evaluations and (ii) our other-than-annual impairment evaluations involved significant assumptions and judgments, as discussed in the 2015 Annual Report. Differing assumptions regarding any of these inputs could have a significant effect on the various valuations. As such, the fair value measurements utilized within these models are classified as non-recurring Level 3 measurements in the fair value hierarchy because they are not observable from objective sources. Due to the volatility of the inputs used, we cannot predict the likelihood of any future impairment.

7. EQUITY METHOD INVESTMENTS

Ohio Gathering owns, operates and is currently developing midstream infrastructure consisting of a liquids-rich natural gas gathering system, a dry natural gas gathering system and a condensate stabilization facility in the Utica Shale Play in southeastern Ohio. Ohio Gathering provides gathering services pursuant to primarily long-term, fee-based gathering agreements, which include acreage dedications.

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In January 2014, Summit Investments acquired a 1.0% ownership interest in Ohio Gathering from Blackhawk Midstream, LLC ("Blackhawk") for \$190.0 million. Concurrent with this acquisition, Summit Investments made an \$8.4 million capital contribution to Ohio Gathering to maintain its 1.0% ownership interest.

The ownership interest Summit Investments acquired from Blackhawk included an option to increase the holder's ownership interest in Ohio Gathering to 40.0% (the "Option"). In May 2014, Summit Investments exercised the Option to increase its ownership to 40.0% (the "Option Exercise") and made the following payments (i) \$326.6 million of capital contribution true-ups, (ii) \$50.4 million of additional capital contributions to maintain its 40.0% ownership interest, and (iii) \$5.4 million of management fee payments that were recognized as capital contributions in its Ohio Gathering capital accounts. Concurrent with and subsequent to the Option Exercise, the non-affiliated owners have retained their respective 60.0% ownership interest in Ohio Gathering (the "Non-affiliated Owners").

Summit Investments accounted for its initial ownership interests in Ohio Gathering under the cost method due to its ownership percentage and because it determined that it was not the primary beneficiary. Subsequent to the Option Exercise, Summit Investments accounted for its ownership interests in Ohio Gathering as equity method investments because it had joint control with the Non-affiliated Owners, which gave it significant influence. This shift from the cost method to the equity method required that Summit Investments retrospectively reflect its investment in Ohio Gathering and the associated results of operations as if it had been utilizing the equity method since the inception of its investment.

Summit Investments recognized the \$190.0 million that it paid to Blackhawk as an investment in Ohio Gathering at inception. In addition, Ohio Gathering had assigned a value of \$7.5 million to the Option, recognized it initially as an asset and concurrently attributed the value of the Option to Blackhawk's capital account. Upon acquiring Blackhawk's interest, the Option was reclassified from Blackhawk's capital account to Summit Investments' capital account in Ohio Gathering's records. Neither of these transactions involved a flow of funds to or from Ohio Gathering. As such, they created a basis difference between its recorded investment in equity method investees and that recognized and attributed to Summit Investments by Ohio Gathering. In accordance with the retrospective recognition triggered by the Option Exercise, in February 2014, Summit Investments began amortizing these basis differences over the weighted-average remaining life of the contracts underlying Ohio Gathering's operations. The impact of amortizing these two basis differences will result in a net decrease to its investment in equity method investees.

Subsequent to the Option Exercise, Summit Investments continued to make capital contributions to Ohio Gathering along with receiving distributions such that it maintained its 40.0% ownership interest through the 2016 Drop Down, at which point SMLP began making contributions and receiving distributions such that it maintained its 40.0% ownership interest through June 30, 2016.

In June 2016, an impairment loss was recognized by the operator of OCC. The Partnership recorded its 40.0% share of the impairment loss, or \$37.8 million, in loss from equity method investees in the consolidated statements of operations. Although we recognize activity for Ohio Gathering on a one-month lag, we recorded the impairment loss in May 2016 activity because the information was available to us prior to receiving the full June 2016 financial results.

A reconciliation of our 40% ownership interest in Ohio Gathering to our investment per Ohio Gathering's books and records follows (in thousands).

Investment in equity method investees, June 30, 2016	\$711,021
June cash distributions	3,847
Basis difference	(150,213)
Impairment loss	37,782
Investment in equity method investees, net of basis difference, May 31, 2016	\$602,437

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Summarized statements of operations information for OGC and OCC follows (amounts represent 100% of investee financial information).

	Three months ended May 31, 2016		Three months ended May 31, 2015	
	OGC	OCC	OGC	OCC
	(In thousands)			
Total revenues	\$38,444	\$5,417	\$26,531	\$831
Total operating expenses	22,572	98,748	23,755	3,881
Net income (loss)	15,868	(93,701)	2,776	(3,315)
	Six months ended May 31, 2016		Six months ended May 31, 2015	
	OGC	OCC	OGC	OCC
	(In thousands)			
Total revenues	\$76,243	\$10,615	\$50,182	\$860
Total operating expenses	45,105	103,307	46,327	6,066
Net income (loss)	31,137	(93,245)	3,856	(5,472)

8. DEFERRED REVENUE

A rollforward of current deferred revenue follows.

	Williston Basin	Piceance/DJ Basins	Barnett Shale	Total current
	(In thousands)			
Current deferred revenue, January 1, 2016	\$—	\$—	—\$ 677	\$ 677
Additions	—5,484	—	—	5,484
Less revenue recognized	—5,484	—	677	6,161
Current deferred revenue, June 30, 2016	\$—	\$—	—\$ —	\$ —

A rollforward of noncurrent deferred revenue follows.

