SemGroup Corp Form SC 13D/A November 06, 2017

### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934\*** 

(Amendment No. 1)

### **SEMGROUP CORPORATION**

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

81663A105

(CUSIP Number)

**Anthony Merhige** 

**Harvest Fund Advisors LLC** 

100 West Lancaster Avenue, Suite 200

Wayne, Pennsylvania 19087

Tel: (610) 341-9700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

### **November 6, 2017**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:
<b>NOTE</b> : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Harvest Fund Advisors LLC 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** 9 SOLE DISPOSITIVE POWER REPORTING

**PERSON** 

2

WITH 7,413,207 10 SHARED DISPOSITIVE POWER

ΙA

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9,4%
TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Harvest Fund Holdco L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 OWNED BY 8 SHARED VOTING POWER **EACH** REPORTING 9 SOLE DISPOSITIVE POWER **PERSON** 

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3

# 7,413,207 10 SHARED DISPOSITIVE POWER

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	7,413,207 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (Second Instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	9.4% TYPE OF REPORTING PERSON (See Instructions)
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CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Blackstone Harvest Holdco L.L.C. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** 9 SOLE DISPOSITIVE POWER REPORTING **PERSON** 

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9,4%
TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Blackstone Intermediary Holdco L.L.C. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON** 

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WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%
TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Blackstone Advisory Partners L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** 9 SOLE DISPOSITIVE POWER REPORTING

**PERSON** 

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WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

## CUSIP No. 81663A105

PERSON

1	NAMES (	OF REPORTING PERSONS				
2	Blackstone Advisory Services L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) (b)					
3	SEC USE	ONLY				
4	SOURCE	OF FUNDS (See Instructions)				
5	OO CHECK I 2(e)	F DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) on				
6	CITIZEN	SHIP OR PLACE OF ORGANIZATION				
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WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%
TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS Blackstone Holdings I L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) 2 (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON** 

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9,4%
TYPE OF REPORTING PERSON (See Instructions)

## CUSIP No. 81663A105

**PERSON** 

1	NAMES OF REPORTING PERSONS					
2	ackstone Holdings I/II GP Inc. HECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (b)					
3	SEC USE ONLY					
4	SOURCE OF FUNDS (See Instructions)					
5	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) of 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION					
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REPOR	0 PTING 9 SOLE DISPOSITIVE POWER					

WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%
TYPE OF REPORTING PERSON (See Instructions)

CUSIP No. 81663A105 1 NAMES OF REPORTING PERSONS The Blackstone Group L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) 2 (a) (b) 3 SEC USE ONLY 4 SOURCE OF FUNDS (See Instructions) OO 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 6 Delaware NUMBER OF 7 SOLE VOTING POWER **SHARES** BENEFICIALLY 7,413,207 8 SHARED VOTING POWER OWNED BY **EACH** REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON** 

2

WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.4%

14 TYPE OF REPORTING PERSON (See Instructions)

PN

## CUSIP No. 81663A105

PERSON

NAMES OF REPORTING PERSONS					
Blackstone Group Management L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) (b)					
SEC USI	EONLY				
SOURCE	E OF FUNDS (See Instructions)				
OO CHECK 2(e)	IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or				
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WITH 7,413,207 10 SHARED DISPOSITIVE POWER

TYPE OF REPORTING PERSON (See Instructions)

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0 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,413,207 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.4%

## CUSIP No. 81663A105

REPORTING

PERSON

9 SOLE DISPOSITIVE POWER

1	NAMES OF REPORTING PERSONS
2	Stephen A. Schwarzman CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  (a) (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions)
5	OO CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) of 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
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WITH 7,413,207 10 SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,413,207
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9,4%
TYPE OF REPORTING PERSON (See Instructions)

This Amendment No. 1 (<u>Amendment No. 1</u>) to Schedule 13D relates to the shares of Class A Common Stock, par value \$0.01 per share (the <u>Common Stock</u>), of SemGroup Corporation, a Delaware corporation (the <u>Issuer</u>), and amends the initial statement on Schedule 13D filed on October 26, 2017 (the <u>Original Schedule 13D</u>), and as amended, the <u>Schedule 13D</u>). This Amendment No. 1 is being filed to correct the number of shares of Common Stock related to the Derivative Agreements reported in Item 6 of the Original Schedule 13D (as of October 22, 2017, an indirect subsidiary of The Blackstone Group L.P. held Derivative Agreements with respect to 20,686 shares of Common Stock (representing economic exposure to less than 0.1% of the Common Stock) instead of the 6,722,216 disclosed in the Original Schedule 13D). Capitalized terms used but not defined in this Amendment No. 1 shall have the same meanings ascribed to them in the Schedule 13D.

#### Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby supplemented by adding the following

As of November 1, 2017, the funds and accounts managed by HFA acquired the securities reported herein for aggregate consideration of approximately \$252.6 million, using cash available in such funds and accounts.

#### Item 5. Interest in Securities of the Issuer.

Items 5(a)-(b) of the Schedule 13D are hereby amended and restated as follows:

(a) and (b). Calculations of the percentage of Common Stock beneficially owned assumes that there are a total of 78,660,676 shares of Common Stock outstanding as of September 30, 2017, as reported in the Issuer s Registration Statement on Form S-3 filed on October 13, 2017.

The aggregate number and percentage of shares of Common Stock beneficially owned by each Reporting Person and, for each Reporting Person, the number of shares of Common Stock as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference.

