

DIVIDER

STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)

PU-2587-01-455

BP Pipelines (North America) Inc.
Transfer Permits and Certificates

Application

Filed 8/15/2001

Closed 10/26/2001

01

DESCRIPTION



Public Service Commission
State of North Dakota

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
web: www.psc.state.nd.us
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

November 28, 2001

Barron W Dowling
Tesoro
300 Concord Plaza Dr
San Antonio TX 78216-6999

Dear Mr. Dowling:

Enclosed are the original Certificates and Permits that we recently reissued to Tesoro High Plains Pipeline Company as a result of the purchase of BP Pipelines (North America) Inc.

These certificates and permits were issued as of November 1, 2001, when the acquisition transaction was completed.

If you have any questions, please contact us.

Sincerely,

A handwritten signature in cursive script that reads "Sharon Helbling".

Sharon Helbling
Public Utilities Division

Sdh

Enclosures

24 PU-2587-01-455

Pages: 1

Letter to Tesoro re reissued certificates
and permits
by Public Service Commission

11/28/2001

CC: Comm Legal Ilona Jerry

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Route Permit for the Construction of a Transmission Facility

Second Reissued Permit Number 32

This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company described as follows:

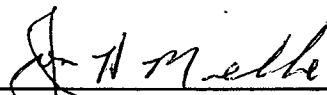
for the construction of a 10.75-inch diameter crude petroleum and hydrocarbon liquid pipeline and associated facilities in Billings and Dunn Counties, North Dakota, approximately 47 miles long from the Tree Top Station in Billings County, North Dakota, proceeding northeasterly into Dunn County to the Dunn Center Station in Dunn County, as the same is located on the route maps issued in conjunction with this permit, a portion of which route lies parallel and within 10 feet of BP's Litte Knife eight-inch diameter pipeline from a point in Section 32, Township 146 North, Range 94 West to the Dunn Center Station.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 12, 1980, in Case No. 10,079.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Permit for the Construction of a Transmission Facility

Third Reissued Route Permit Number 54

This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6-inch diameter crude oil pipeline. The route is described as follows:

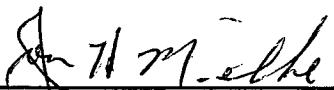
approximately 37 miles of six-inch diameter pipeline and associated facilities in McKenzie County, North Dakota.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Route Permit for the Construction of a Transmission Facility

Third Reissued Permit Number 55

This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6-inch diameter crude oil pipeline. The route is described as follows:

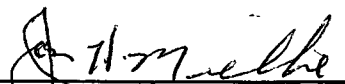
approximately 9 miles of six-inch diameter crude oil pipeline and associated facilities in McKenzie County, North Dakota.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Route Permit for the Construction of a Transmission Facility

Second Reissued Permit Number 74

This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company described as follows:

approximately 4.7 miles of relocated 16-inch crude petroleum pipeline which starts in the SW ¼, NW ¼, Section 13, Township 143N, Range 88W, in Mercer County and parallels the section line in a northerly direction for approximately 1/5 mile before proceeding in an east-southeasterly direction to a point near the east section line in the NE ¼, NE ¼, Section 20, Township 143N, Range 87W, in Oliver County, where it parallels the section line in a southerly direction to intersect the original pipeline in the SE ¼, SE ¼, Section 20, Township 143N, Range 87W, as shown on the attached map.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 23, 1993, in Case No. PU-385-92-1321.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

20 PU-2587-01-455

Pages: 1

Second Reissued Permit #74

by Public Service Commission

11/01/2001

CC: Comm Legal Ilona Jerry

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Route Permit for the Construction of a Transmission Facility

Third Reissued Permit Number 80

This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6 and 8-inch diameter crude petroleum pipeline. The route is described as follows:

approximately 77.7 miles of six and eight-inch diameter pipeline and associated facilities in McKenzie, Golden Valley and Billings Counties, North Dakota.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Site Compatibility for Transmission Facility Corridor

Second Reissued Certificate Number 65

This is to certify that the Commission has designated a transmission facility corridor for Tesoro High Plains Pipeline Company described as follows:

a one mile wide corridor approximately 4.3 miles in length with a center line that starts in SW ¼, NW ¼, Section 13, Township 143N, Range 88W, in Mercer County and parallels the section line in a northerly direction for approximately 1/5 mile before proceeding in an east-southeasterly direction to a point near the east section line in the NW ¼, NE ¼, Section 20, Township 143N, Range 87W, in Oliver County, where it parallels the section line in a southerly direction to intersect the original pipeline in the SE ¼, SE ¼, Section 20, Township 143N, Range 87W, as shown on the attached map.

This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 23, 1993, in Case No. PU-385-92-1321.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 331

This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier (crude petroleum) pipeline plant or system at Tioga, North Dakota.

This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated December 13, 1951, in Case No. 4863.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 343

This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline system for the transportation of crude petroleum and other liquid hydrocarbons in North Dakota.