	Williston Basin	Piceance/DJ Basins	Barnett Shale	Total noncurrent
	(In thousands)			
Noncurrent deferred revenue, January 1, 2016	\$29,002	\$ 16,484	\$ —	—\$ 45,486
Additions	235	2,475	—	2,710
Less revenue recognized	—	—	—	—
Noncurrent deferred revenue, June 30, 2016	\$29,237	\$ 18,959	\$ —	—\$ 48,196

As of June 30, 2016, accounts receivable included \$1.6 million of shortfall billings related to MVC arrangements that can be utilized to offset gathering fees in subsequent periods.

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9. DEBT

Debt consisted of the following:

	June 30, 2016	December 31, 2015
	(In thousands)	
Summit Holdings variable rate senior secured revolving credit facility (2.97% at June 30, 2016 and 2.93% at December 31, 2015) due November 2018	\$721,000	\$344,000
SMP Holdings variable rate senior secured revolving credit facility (2.43% at December 31, 2015) (1)	—	115,000
SMP Holdings variable rate senior secured term loan (2.43% at December 31, 2015) (1)	—	217,500
Summit Holdings 5.50% Senior unsecured notes due August 2022	300,000	300,000
Unamortized deferred loan costs (2)	(3,826)	(4,139)
Summit Holdings 7.50% Senior unsecured notes due July 2021	300,000	300,000
Unamortized deferred loan costs (2)	(4,635)	(5,091)
Total long-term debt	\$1,312,539	\$1,267,270

(1) Debt was allocated to the 2016 Drop Down Assets prior to the closing of the 2016 Drop Down but was retained by Summit Investments after close.

(2) Issuance costs are being amortized over the life of the notes.

Revolving Credit Facility. We have a senior secured revolving credit facility which allows for revolving loans, letters of credit and swingline loans (the "revolving credit facility"). On February 25, 2016, we closed on an amendment to the revolving credit facility, which became effective concurrent with the March 3, 2016 closing of the 2016 Drop Down. In connection with this amendment, (i) the revolving credit facility's borrowing capacity increased from \$700.0 million to \$1.25 billion, (ii) a new investment basket allowing the Co-Issuers (as defined below) to buy back up to \$100.0 million of our outstanding senior unsecured notes was included, (iii) the total leverage ratio was increased to 5.50 to 1.0 through December 31, 2016, and (iv) various amendments were approved to facilitate the 2016 Drop Down. The revolving credit facility matures in November 2018 and includes a \$200.0 million accordion feature. It is secured by the membership interests of Summit Holdings and those of its subsidiaries. Substantially all of Summit Holdings' and its subsidiaries' assets are pledged as collateral under the revolving credit facility. The revolving credit facility, and Summit Holdings' obligations, are guaranteed by SMLP and each of its subsidiaries other than OpCo, Summit Utica, Meadowlark Midstream and Tioga Midstream ("Non-Guarantor Subsidiaries").

Borrowings under the revolving credit facility bear interest at the London Interbank Offered Rate ("LIBOR") or an Alternate Base Rate ("ABR") plus an applicable margin ranging from 0.75% to 1.75% for ABR borrowings and 1.75% to 2.75% for LIBOR borrowings, with the commitment fee ranging from 0.30% to 0.50% in each case based on our relative leverage at the time of determination. At June 30, 2016, the applicable margin under LIBOR borrowings was 2.50%, the interest rate was 2.97% and the unused portion of the revolving credit facility totaled \$529.0 million (subject to a commitment fee of 0.50%).

The revolving credit agreement contains affirmative and negative covenants customary for credit facilities of its size and nature that, among other things, limit or restrict the ability to: (i) incur additional debt; (ii) make investments; (iii) engage in certain mergers, consolidations, acquisitions or sales of assets; (iv) enter into swap agreements and power purchase agreements; (v) enter into leases that would cumulatively obligate payments in excess of \$30.0 million over any 12-month period; and (vi) prohibits the payment of distributions by Summit Holdings if a default then exists or would result therefrom, and otherwise limits the amount of distributions Summit Holdings can make. In addition, the revolving credit facility requires Summit Holdings to maintain a ratio of consolidated trailing 12-month earnings before interest, income taxes, depreciation and amortization ("EBITDA," as defined in the credit agreement) to net interest expense of not less than 2.5 to 1.0 (as defined in the credit agreement) and a ratio of total net indebtedness to consolidated trailing 12-month EBITDA of not more than 5.0 to 1.0, or not more than 5.5 to 1.0 for up to 270 days following certain acquisitions. Additionally, the total leverage ratio upper limit can be increased from 5.0 to 1.0 to 5.5

to 1.0 at our option, subject to the inclusion of a senior secured leverage ratio (senior secured net indebtedness to consolidated trailing 12-month EBITDA, as defined in the credit agreement) upper limit of 3.75 to 1.0. As of June 30, 2016, we were in compliance with the revolving credit facility's covenants. There were no defaults or events of default during the six months ended June 30, 2016.

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Senior Notes. In July 2014, Summit Holdings and its 100% owned finance subsidiary, Summit Midstream Finance Corp. ("Finance Corp.," together with Summit Holdings, the "Co-Issuers"), co-issued \$300.0 million of 5.50% senior unsecured notes maturing August 15, 2022 (the "5.5% senior notes"). In June 2013, the Co-Issuers co-issued \$300.0 million of 7.50% senior unsecured notes maturing July 1, 2021 (the "7.5% senior notes").

Bison Midstream and its subsidiaries, Grand River and its subsidiary, DFW Midstream Services and OpCo GP (collectively, the "Guarantor Subsidiaries") and SMLP have fully and unconditionally and jointly and severally guaranteed the 5.5% senior notes and the 7.5% senior notes (collectively, the "Senior Notes")(see Note 17). The Senior Notes have not been guaranteed by the Co-Issuers or the Non-Guarantor Subsidiaries. The Non-Guarantor Subsidiaries were previously guarantors of the Senior Notes. On August 5, 2016, a consent and waiver agreement to the revolving credit facility was executed to remove the guarantees of the entities that now comprise the Non-Guarantor Subsidiaries group effective March 30, 2016. There are no significant restrictions on the ability of SMLP or Summit Holdings to obtain funds from its subsidiaries by dividend or loan. Finance Corp. has had no assets or operations since inception in 2013.