The amounts reported herein reflect the number of shares of Common Stock held by funds and accounts managed by HFA as of November 1, 2017. None of the Blackstone Persons directly owns any Common Stock.

Harvest Fund Holdco L.P. is the sole member of HFA. Blackstone Harvest Holdco L.L.C. is the general partner of Harvest Fund Holdco L.P. Blackstone Intermediary Holdco L.L.C. is the sole member of Blackstone Harvest Holdco L.L.C. Blackstone Advisory Partners L.P. is the sole member of Blackstone Intermediary Holdco L.L.C. Blackstone Advisory Services L.L.C. is the general partner of Blackstone Advisory Partners L.P. Blackstone Holdings I L.P. is the sole member of Blackstone Advisory Services L.L.C. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings I L.P. The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone senior managing directors and controlled by its founder, Stephen A. Schwarzman.

HFA, an investment adviser registered under the Investment Advisers Act of 1940, as amended, advises funds and accounts. In such capacity, HFA has voting authority and dispositive discretion over the securities of the Issuer described in this Schedule 13D that are owned by the funds and accounts advised by it. Except for the purpose of determining beneficial ownership under Section 13(d) of the Securities Exchange Act of 1934, as amended (the <a href="Exchange Act">Exchange Act</a> ), HFA and the other Reporting Persons each disclaims beneficial ownership of all securities reported as beneficially owned by HFA in this Schedule 13D. None of the Reporting Persons has any pecuniary interest in the

securities reported as beneficially owned by HFA in this Schedule 13D, as such term is used for purposes of Section 16 of the Exchange Act. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons is the beneficial owner of the securities referred to herein for purposes of Section 13(d) or Section 16 of the Exchange Act or for any other purpose.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c) Except as set forth in Schedule 1 of this Amendment No. 1, none of the Reporting Persons has effected any transaction in Common Stock since those reported on the Original Schedule 13D filed by the Reporting Persons on October 26, 2017.

### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated as follows:

As of November 1, 2017, an indirect subsidiary of The Blackstone Group L.P. has entered into notional principal amount derivative agreements (the <u>Derivative Agreements</u>) in the form of cash settled swaps with respect to 20,686 shares of Common Stock (representing economic exposure to less than 0.1% of the Common Stock). The Derivative Agreements provide such holder with economic results that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreements (such shares, the <u>Subject Shares</u>). The Reporting Persons disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

#### **SIGNATURES**

After reasonable inquiry and to the best of its or his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 6, 2017

#### HARVEST FUND ADVISORS LLC

By: /s/ Anthony Merhige Name: Anthony Merhige

Title: Senior Managing Director

#### HARVEST FUND HOLDCO L.P.

By: Blackstone Harvest Holdco L.L.C., its General Partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Person

#### BLACKSTONE HARVEST HOLDCO L.L.C.

By: Blackstone Intermediary Holdco L.L.C., its Sole Member By: Blackstone Advisory Partners L.P., its Sole Member

By: Blackstone Advisory Services L.L.C., its General Partner

By: Blackstone Holdings I L.P., its Sole Member

By: Blackstone Holdings I/II GP Inc., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

### BLACKSTONE INTERMEDIARY HOLDCO L.L.C.

By: Blackstone Advisory Partners L.P., its Sole Member

By: Blackstone Advisory Services L.L.C., its General Partner

By: Blackstone Holdings I L.P., its Sole Member

By: Blackstone Holdings I/II GP Inc., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

#### BLACKSTONE ADVISORY PARTNERS L.P.

By: Blackstone Advisory Services L.L.C., its General Partner

By: Blackstone Holdings I L.P., its Sole Member

By: Blackstone Holdings I/II GP Inc., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer [SemGroup Corporation Schedule 13D/A]

### BLACKSTONE ADVISORY SERVICES L.L.C.

By: Blackstone Holdings I L.P., its Sole Member

By: Blackstone Holdings I/II GP Inc., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

### BLACKSTONE HOLDINGS I L.P.

By: Blackstone Holdings I/II GP Inc., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

### BLACKSTONE HOLDINGS I/II GP INC.

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

### THE BLACKSTONE GROUP L.P.

By: Blackstone Group Management L.L.C., its General Partner

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

### BLACKSTONE GROUP MANAGEMENT L.L.C.

By: /s/ Kathleen Skero Name: Kathleen Skero

Title: Senior Managing Director Chief Accounting Officer

/s/ Stephen A. Schwarzman Stephen A. Schwarzman

[SemGroup Corporation Schedule 13D/A]

### SCHEDULE 1

The below reflects the transactions in Common Stock effected by the Reporting Persons since those reported on the Original Schedule 13D filed by the Reporting Persons on October 26, 2017. All transactions occurred in the open market.

	Weighted Average				
	Common Stock		Trading		
Date	Purchased/(SolPrice	per S	Share of Common Sto	ck Seller	
10/30/2017	(94,795)	\$	26.0849	Harvest Fund Advisors LLC*	
10/30/2017	(33,806)	\$	26.2250	Harvest Fund Advisors LLC*	
10/30/2017	33,806	\$	26.2250	Harvest Fund Advisors LLC*	
10/31/2017	(1,977)	\$	25.9342	Harvest Fund Advisors LLC*	

<sup>\*</sup> Reflects transactions in the Common Stock effected by Harvest Fund Advisors LLC on behalf of the funds and accounts it manages.