This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated May 25, 1953, in Case No. 5018.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 451

This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline plant or system in McKenzie County, North Dakota.

This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated November 3, 1961, in Case No. 6166.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 459

This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline system for the transportation of crude petroleum and other liquid hydrocarbons from the area known as the Dimmick Lake Pool in T151N, R96W, McKenzie County, North Dakota, to a point of connection with applicant's existing common carrier pipeline system, which point is in Section 30, T151N, R95W, McKenzie County, North Dakota.

This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated May 23, 1962, in Case No. 6226.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Second Reissued Certificate Number 817

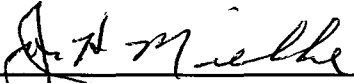
This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct, own, operate and manage a crude petroleum pipeline gathering plant or system consisting of 26 ½ miles of six inch pipe line as described in applicant's application and the evidence and exhibits in this case, from the Black Slough Station in Black Slough field, Burke County, North Dakota, to the Rice Station on applicant's existing crude oil pipe line in Mountrail County, North Dakota.

This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated October 20, 1967, in Case No. 6960.

Bismarck, North Dakota, November 1, 2001.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Barron W. Dowling
Senior Attorney



Tesoro Petroleum Companies, Inc.
300 Concord Plaza Drive
San Antonio, Texas 78216 - 6999
210 283 2415
210 283 2833 Fax

Secretary to the Commission
North Dakota Public Service Commission
State Capitol Bldg. - 12th Floor
Bismarck, North Dakota 58505

Re: Case No. PU-2587-01-456⁵

Application of BP Pipelines (North America) Inc. to Transfer
Pipeline Facilities To Tesoro High Plains Pipeline Company

Gentlemen;

We wish to acknowledge that, effective as of the start of business on November 1, 2001, Tesoro High Plains Pipeline Company acquired from BP Pipelines (North America) Inc., the North Dakota Crude Oil Pipeline system referenced in the captioned Application, which was previously approved by Order of your Commission. Further, Tesoro High Plains Pipeline Company wishes to adopt, and hereby does adopt, the existing tariffs N.D. P.S.C. No. 63 and N.D. P.S.C. No. 79, previously filed with your Commission by BP Pipelines (North America) Inc., and in effect on November 1, 2001, as the effective tariffs of Tesoro High Plains Pipeline Company, with no changes other than the change of name and address. If appropriate, we request that you reissue these tariffs in the name of Tesoro High Plains Pipeline Company. We thank you for your assistance in approving our acquisition, and we look forward to doing business in North Dakota.

Enclosed for filing are forms for revised Tariff No. 1-X, for N.D. P.S.C No. 79, and Circular No. 1-G, for N.D. P.S.C No. 63. These forms are based upon the prior BP/Amoco forms, and the only change is the name and address of the carrier. Please contact me if you require any additions, corrections or revisions to these filings.

For information purposes only, BP Pipelines (North America) Inc., will continue to physically operate this pipeline system for several more months, as a contract operator on behalf of Tesoro High Plains Pipeline Company, in order to insure a smooth and orderly transition of the pipeline operations. However, Tesoro High Plains Pipeline Company became the owner of the pipeline system and the carrier under the tariffs, effective as of the start of business on November 1, 2001.

Please let me know if you require anything further from Tesoro High Plains Pipeline Company in this regard.

Sincerely,

Barron W. Dowling
Attorney for Tesoro High Plains Pipeline Company

cc: BP Pipelines (North America) Inc.
200 East Randolph Drive
Chicago, Illinois 60601
Attn: Richard J. Battaglia

Bernadette Zabransky
Director Pipeline Tariffs and Regulatory Affairs
BP Pipelines (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, Illinois 60532



Public Service Commission
State of North Dakota

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

October 25, 2001

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
web: www.psc.state.nd.us
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

Mitchell F Hertz
Kirkland & Ellis
655 15th St NW Ste 1200
Washington D C 20005

RE: Case No. PU-2587-01-455
BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application

Dear Mr. Hertz:

The Public Service Commission has been furnished with Notice of Opportunity for Hearing in the above docket. The legal notice was published by the North Dakota Advertising Service, Inc.

Enclosed is a copy of the affidavit for your file and a copy of the statement from the North Dakota Advertising Service, Inc. in the amount of **\$260.95** for the cost of the publication in the county newspapers. The applicant pays for the publication in the counties affected. The Public Service Commission has paid for the advertising in the daily newspapers.

Please make your payment directly to the North Dakota Advertising Service, Inc. in the amount of \$260.95. This is billed under 49-22-13(4), N.D.C.C.

Sincerely,

Gloria Geiger
Administrative Staff Officer
701-328-2401

Enclosure
cc: North Dakota Advertising Service, Inc.