As of June 30, 2016, we were in compliance with the covenants of the Senior Notes. There were no defaults or events of default during the six months ended June 30, 2016.

10. FINANCIAL INSTRUMENTS

Concentrations of Credit Risk. Financial instruments that potentially subject us to concentrations of credit risk consist of cash and accounts receivable. We maintain our cash in bank deposit accounts that frequently exceed federally insured limits. We have not experienced any losses in such accounts and do not believe we are exposed to any significant risk.

Accounts receivable primarily comprise amounts due for the gathering, treating and processing services we provide to our customers and also the sale of natural gas liquids ("NGLs") resulting from our processing services. This industry concentration has the potential to impact our overall exposure to credit risk, either positively or negatively, in that our customers may be similarly affected by changes in economic, industry or other conditions. We monitor the creditworthiness of our counterparties and can require letters of credit for receivables from counterparties that are judged to have substandard credit, unless the credit risk can otherwise be mitigated. Our top five customers or counterparties accounted for 46% of total accounts receivable at June 30, 2016, compared with 68% as of December 31, 2015.

Fair Value. The carrying amount of cash and cash equivalents, accounts receivable and trade accounts payable reported on the balance sheet approximates fair value due to their short-term maturities.

The deferred purchase price obligation's carrying value is its fair value because carrying value represents the present value of the payment expected to be made in 2020. Our calculation of the present value of the expected cash payment for the 2016 Drop Down Assets involved significant assumptions and judgments. Differing assumptions regarding any of these inputs could have a material effect on the cash payment and its present value. As such, its fair value measurement is classified as a non-recurring Level 3 measurement in the fair value hierarchy because our assumptions and judgments are not observable from objective sources (see Note 16).

The rollforward of the Level 3 liabilities measured at fair value on a recurring basis follows (in thousands).

Level 3 liabilities, January 1, 2016	\$—
Additions	507,427
Change in fair value	24,928
Level 3 liabilities, June 30, 2016	\$532,355

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A summary of the estimated fair value of our debt financial instruments follows.

	June 30, 2016		December 31, 2015	
	Carrying value	Estimated fair value (1)	Carrying value	Estimated fair value (1)
	(In thousands)			
Summit Holdings revolving credit facility	\$721,000	\$721,000	\$344,000	\$344,000
SMP Holdings revolving credit facility (2)	—	—	115,000	115,000
SMP Holdings term loan (2)	—	—	217,500	217,500
5.5% Senior notes (\$300.0 million principal)	296,174	257,500	295,861	224,000
7.5% Senior notes (\$300.0 million principal)	295,365	284,375	294,909	257,000

(1) All estimated fair value calculations are Level 2.

(2) Debt was allocated to the 2016 Drop Down Assets prior to the closing of the 2016 Drop Down but was retained by Summit Investments after close.

The outstanding balance on the revolving credit facility is its fair value due to its floating interest rate. The fair value for the senior notes is based on an average of nonbinding broker quotes as of June 30, 2016 and December 31, 2015. The use of different market assumptions or valuation methodologies may have a material effect on the estimated fair value of the senior notes.

11. PARTNERS' CAPITAL

A rollforward of the number of common limited partner, subordinated limited partner and general partner units follows.

	Common	Subordinated	General partner	Total
Units, January 1, 2016	42,062,644	24,409,850	1,354,700	67,827,194
Net units issued under SMLP LTIP	115,674	—	—	115,674
Subordinated unit conversion	24,409,850	(24,409,850)	—	—
Units, June 30, 2016	66,588,168	—	1,354,700	67,942,868

Subordination. Prior to the end of the subordination period, the principal difference between our common units and subordinated units was that holders of the subordinated units were not entitled to receive any distribution of available cash until the common units had received the minimum quarterly distribution ("MQD") plus any arrearages in the payment of the MQD from prior quarters. The subordination period ended in conjunction with the February 2016 distribution payment in respect of the fourth quarter of 2015 and the then-outstanding subordinated units converted to common units on a one-for-one basis.

Noncontrolling Interest. We have recorded Summit Investments' retained ownership interest in OpCo and its subsidiaries as a noncontrolling interest in the consolidated financial statements.

Summit Investments' Equity in Contributed Subsidiaries. Summit Investments' equity in contributed subsidiaries represents its position in the net assets of the 2016 Drop Down Assets and Polar and Divide that have been acquired by SMLP. The balance also reflects net income or loss attributable to Summit Investments for the 2016 Drop Down Assets and Polar and Divide for the periods beginning on the dates they were acquired or formed by Summit Investments and ending on the dates they were acquired by the Partnership. Net income or loss was attributed to Summit Investments for:

the 2016 Drop Down Assets during the six months ended June 30, 2016 and the three and six months ended June 30, 2015 and

Polar and Divide during the three and six months ended June 30, 2015.

Although included in partners' capital, any net income or loss attributable to Summit Investments is excluded from the calculation of EPU.

2016 Drop Down. On March 3, 2016, we acquired the 2016 Drop Down Assets from a subsidiary of Summit Investments. We paid cash consideration of \$360.0 million and recognized a deferred purchase price obligation of \$507.4 million in exchange for Summit Investments' \$1.11 billion net investment in the 2016 Drop Down Assets (see

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Note 16). In June 2016, we received a working capital adjustment of \$0.6 million from a subsidiary of Summit Investments. We recognized a capital contribution from Summit Investments for the difference between (i) the net cash consideration paid and the deferred purchase price obligation and (ii) Summit Investments' net investment in the 2016 Drop Down Assets.

