



December 11, 2009

Dear Fellow Employees:

SemGroup expects all of our employees and representatives to conduct our business in accordance with the highest standards of ethical behavior. I believe it is necessary to reiterate in the plainest possible terms the importance of the Company's requirements.

All employees of SemGroup Corporation and its subsidiaries are expected to read our Code of Business Conduct and Ethics and to strictly comply with its requirements. Each of us must understand how the Code applies to us, and to those with whom we work. If you observe conduct which you believe is a violation of the Code, such conduct should be reported immediately to your supervisor or other appropriate personnel, including SemGroup's General Counsel.

I trust you appreciate that the conduct required by these policies is critical to the success and viability of the Company. Your faithful attention to these requirements is very much appreciated by the Board of Directors and by me personally.

Sincerely,

A handwritten signature in black ink that reads 'Norm Szydlowski'.

Norm Szydlowski, President and CEO

# **SEMGROUP CORPORATION**

## **Code of Business Conduct and Ethics**

December 10, 2009

### **Introduction**

In this Code of Business Conduct and Ethics, the terms “SemGroup,” “we,” “us,” and “our” mean SemGroup Corporation and all of its subsidiaries. The policies and procedures set forth in this Code govern the conduct of every aspect of our business. While this Code provides a brief summary of the standards of conduct that are the foundation of our business operations, it is not possible to cover all situations confronting our personnel in the day-to-day conduct of their many activities. We must rely on the individual judgment and personal ethical standards of each of you to maintain a high standard of honesty and integrity in conducting our business.

This Code applies to all directors, officers, employees and contractors of SemGroup and to all SemGroup business locations throughout the world. Those who violate the standards of this Code will be subject to disciplinary action, including warnings, suspensions, termination of employment, or such other actions as may be appropriate under the circumstances. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described under the section titled “Compliance Procedures” below.

### **General Policy**

It is our policy to conduct our business in accordance with applicable laws, rules and regulations, with honesty and integrity, in a manner which demonstrates respect for local cultural and ethnic customs, and with a strong commitment to the highest standards of ethics. We demand high standards of integrity and sound ethical judgment from our personnel at all times.

### **Conflicts of Interest**

A “conflict of interest” exists when your private interest interferes in any way with the interests of SemGroup. You have a duty to avoid financial, business or other relationships which might be opposed to our interests or might cause a conflict with the performance of your duties. You should conduct yourself in a manner that avoids even the appearance of conflict between your personal interests and those of SemGroup.

A conflict of interest situation may arise in many ways. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your work on behalf of SemGroup objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position in SemGroup. Even if permitted under applicable law, loans to, or guarantees of obligations of, you and your family members may create conflicts of interest. It is not possible to discuss every circumstance that may lead to a conflict of interest, but the following examples are illustrative:

- owning or holding a substantial financial interest in a company that has material business dealings with us or which engages in any significant field of activity engaged in by us;

- acting as a director, officer, consultant or employee for any business institution with which we have a competitive or significant business relationship, unless so requested or approved by us;
- accepting gifts, payments or services of value from those seeking to do business with us;
- knowingly competing with us in the purchase or sale of property; and
- placing of business with a firm owned or controlled by a SemGroup employee, without the prior specific approval of the Chief Executive Officer or the Chief Financial Officer.

We have adopted a separate policy to deal specifically with transactions involving SemGroup in which you may have a direct or indirect material interest. These conflict of interest situations are known as “related person transactions.” You should review our Related Person Transaction Policy for further information on our policies and procedures for the identification, review and approval of related person transactions.

### **Corporate Opportunities**

You are prohibited from taking for yourself, as an individual, opportunities that are discovered, through the use of corporate property, information or position, without the prior consent of the Board of Directors. You may not use corporate property, information or position for improper personal gain, and you may not compete with SemGroup, directly or indirectly. You owe a duty to SemGroup to advance its legitimate interests when the opportunity to do so arises.

### **Unauthorized Use of Corporate Funds and Assets**

The use of corporate funds or assets for any unlawful or improper purpose is strictly prohibited. Examples include illegal corporate political contributions to candidates, parties or government officials in any country, and payments to any government officials or private individuals to induce customers to purchase our goods and services.

