

SemGroup Energy Partners, L.P.

Form 3

July 28, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Manchester Securities Corp.

(Last) (First) (Middle)

712 FIFTH AVENUE

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/18/2008

3. Issuer Name and Ticker or Trading Symbol

SemGroup Energy Partners, L.P. [SGLP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

See (1) below

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

General Partner Units

0 (2)

D (1) (2) A

Subordinated Units

0 (2)

D (1) (2) A

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Manchester Securities Corp. 712 FIFTH AVENUE NEW YORK, NY 10019	Â	Â	Â	See (1) below

Signatures

Elliot Greenberg, Vice President
07/28/2008

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Manchester Securities Corp. ("Manchester"), a wholly-owned subsidiary of Elliott Associates, L.P., entered into a Loan Agreement dated as of June 25, 2008 by and among Manchester, SemGroup Holdings, L.P. ("SG Holdings") and another party thereto (the "Loan Agreement"). After events of default with respect to SG Holdings occurred, Manchester, pursuant to its rights under the Loan Agreement, obtained the right to direct the voting of all of the General Partner Units of the issuer and thereafter appointed, *inter alia*, Sundar Srinivasan and David Bernfeld, who are employed by an affiliate of Manchester, to the Board of Directors of SemGroup Energy Partners G.P., L.L.C., the general partner of the issuer. Therefore, Manchester may be deemed to be a director of the general partner of the issuer by deputization.
- SG Holdings owns, and has pledged to Manchester and another lender under the Loan Agreement, its 12,570,504 Subordinated Units in the issuer and a 100% interest in the issuer's General Partner Units (consisting of 690,725 General Partner Units). As a result of the events of default with respect to SG Holdings, Manchester has a right to foreclose on 13/15 of such interests owned by SG Holdings. As of the date of this filing, Manchester has not foreclosed on these interests and has not decided to do so.

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Remarks:

Elliott Associates, L.P. is a Delaware limited partnership. Paul E. Singer, Elliott Capital Advisors, a limited partnership, which is controlled by Mr. Singer, and Elliott Special GP, LLC, a Delaware limited partnership, which is controlled by Mr. Singer, are the general partners of Elliott Associates, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.