The calculation of the capital distribution and its allocation to partners' capital follows (in thousands).

Summit Investments' net investment in the 2016 Drop Down Assets	\$771,929
SMP Holdings borrowings allocated to 2016 Drop Down Assets and retained by Summit Investments	342,926
Acquired carrying value of 2016 Drop Down Assets	\$1,114,855
Deferred purchase price obligation	\$507,427
Borrowings under revolving credit facility	360,000
Working capital adjustment received from a subsidiary of Summit Investments	(569)
Total consideration paid and recognized by SMLP	866,858
Excess of acquired carrying value over consideration paid and recognized	\$247,997
Allocation of capital contribution:	
General partner interest	\$4,953
Common limited partner interest	243,044
Partners' capital contribution – excess of acquired carrying value over consideration paid and recognized	\$247,997

Cash Distributions Paid and Declared. We paid the following per-unit distributions during the three and six months ended June 30:

	Three months		Six months	
	ended June 30,		ended June 30,	
	2016	2015	2016	2015
Per-unit distributions to unitholders	\$0.575	\$0.565	\$1.150	\$1.125

On July 21, 2016, the board of directors of our general partner declared a distribution of \$0.575 per unit for the quarterly period ended June 30, 2016. This distribution, which totaled \$41.0 million, will be paid on August 12, 2016 to unitholders of record at the close of business on August 5, 2016. We allocated the August 2016 distribution using a 25% marginal percentage interest in accordance with the third target distribution level.

Incentive Distribution Rights. Our general partner also currently holds IDRs that entitle it to receive increasing percentage allocations, up to a maximum of 50.0%, of the cash we distribute from operating surplus in excess of \$0.46 per unit per quarter. Our payment of IDRs as reported in distributions to unitholders – general partner in the statement of partners' capital during the three and six months ended June 30 follow.

	Three months		Six months	
	ended June 30,		ended June 30,	
	2016	2015	2016	2015
(In thousands)				
IDR payments	\$1,938	\$1,534	\$3,874	\$2,976

For the purposes of calculating net income or loss attributable to general partner, the financial impact of IDRs is recognized in respect of the quarter for which the distributions were declared. For the purposes of calculating distributions to unitholders in the statements of partners' capital and cash flows, IDR payments are recognized in the quarter in which they are paid.

12. EARNINGS PER UNIT

The following table details the components of EPU.

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
(In thousands, except per-unit amounts)				
Numerator for basic and diluted EPU:				
Allocation of net (loss) income among limited partner interests:				
Net (loss) income attributable to common units	\$(51,222)	\$1,847	\$(59,487)	\$1,490
Net income attributable to subordinated units (1)		(753)		(297)
Net (loss) income attributable to limited partners	\$(51,222)	\$1,094	\$(59,487)	\$1,193
Denominator for basic and diluted EPU:				
Weighted-average common units outstanding – basic	66,587	38,278	66,540	36,369
Effect of nonvested phantom units	—	183	—	108
Weighted-average common units outstanding – diluted	66,587	38,461	66,540	36,477
Weighted-average subordinated units outstanding – basic and diluted (1)		24,410		24,410
(Loss) earnings per limited partner unit:				
Common unit – basic	\$(0.77)	\$0.05	\$(0.89)	\$0.04
Common unit – diluted	\$(0.77)	\$0.05	\$(0.89)	\$0.04
Subordinated unit – basic and diluted (1)		\$(0.03)		\$(0.01)
Nonvested anti-dilutive phantom units excluded from the calculation of diluted EPU	4	—	250	95

(1) The subordinated units converted to common units on a one-for-one basis in February 2016 (see Note 11).

13. UNIT-BASED AND NONCASH COMPENSATION

SMLP Long-Term Incentive Plan. The SMLP Long-Term Incentive Plan (the "SMLP LTIP") provides for equity awards to eligible officers, employees, consultants and directors of our general partner and its affiliates. Items to note: In March 2016, we granted 488,482 phantom units to employees in connection with our annual incentive compensation award cycle. These awards had a grant date fair value of \$14.82 and vest ratably over a three-year period.

Also in March 2016, 120,920 phantom units vested.

As of June 30, 2016, approximately 3.9 million common units remained available for future issuance.

SMP Net Profits Interests. In connection with the formation of Summit Investments, up to 7.5% of total membership interests were authorized for issuance (the "SMP Net Profits Interests"). These membership interests were not contributed to SMLP in connection with its IPO. The expense associated with the SMP Net Profits Interests was allocated to Summit Investments' subsidiaries other than SMLP and its subsidiaries after the IPO. In connection with our acquisitions of the 2016 Drop Down Assets and Polar and Divide, we recognized the SMP Net Profits Interests' noncash compensation expense that had been allocated to the contributed subsidiaries prior to their respective drop down date due to common control.

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Noncash compensation recognized in general and administrative expense related to the SMP Net Profits Interests was as follows:

	Three months ended June 30, 2016	2015	Six months ended June 30, 2016	2015
SMP Net Profits Interests noncash compensation	\$90	\$251	\$285	\$502

(In thousands)

14. RELATED-PARTY TRANSACTIONS

Acquisitions. See Notes 1, 9, 11 and 16 for disclosure of the 2016 Drop Down and its funding.

Reimbursement of Expenses from General Partner. Our general partner and its affiliates do not receive a management fee or other compensation in connection with the management of our business, but will be reimbursed for expenses incurred on our behalf. Under our partnership agreement, we reimburse our general partner and its affiliates for certain expenses incurred on our behalf, including, without limitation, salary, bonus, incentive compensation and other amounts paid to our general partner's employees and executive officers who perform services necessary to run our business. Our partnership agreement provides that our general partner will determine in good faith the expenses that are allocable to us. Due to affiliate on the consolidated balance sheet represents the payables to our general partner for expenses incurred by it and paid on our behalf.

