



DIVISION OF
CORPORATION FINANCE
MAIL STOP 7010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-7010

September 25, 2009

Via U.S. Mail and Fax (918) 237-4002

Mr. Alex G. Stallings
Chief Financial Officer
Semgroup Energy Partners, L.P.
Two Warren Place
6120 South Yale Avenue, Suite 500
Tulsa, Oklahoma 74136

**Re: Semgroup Energy Partners, L.P.
Form 10-K for the Fiscal Year Ended December 31, 2008
Filed July 2, 2009**

**Form 10-Q for the Quarterly Period Ended June 30, 2009
Filed August 24, 2009
File No. 1-33503**

Dear Mr. Stallings:

We have reviewed your Form 10-K for the Fiscal Year Ended December 31, 2008 and related filings and have the following comments. We have limited our review of your filings to those issues we have addressed in our comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Form 10-K for the Fiscal Year Ended December 31, 2008

General

1. Please provide and include in future Form 10-K filings, an organizational chart that illustrates the relationships between SemGroup Energy Partners, L.P. and its affiliates and subsidiaries. In particular, illustrate your relationship with SemGroup, L.P. and SemGroup Holdings, L.P.

Compensation Discussion and Analysis, page 85

2. We note the compensation committee's use of "compensation data from the general midstream energy industry" and "other companies in the midstream energy industry" outside your disclosed peer companies. Please revise to include disclosure of the other companies used by the compensation committee in making its determinations.

Elements of Compensation, page 86

3. Please disclose the targets the compensation committee used in its determination of the discretionary bonus awards for the named executive officers, including target levels of "EBITDA [and] actual and projected results for the third and fourth quarters of 2008." Further, if there are threshold, target and reach targets and specific percentage increases or decreases that correlate used for any element of compensation, please disclose.

If you believe disclosing the targets would result in competitive harm such that the targets could be excluded properly under Instruction 4 to Item 402(b) of Regulation S-K, please provide on a supplemental basis a detailed explanation supporting your conclusion. If disclosure of quantitative or qualitative performance-related factors would cause competitive harm, you are required to discuss how difficult it will be for you to achieve the target levels or other factors. See Instruction 4 to Item 402(b) of Regulation S-K.

Summary Compensation Table, page 92

4. Please revise the footnotes to your summary compensation table to clearly and accurately reflect the information disclosed in the table.

Controls and Procedures, page 78

5. We note your statement that, "[t]here were no changes in [y]our internal control over financial reporting that occurred during the [period covered by the report] that have materially affected, or are reasonably likely to materially affect, [y]our

internal control over financial reporting.” We note further, that the section that follows your conclusion regarding changes to your internal control over financial reporting begins with, “however.” Please revise to clearly disclose whether there were changes to your internal control over financial reporting without language that causes doubt as to the validity of management’s conclusion. Further, please discuss the reason the disclosure regarding the subcommittee and your plan to “further strengthen our processes and procedures” was included in your changes in internal control over financial reporting section if the disclosure does not reflect a change.

6. We note your statement that, “[i]n connection with the Settlement, [you] migrated to [y]our own accounting system and no longer rely upon the Private Company’s accounting system, which may change the design or implementation of certain of our internal controls.” Please revise to state definitively whether the migrating of your accounting system made material changes to your internal control over financial reporting. To the extent it did, please revise your conclusion regarding changes to you internal control over financial reporting to state that there were changes to your internal control over financial reporting, and discuss the changes.

Form 10-K for the Fiscal Year Ended December 31, 2008

Note 2. Basis of Presentation, page F-8

7. We note that you determined the Partnership and you (including your predecessor) had common control ownership until there was a change in control in July 2008. Please provide your analysis in accordance with EITF 02-5, paragraph 3, supporting your conclusion that you and the Partnership had common control ownership upon the initial contribution of assets and upon the acquisitions of property by you from the Private Company in fiscal year 2008. In addition, please explain how the liquidity issues of the Private Company caused the change of control of the Partnership’s general partner. Explain how that impacted the common control relationship between you and the Partnership.

Note 3. Summary of Significant Accounting Policies

Revenue Recognition, page F-11

8. Please tell us and disclose your revenue recognition accounting policy for fuel surcharge revenues, which are mentioned on page 9 of your filing.

Note 15. Commitments and Contingencies, page F-23

9. We note you have contractual obligations to perform dismantlement and removal activities in the event some of your asphalt assets are abandoned. We also note you believe the date when these assets will be abandoned is indeterminate, and therefore you cannot reasonably estimate the fair value of the associated asset retirement obligation. Please clarify how you determined that the uncertainty in determining the date of the asset retirement obligation is more than the usual uncertainties in estimating the timing of the asset retirement obligation referred to in footnote 6.a of SFAS 143. In addition, please demonstrate how you determined that the asset retirement obligations would not be material using current costs.

Note 19. Events Related to the Bankruptcy Filings and Subsequent Events

Taxation as a Corporation, page F-41

10. Your disclosure states that it is currently unclear under the current tax law as to whether the rental income from leases, and whether the fees attributable to certain of the processing services the Partnership provided under certain storage contracts, constitute “qualifying income.” Please clarify whether your tax position with regard to this income is an uncertain tax position within the scope of FIN 48.

Form 10-Q for the Quarterly Period Ended June 30, 2009

Note 3. Property, Plant and Equipment, page 7

11. We note your construction-in-progress asset in the amount of \$37.2 million related to the Eagle North Pipeline System that was acquired in May 2008. We also note you have suspended capital expenditures and currently intend to put the asset into service in early 2010. Please provide more detailed disclosure on your plan, including estimated costs, to put this asset into service. Also, tell us your consideration of any potential impairment of this asset, and provide analysis to support your conclusions.

Management’s Discussion and Analysis, page 30

12. We note the fair value of your Transferred Settlement Assets was determined by an independent valuation. While you are not required to make reference to the outside expert, when you do you should disclose the name of the expert and include the consent of the expert. Please revise your disclosure in future filings.

Item 4. Controls and Procedures

Changes in internal control over financial reporting, page 42

13. Please revise your disclosure in future filings to describe the specific controls that may change (or have changed) as a result of the migration to your own accounting system. Disclose all material changes to the design and/or implementation of each control that will change (or has changed).

Closing Comments

As appropriate, please amend your filing and respond to these comments within 10 business days or tell us when you will provide us with a response. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

Mr. Alex G. Stallings
Semgroup Energy Partners, L.P.
September 25, 2009
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You may contact Bob Carroll at (202) 551-3362, or Chris White at (202) 551-3461 if you have questions regarding comments on the financial statements and related matters. You may contact Mike Karney at (202) 551-3847 or me at (202) 551-3740 with any other questions.

Sincerely,

/s/ Chris White for

H. Roger Schwall
Assistant Director