### **Record Keeping**

Financial statements and the books and records on which they are based must accurately reflect all corporate transactions. All receipts and disbursements of corporate funds must be properly recorded in the books, and records must disclose the nature and purpose of SemGroup’s transactions. All records and transactions are subject to review by internal and external auditors. Full cooperation with the auditors is expected and under no circumstances will any relevant information be intentionally withheld from them.

The following requirements apply to all corporate records:

- no undisclosed or unrecorded fund or asset of ours shall be established for any purpose;
- no false or artificial entries shall be made in our books and records for any reason, and no employee shall engage in any arrangement that results in such prohibited act;

- all transactions shall be executed in accordance with management's general or specific authorization;
- transactions shall be properly recorded to permit preparation of financial statements in accordance with generally accepted accounting principles and to maintain accountability for assets; and
- no payment on behalf of SemGroup shall be approved or made with the intention or understanding that any part of such payment is to be used for any purpose other than that described by the documents supporting the payment.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mails, internal memos and formal reports. Records should always be retained or destroyed according to our Document Retention Policy.

### **Political Contributions and Activities**

We encourage you to maintain an interest in political matters in your home country, but recognize that participation in politics is primarily a matter of individual choice. Involvement and participation in political activities must be on an individual basis, on your own time and at your own expense. Further, when you speak on public issues, it must be made clear that comments or statements made are your own and not those of SemGroup.

Your participation in political activities in a country where you are not a citizen may jeopardize your continued right to live and work in such country. Accordingly, such participation is prohibited.

No corporate funds or assets, including the work time of an employee, will be contributed, loaned, or made available, directly or indirectly, to any political party or to the campaign of any candidate for political office.

### **Prohibited Payments**

It is our policy to deal with clients and suppliers, and the governments of all jurisdictions in which we operate, in a straightforward and aboveboard manner.

In addition to other standards of conduct set forth in this Code, you may not, directly or indirectly, offer or provide any gift, gratuity, or entertainment as a bribe, kickback or other payment to any government official or employee to obtain or retain business or special concessions.

Similarly, you are not authorized to make payments as a bribe, kickback or other payment, including commissions, finder's fees, etc., to employees of other companies or organizations, directly or indirectly, for the purpose of obtaining favorable treatment in securing business or otherwise obtaining special concessions from such other companies or organizations.

## **Foreign Corrupt Practices Act of 1977**

The Foreign Corrupt Practices Act of 1977, as amended, in general, prohibits the giving of money or things of value to a non-U.S. government official, political candidate or political party for the purpose of obtaining or retaining business.

Under the provisions of this Act:

- Bribes to a non-U.S. official, political party, political party official, or candidate for political office, to assist in obtaining, retaining or directing business to any person are prohibited.
- Complete and accurate books, records and accounts, in reasonable detail, must be kept and must fairly reflect transactions and dispositions of assets.
- A system of internal accounting controls must be maintained and such system must be sufficient to provide reasonable assurance that (a) transactions are executed in accordance with management authorizations, (b) transactions are recorded as necessary to permit the preparation of financial statements in conformity with generally accepted accounting principles, (c) access to assets is permitted only in accordance with management's authorization, and (d) the recorded accountability for assets is compared with existing assets at reasonable intervals.

It is our policy to comply with all applicable provisions of this Act.

## **Retaining Agents, Consultants and Representatives**

Our agents, consultants and representatives are expected to comply with the applicable provisions of this Code. You should not hire or retain any person or entity to assist with the acquisition, development or retention of business until SemGroup has received full details regarding the background and reputation of the individual or entity to be hired or retained.

## **Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each of you should endeavor to respect the rights of and deal fairly with our customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair-dealing practice.

## **Confidentiality**

You must maintain the confidentiality of confidential information entrusted to you by us or our customers, except when disclosure is authorized by the General Counsel or required by laws or regulations. Confidential information includes all non-public information that might be of use to

competitors, or harmful to us or our customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

### **Protection and Proper Use of Our Assets**

You should endeavor to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Our equipment should not be used for non-corporate business, though incidental personal use may be permitted.

The obligation of employees to protect our assets includes our proprietary information. Proprietary information includes intellectual property as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data or reports. Unauthorized use or distribution of this information will violate SemGroup policy and may also be illegal and result in civil or criminal penalties.

### **Compliance with Antitrust Laws**

Our businesses are subject to the provisions of the various antitrust laws. Antitrust laws are based on the principle that the economy and public will benefit from a healthy state of business competition, free from unreasonable restraints. Under these laws, companies may not enter into agreements with other companies that unreasonably restrict the competitive process. It is our policy to comply with applicable antitrust laws.