Expenses incurred by the general partner and reimbursed by us under our partnership agreement were as follows:

	Three months ended June 30, 2016	2015	Six months ended June 30, 2016	2015
Operation and maintenance expense	\$6,623	\$6,472	\$13,372	\$12,946
General and administrative expense	7,679	7,087	15,457	14,222

(In thousands)

Expenses Incurred by Summit Investments. Prior to the 2016 Drop Down and the Polar and Divide Drop Down, Summit Investments incurred:

- certain support expenses and capital expenditures on behalf of the contributed subsidiaries. These transactions were settled periodically through membership interests prior to the respective drop down;
- interest expense that was related to capital projects for the contributed subsidiaries. As such, the associated interest expense was allocated to the respective contributed subsidiary's capital projects as a noncash contribution and capitalized into the basis of the asset; and
- noncash compensation expense for the SMP Net Profits Interests, which were accounted for as compensatory awards. As such, the annual expense associated with the SMP Net Profits was allocated to the respective contributed subsidiary.

Subsequent to any drop down, these expenses are retrospectively included in the reimbursement of general partner expenses disclosed above due to common control.

15. COMMITMENTS AND CONTINGENCIES

Operating Leases. We and Summit Investments lease certain office space to support our operations. We have determined that our leases are operating leases. We recognize total rent expense incurred or allocated to us in general and administrative expenses. Rent expense related to operating leases, including rent expense incurred on our behalf and allocated to us, was as follows:

	Three months ended June 30,	Six months ended June 30, 30,

2016 2015 2016 2015

(In thousands)

Rent expense \$745 \$683 \$1,361 \$1,189

Legal Proceedings. The Partnership is involved in various litigation and administrative proceedings arising in the normal course of business. In the opinion of management, any liabilities that may result from these claims or those

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arising in the normal course of business would not individually or in the aggregate have a material adverse effect on the Partnership's financial position or results of operations.

Environmental Matters. Although we believe that we are in material compliance with applicable environmental regulations, the risk of environmental remediation costs and liabilities are inherent in pipeline ownership and operation. Furthermore, we can provide no assurances that significant environmental remediation costs and liabilities will not be incurred by the Partnership in the future. We are currently not aware of any material contingent liabilities that exist with respect to environmental matters, except as noted below.

In January 2015, Summit Investments learned of the rupture of a four-inch produced water gathering pipeline on the Meadowlark Midstream gathering system. Based on available information, Summit Investments accounted for the rupture as a 2014 event and recognized an environmental remediation accrual.

The incident, which is covered by Summit Investments' insurance policies, exhausted Summit Investments' \$25.0 million pollution liability policy in 2015. Property and business interruption claim requests have been submitted, although no amounts have been recognized for any potential recoveries, under the property and business interruption insurance policy. Details of the accrual recognized follow.

	Total (In thousands)
Accrued environmental remediation, January 1, 2015	\$ 30,000
Payments made by affiliates	(13,136)
Payments made with proceeds from insurance policies	(25,000)
Additional accruals	21,800
Accrued environmental remediation, December 31, 2015	\$ 13,664
Payments made by affiliates	(1,752)
Accrued environmental remediation, June 30, 2016	\$ 11,912

As of June 30, 2016, we have recognized (i) a current liability for remediation effort expenditures expected to be incurred within the next 12 months and (ii) a noncurrent liability for estimated remediation expenditures and fines expected to be incurred subsequent to June 30, 2017. Each of these amounts represent our best estimate for costs expected to be incurred. Neither of these amounts has been discounted to its present value.

The U.S. Department of Justice has issued subpoenas to Summit Investments, Meadowlark Midstream, the Partnership and our general partner requesting certain materials related to the rupture. We cannot predict the ultimate outcome of this matter with certainty for Summit Investments or Meadowlark Midstream, especially as it relates to any material liability as a result of any governmental proceeding related to the incident. SMLP and its general partner did not have any management or operational control over, or ownership interest in, Meadowlark Midstream or the produced water disposal pipeline prior to the 2016 Drop Down. Furthermore, the Contribution Agreement executed in connection with the 2016 Drop Down contains customary representations and warranties and Summit Investments has agreed to indemnify the Partnership with respect to certain losses, including losses related to the rupture. As a result, we believe at this time that it is unlikely that SMLP or its general partner will be subject to any material liability as a result of any governmental proceeding related to the rupture.

16. ACQUISITIONS AND DROP DOWN TRANSACTIONS

2016 Drop Down. On March 3, 2016, the Partnership acquired a controlling interest in OpCo, the entity which owns the 2016 Drop Down Assets (see Note 1). These assets include certain natural gas, crude oil and produced water gathering systems located in the Utica Shale, the Williston Basin and the DJ Basin as well as ownership interests in a natural gas gathering system and a condensate stabilization facility, both located in the Utica Shale.

The net consideration paid and recognized in connection with the 2016 Drop Down (i) consisted of a cash payment to SMP Holdings of \$360.0 million funded with borrowings under our revolving credit facility and a \$0.6 million working capital adjustment received in June 2016 (the "Initial Payment")(see Note 11) and (ii) includes a deferred payment in 2020 (the "Deferred Purchase Price Obligation").

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The Deferred Purchase Price Obligation will be equal to:

six-and-one-half (6.5) multiplied by the average Business Adjusted EBITDA, as defined below and in the Contribution Agreement, of the 2016 Drop Down Assets for 2018 and 2019, less the G&A Adjuster, as defined in the Contribution Agreement;

less the Initial Payment;

less all capital expenditures incurred for the 2016 Drop Down Assets between March 3, 2016 and December 31, 2019;

plus all Business Adjusted EBITDA from the 2016 Drop Down Assets between March 3, 2016 and December 31, 2019, less the the Cumulative G&A Adjuster, as defined in the Contribution Agreement.

Business Adjusted EBITDA is defined as the net income or loss of the 2016 Drop Down Assets for such period:

plus interest expense, income tax expense, and depreciation and amortization of the 2016 Drop Down Assets for such period;

• plus any adjustments related to MVC shortfall payments, impairments and other noncash expenses or losses with respect to the 2016 Drop Down Assets for such period;

plus any Special Liability Expenses, as defined below and in the Contribution Agreement, for such period;

less interest income and income tax benefit of the 2016 Drop Down Assets for such period;

less adjustments related to any other noncash income or gains with respect to the 2016 Drop Down Assets for such period.

Business Adjusted EBITDA shall exclude the effect of any Partnership expenses allocated by or to SMLP or its affiliates in respect of the 2016 Drop Down Assets, such as general and administrative expenses (including compensation-related expenses and professional services fees), transaction costs, and allocated interest expense and allocated income tax expense.

Special Liability Expenses are defined as any and all expenses incurred by SMLP with respect to the Special Liabilities, as defined in the Contribution Agreement, including fines, legal fees, consulting fees and remediation costs.

The present value of the Deferred Purchase Price Obligation will be reflected as a liability on our balance sheet until paid. As of the acquisition date, the estimated future payment obligation (based on management's estimate of the Partnership's share of forecasted Business Adjusted EBITDA and capital expenditures for the 2016 Drop Down Assets) was \$860.3 million, which had a net present value of \$507.4 million, using a discount rate of 13%. As of June 30, 2016, the net present value of this obligation was \$532.4 million and has been recorded on the consolidated balance sheet. Deferred purchase price obligation expense is recognized in the statements of operations. Any subsequent changes to the estimated future payment obligation will be calculated using a discounted cash flow model with a commensurate risk-adjusted discount rate. Such changes and the impact on the liability due to the passage of time will be recorded as deferred purchase price obligation income or expense on the consolidated statements of operations in the period of the change.

At the discretion of the board of directors of our general partner, the Deferred Purchase Price Obligation can be paid in cash, SMLP common units or a combination thereof. We currently expect that the Deferred Purchase Price Obligation will be financed with a combination of (i) net proceeds from the sale of common units by us, (ii) the net proceeds from the issuance of senior unsecured debt by us, (iii) borrowings under our revolving credit facility and/or (iv) other internally generated sources of cash.

Because of the common control aspects in a drop down transaction, the 2016 Drop Down was deemed a transaction between entities under common control and, as such, has been accounted for on an "as-if pooled" basis for all periods in which common control existed. Subsequent to closing the 2016 Drop Down, SMLP's financial results retrospectively include the combined financial results of the 2016 Drop Down Assets for all common-control periods.

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Summit Utica. Summit Investments completed the acquisition of certain natural gas gathering assets located in the Utica Shale Play for \$25.2 million on December 15, 2014. These assets, which were contributed to Summit Investments' then-newly formed subsidiary, Summit Utica, gather natural gas under a long-term, fee-based contract. Summit Investments accounted for the purchase under the acquisition method of accounting. As of December 31, 2014, we assigned the full purchase price to property, plant and equipment.

Ohio Gathering. For information on the acquisition and initial recognition of Ohio Gathering, see Note 7.

Meadowlark Midstream. At the time of the 2016 Drop Down, Meadowlark Midstream owned Niobrara G&P and certain crude oil and produced water gathering pipelines located in Williams County, North Dakota. Summit Investments accounted for its purchase of Meadowlark Midstream under the acquisition method of accounting, whereby the various gathering systems' identifiable tangible and intangible assets acquired and liabilities assumed were recorded based on their fair values as of initial acquisition on February 15, 2013. Both Bison Midstream and Polar Midstream have previously been carved out of Meadowlark Midstream. Their fair values were determined based upon assumptions related to future cash flows, discount rates, asset lives, and projected capital expenditures to complete the system. We recognized the 2016 acquisition of Meadowlark Midstream at Summit Investments' historical cost of construction and fair value of assets and liabilities at acquisition, which reflected its fair value accounting for the initial acquisition of Meadowlark Midstream in 2013, due to common control.

The fair values of the assets acquired and liabilities assumed as of February 15, 2013, were as follows (in thousands):

Purchase price assigned to Meadowlark Midstream	\$25,376
Current assets	\$2,227
Property, plant, and equipment	18,795
Other noncurrent assets	4,354
Total assets acquired	25,376
Total liabilities assumed	\$—
Net identifiable assets acquired	\$25,376

From a financial position and operational standpoint, the crude oil and produced water gathering pipelines held by Meadowlark Midstream and acquired in connection with the 2016 Drop Down are recognized as part of the Polar and Divide gathering system.

Supplemental Disclosures – As-If Pooled Basis. As a result of accounting for our drop down transactions similar to a pooling of interests, our historical financial statements and those of the 2016 Drop Down Assets and Polar and Divide have been combined to reflect the historical operations, financial position and cash flows from the date common control began. Revenues and net income or loss for the previously separate entities and the combined amounts, as presented in these unaudited condensed consolidated financial statements follow.

	Three months ended June 30, 2015	Six months ended June 30, 2016	2015
	(In thousands)		
SMLP revenues	\$76,253	\$171,339	\$148,888
2016 Drop Down Assets revenues	5,910	8,867	10,780
Polar and Divide revenues (1)	4,691		13,273
Combined revenues	\$86,854	\$180,206	\$172,941
SMLP net (loss) income	\$2,985	\$(56,965)	\$4,652
2016 Drop Down Assets net income (loss)	(7,438)	2,745	(14,935)
Polar and Divide net income (1)	2,057		5,403
Combined net loss	\$(2,396)	\$(54,220)	\$(4,880)

(1) Results are fully reflected in SMLP's results of operations subsequent to closing the respective drop down.