### **Insider Trading**

If you have access to confidential information, you are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about SemGroup and its customers should be considered confidential information. To use non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, we have adopted an Insider Trading Policy, which governs employees’ trading in our securities and the securities of our customers and to which you should refer for further information.

### **Discrimination and Harassment**

The diversity of our employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. Examples include, but are not limited to, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. For more information, see our Equal Employment Opportunity Policy and our Harassment-Free Workplace Policy.

## **Health and Safety**

We strive to provide each employee with a safe and healthy work environment. You are responsible for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. You should report to work in condition to perform your duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## **Waivers of the Code**

Any waiver of the Code for executive officers and directors may be made only by the Board of Directors or a Board committee and will be promptly disclosed as required by law or stock exchange regulation.

## **Reporting any Illegal or Unethical Behavior**

You are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior, and when in doubt, about the best course of action in a particular situation. It is our policy to prohibit retaliation against you for reports of misconduct by others that you make in good faith. You are expected to cooperate in internal investigations of misconduct.

In certain circumstances, it may be inappropriate to, or you may not wish to, discuss potential legal or ethical violations with your immediate supervisor. In such cases, a third party, independent and anonymous Compliance Hotline may be used. A SemGroup dedicated Compliance Hotline has been established as a mechanism for employees to raise concerns free of discrimination, retaliation or harassment. These calls are handled anonymously unless you request your name to be used.

You should also read our Audit Committee Accounting Concern Resolution Policy, which describes our procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls and auditing matters. You may submit a good faith complaint regarding questionable accounting or auditing matters without fear of dismissal or retaliation of any kind.

Concerns regarding ethical or legal violations may be submitted in the same manner as accounting complaints, as follows:

- Telephone – U.S. and Canada Only – toll-free 1-866-490-3238 – a third party, independent experienced interviewer will be available to take calls twenty-four hours a day, seven days a week. Each call is completely anonymous and cannot be traced.
- Telephone – Mexico – Caller must first dial the AT&T toll-free access number 01-800-112-2020 – all calls made from outside the U.S. must be placed from land lines, not cellular or mobile phones. Then, when prompted by a Spanish-speaking operator or voice prompt, caller must dial, or instruct the operator to dial, the hotline (866-490-3238). A third party, independent experienced interviewer will be available to take calls twenty-four hours a day, seven days a

week. Each call is completely anonymous and cannot be traced.

- Telephone – United Kingdom (including Wales) – Caller must first dial the AT&T toll-free access number 0-800-89-0011 – all calls made from outside the U.S. must be placed from land lines, not cellular or mobile phones. Then, when prompted, caller must dial, or instruct the operator to dial, the hotline (866-490-3238). A third party, independent experienced interviewer will be available to take calls twenty-four hours a day, seven days a week. Each call is completely anonymous and cannot be traced.
- Internet – A report can be submitted anonymously online through the third party, independent provider's online web service at <https://www.integrity-helpline.com/semgroupcorp.jsp>.

## Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

1. Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
2. Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
3. Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the situation.
4. Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
5. Seek help from SemGroup Resources. In cases where it may not be appropriate to discuss an issue with your supervisor, or where you and your supervisor need assistance in applying this Code to a particular situation or need assistance in determining whether a particular type of conduct is illegal or unethical, contact the General Counsel.
6. You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, you may report your concerns via the Compliance Hotline described under the caption "Reporting Any Illegal or Unethical Behavior," and your anonymity will be protected. We do not permit retaliation of any kind against employees for good faith reports of ethical violations.

7. Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

### **Implementation of this Code**

The Board will be responsible for the administration and enforcement of this Code, but has delegated to the Audit Committee and General Counsel the authority to monitor compliance with this Code, to investigate alleged violations and to monitor reporting procedures.

The Board will periodically review this Code to ensure its effectiveness and compliance with applicable laws, rules, regulations and listing company standards. A copy of the most current version of the Code will be posted at all times on our website. A printed copy will be provided upon request to any of our stockholders.

### **Summary**

It is expected that every SemGroup employee will transact our business with the highest standards of integrity. By maintaining sensitivity to and awareness of the ethical aspects of business, we can ensure that our business conduct in all respects is exemplary. Adherence to this Code will uphold and enhance our reputation for integrity.