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17. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

In July 2014 and June 2013, the Co-Issuers issued the Senior Notes. The Senior Notes are fully and unconditionally guaranteed, jointly and severally, on a senior unsecured basis by SMLP and the Guarantor Subsidiaries (see Note 9). The following supplemental condensed consolidating financial information reflects SMLP's separate accounts, the combined accounts of the Co-Issuers, the combined accounts of the Guarantor Subsidiaries, the combined accounts of the Non-Guarantor Subsidiaries and the consolidating adjustments for the dates and periods indicated. For purposes of the following consolidating information, each of SMLP and Co-Issuers account for their subsidiary investments, if any, under the equity method of accounting.

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Condensed Consolidating Balance Sheets. Balance sheets as of June 30, 2016 and December 31, 2015 follow.

	June 30, 2016					
	SMLP	Co-Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	Total
	(In thousands)					
Assets						
Cash and cash equivalents	\$2,320	\$638	\$2,351	\$1,434	\$—	\$6,743
Accounts receivable	55	—	40,698	7,552	—	48,305
Due from affiliate	11,660	140,443	300,806	—	(452,909)	—
Other current assets	838	—	1,162	138	—	2,138
Total current assets	14,873	141,081	345,017	9,124	(452,909)	57,186
Property, plant and equipment, net	1,419	—	1,453,815	390,913	—	1,846,147
Intangible assets, net	—	—	417,381	24,580	—	441,961
Investment in equity method investees	—	—	—	711,021	—	711,021
Goodwill	—	—	16,211	—	—	16,211
Other noncurrent assets	2,402	6,186	160	—	—	8,748
Investment in subsidiaries	2,070,570	3,253,326	—	—	(5,323,896)	—
Total assets	\$2,089,264	\$3,400,593	\$2,232,584	\$1,135,638	\$(5,776,805)	\$3,081,274
Liabilities and Partners' Capital						
Trade accounts payable	\$334	\$—	\$8,530	\$12,733	\$—	\$21,597
Due to affiliate	441,432	—	—	11,660	(452,909)	183
Ad valorem taxes payable	20	—	6,965	673	—	7,658
Accrued interest	—	17,483	—	—	—	17,483
Accrued environmental remediation	—	—	—	8,026	—	8,026
Other current liabilities	4,573	—	7,836	1,372	—	13,781
Total current liabilities	446,359	17,483	23,331	34,464	(452,909)	68,728
Long-term debt	—	1,312,539	—	—	—	1,312,539
Deferred purchase price obligation	532,355	—	—	—	—	532,355
Deferred revenue	—	—	48,196	—	—	48,196
Noncurrent accrued environmental remediation	—	—	—	3,886	—	3,886
Other noncurrent liabilities	3,011	—	5,000	20	—	8,031
Total liabilities	981,725	1,330,022	76,527	38,370	(452,909)	1,973,735
Total partners' capital	1,107,539	2,070,571	2,156,057	1,097,268	(5,323,896)	1,107,539
Total liabilities and partners' capital	\$2,089,264	\$3,400,593	\$2,232,584	\$1,135,638	\$(5,776,805)	\$3,081,274

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	December 31, 2015					
	SMLP	Co-Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	Total
	(In thousands)					
Assets						
Cash and cash equivalents	\$73	\$12,407	\$6,930	\$2,383	\$—	\$21,793
Accounts receivable	—	—	84,021	5,560	—	89,581
Due from affiliate	3,168	151,443	207,651	—	(362,262)	—
Other current assets	540	—	2,672	361	—	3,573
Total current assets	3,781	163,850	301,274	8,304	(362,262)	114,947
Property, plant and equipment, net	1,178	—	1,462,623	348,982	—	1,812,783
Intangible assets, net	—	—	438,093	23,217	—	461,310
Investment in equity method investees	—	—	—	751,168	—	751,168
Goodwill	—	—	16,211	—	—	16,211
Other noncurrent assets	3,480	4,611	162	—	—	8,253
Investment in subsidiaries	2,438,395	3,222,187	—	—	(5,660,582)	—
Total assets	\$2,446,834	\$3,390,648	\$2,218,363	\$1,131,671	\$(6,022,844)	\$3,164,672
Liabilities and Partners' Capital						
Trade accounts payable	\$482	\$—	\$18,489	\$21,837	\$—	\$40,808
Due to affiliate	360,243	—	—	3,168	(362,262)	1,149
Deferred revenue	—	—	677	—	—	677
Ad valorem taxes payable	9	—	9,881	381	—	10,271
Accrued interest	—	17,483	—	—	—	17,483
Accrued environmental remediation	—	—	—	7,900	—	7,900
Other current liabilities	4,558	—	7,405	1,334	—	13,297
Total current liabilities	365,292	17,483	36,452	34,620	(362,262)	91,585
Long-term debt	332,500	934,770	—	—	—	1,267,270
Deferred revenue	—	—	45,486	—	—	45,486
Noncurrent accrued environmental remediation	—	—	—	5,764	—	5,764
Other noncurrent liabilities	1,743	—	5,503	22	—	7,268
Total liabilities	699,535	952,253	87,441	40,406	(362,262)	1,417,373
Total partners' capital	1,747,299	2,438,395	2,130,922	1,091,265	(5,660,582)	1,747,299
Total liabilities and partners' capital	\$2,446,834	\$3,390,648	\$2,218,363	\$1,131,671	\$(6,022,844)	\$3,164,672

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Condensed Consolidating Statements of Operations. For the purposes of the following condensed consolidating statements of operations, we allocate general and administrative expenses recognized at the SMLP parent to the Guarantor Subsidiaries and Other Subsidiaries to reflect what those entities results would have been had they operated on a stand-alone basis. Statements of operations for the three and six months ended June 30, 2016 and 2015 follow.

	Three months ended June 30, 2016					
	SMLP	Co-Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	Total
	(In thousands)					
Revenues:						
Gathering services and related fees	\$—	\$—	\$ 62,677	\$ 13,510	\$ —	\$76,187
Natural gas, NGLs and condensate sales	—	—	8,581	—	—	8,581
Other revenues	—	—	4,306	561	—	4,867
Total revenues	—	—	75,564	14,071	—	89,635
Costs and expenses:						
Cost of natural gas and NGLs	—	—	6,864	—	—	6,864
Operation and maintenance	—	—	21,042	2,368	—	23,410
General and administrative	—	—	10,761	2,115	—	12,876
Transaction costs	122	—	—	—	—	122
Depreciation and amortization	154	—	24,757	3,052	—	27,963
Loss on asset sales, net	—	—	74	—	—	74
Long-lived asset impairment	—	—	40	529	—	569
Total costs and expenses	276	—	63,538	8,064	—	71,878
Other income	19	—	—	—	—	19
Interest expense	—	(16,035)	—	—	—	(16,035)
Deferred purchase price obligation expense	(17,465)	—	—	—	—	(17,465)
(Loss) income before income taxes	(17,722)	(16,035)	12,026	6,007	—	(15,724)
Income tax expense	(360)	—	—	—	—	(360)
Loss from equity method investees	—	—	—	(34,471)	—	(34,471)
Equity in loss of consolidated subsidiaries	(32,473)	(16,438)	—	—	48,911	—
Net (loss) income	\$(50,555)	\$(32,473)	\$ 12,026	\$ (28,464)	\$ 48,911	\$(50,555)

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	Three months ended June 30, 2015					
	SMLP	Co-Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	Total
	(In thousands)					
Revenues:						
Gathering services and related fees	\$—	\$ —	\$ 64,420	\$ 5,334	\$ —	\$69,754
Natural gas, NGLs and condensate sales	—	—	11,967	—	—	11,967
Other revenues	—	—	4,556	577	—	5,133
Total revenues	—	—	80,943	5,911	—	86,854
Costs and expenses:						
Cost of natural gas and NGLs	—	—	8,574	—	—	8,574
Operation and maintenance	—	—	21,618	1,977	—	23,595
General and administrative	—	—	9,739	1,893	—	11,632
Transaction costs	822	—	—	—	—	822
Depreciation and amortization	184	—	23,795	2,040	—	26,019
Gain on asset sales, net	—	—	(214)	—	—	(214)
Total costs and expenses	1,006	—	63,512	5,910	—	70,428
Other income	—	—	—	—	—	—
Interest expense	(3,516)	(12,083)	—	—	—	(15,599)
(Loss) income before income taxes	(4,522)	(12,083)	17,431	1	—	827
Income tax benefit	263	—	—	—	—	263
Loss from equity method investees	—	—	—	(3,486)	—	(3,486)
Equity in earnings of consolidated subsidiaries	1,863	13,946	—	—	(15,809)	—
Net (loss) income	\$(2,396)	\$ 1,863	\$ 17,431	\$ (3,485)	\$(15,809)	\$(2,396)

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	Six months ended June 30, 2016					Total
	SMLP	Co-Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	
	(In thousands)					
Revenues:						
Gathering services and related fees	\$—	\$—	\$ 127,445	\$ 26,842	\$ —	\$ 154,287
Natural gas, NGLs and condensate sales	—	—	16,169	—	—	16,169
Other revenues	—	—	8,674	1,076	—	9,750
Total revenues	—	—	152,288	27,918	—	180,206
Costs and expenses:						
Cost of natural gas and NGLs	—	—	13,154	—	—	13,154
Operation and maintenance	—	—	43,614	5,638	—	49,252
General and administrative	—	—	20,891	4,864	—	25,755
Transaction costs	1,296	—	—	—	—	1,296
Depreciation and amortization	270	—	49,429	5,992	—	55,691
Loss on asset sales, net	—	—	11	—	—	11
Long-lived asset impairment	—	—	41	528	—	569
Total costs and expenses	1,566	—	127,140	17,022	—	145,728
Other income	41	—	—	—	—	41
Interest expense	(1,441)	(30,476)	—	—	—	(31,917)
Deferred purchase price obligation expense	(24,928)	—	—	—	—	(24,928)
(Loss) income before income taxes	(27,894)	(30,476)	25,148	10,896	—	(22,326)
Income tax expense	(283)	—	—	—	—	(283)
Loss from equity method investees	—	—	—	(31,611)	—	(31,611)
Equity in (loss) earnings of consolidated subsidiaries	(26,043)	4,433	—	—	21,610	—
Net (loss) income	\$(54,220)	\$(26,043)	\$ 25,148	\$ (20,715)	\$ 21,610	\$(54,220)

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	Six months ended June 30, 2015				
	SMLP Issuers	Guarantor subsidiaries	Non-guarantor subsidiaries	Consolidating adjustments	Total
	(In thousands)				
Revenues:					
Gathering services and related fees	\$-	—\$ 128,605	\$ 9,589	\$	—\$138,194
Natural gas, NGLs and condensate sales	—	24,580	—	—	24,580
Other revenues	—	8,975	1,192	—	10,167
Total revenues	—	162,160	10,781	—	172,941
Costs and expenses:					
Cost of natural gas and NGLs	—	18,015	—	—	18,015
Operation and maintenance	—	42,673	3,712	—	46,385
General and administrative	—	19,765	3,466	—	23,231
Transaction costs	932	—	—	—	932