12 PU-2587-01-455

Pages: 2

Statement for Publication forwarded to BP
Pipelines for payment
by Public Service Commission

10/25/2001

CC: Comm Legal Ilona Jerry

North Dakota Advertising Service, Inc.

1435 Interstate Loop • Bismarck, ND 58501-0567 • PHONE (701) 223-6397 • FAX (701) 223-8185 • www.ndna.com

INVOICE

Date: 10/03/2001

Page: 1

To:

JON H. MIELKE
PUBLIC SERVICE COMMISSION
STATE CAPITOL
BISMARCK ND 58505

Client: Public Service Commission

OCT 5 2001

NORTH DAKOTA
PUBLIC SERVICE
COMMISSION
EXECUTIVE SECRETARY

Order: 01093PP1

Newspaper	Date	Inches	Page#	Rate	Amount
Beach Golden Valley News	BP Pipelin 09/13/2001	94.00	SPR3	0.50	47.00
Beach Medora Billings County	BP Pipelin 09/13/2001	94.00	SPR3	0.50	47.00
Bismarck Tribune	BP Pipelin 09/12/2001	75.00	SPR2	0.61	45.75
Devils Lake Daily Journal	BP Pipelin 09/12/2001	75.00	SPR2	0.57	42.75
Dickinson Press	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Fargo, The Forum	BP Pipelin 09/17/2001	71.00	SPR2	0.73	51.83
Grand Forks Herald	BP Pipelin 09/13/2001	67.00	SPR2	0.61	40.87
Hazen Star	BP Pipelin 09/13/2001	80.00	SPR2	0.52	41.60
Jamestown Sun	BP Pipelin 09/12/2001	82.00	SPR2	0.50	41.00
Killdeer Dunn County Herald	BP Pipelin 09/14/2001	82.00	SPR3	0.50	41.00
Minot Daily News	BP Pipelin 09/12/2001	87.00	SPR2	0.42	36.54
Valley City Times-Record	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Wahpeton Daily News	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Washburn Center Republican	BP Pipelin 09/13/2001	80.00	SPR2	0.52	41.60
Watford City McKenzie County	BP Pipelin 09/12/2001	75.00	SPR2	0.57	42.75
Williston Herald	BP Pipelin 09/12/2001	78.00	SPR2	0.54	42.12
*** ADVERTISING TOTAL					686.61
*** TOTAL DUE					686.61

6

PU-2587-01-455

Pages: 1

Affidavit of Publication

by North Dakota Advertising Service, Inc.

10/05/2001

CC: Comm Legal Illona Jerry

This invoice is due and payable upon receipt. Unpaid items over 30 days from invoice date are subject to a finance charge. The finance charge is computed by a periodic rate of 1 3/4 percent per month (or a minimum charge of 50 cents for balances of under \$50), which is an annual percentage rate of 21 percent.

Total unpaid balance may be paid at any time.

Please pay from this invoice — No statement will be sent. Return duplicate with remittance to North Dakota Advertising Service, Inc.

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **25th day of October, 2001**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

The envelopes were addressed as follows:

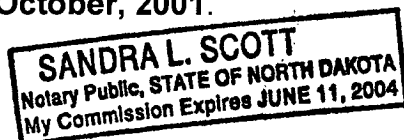
Mitchell F Hertz
Kirkland & Ellis
655 15th St NW Ste 1200
Washington D C 20005
Cert. No. 7000 0520 0022 8655 3865

Bernadette Zabransky
BP Pipelines (North America) Inc
801 Warrentville Rd Ste 700
Lisle IL 60532
Cert. No. 7000 0520 0022 8655 3872

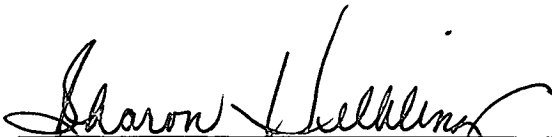
James C Reed Jr
Tesoro High Plains Pipeline Company
300 Concord Plaza Dr
San Antonio TX 78216-6999
Cert. No. 7000 0520 0022 8655 3889

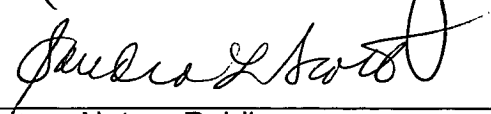
Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **25th day of October, 2001**.



SEAL





Notary Public

11 **PU-2587-01-455** Pages: 1

Affidavit of Service by Mail

by Public Service Commission

10/25/2001

CC: Comm Legal Iliona Jerry .

APPROVED

MOTION

DATE: 10-24-01
KMF

October 24, 2001

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

I move the Commission adopt the Order approving the joint application to transfer pipeline assets, permits and certificates from BP Pipelines (North America) Inc. to Tesoro High Plains Pipeline Company, Case No. PU-2587-01-455.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

ORDER

October 24, 2001

On August 15, 2001, BP Pipelines (North America) Inc. (BP Pipelines) and Tesoro High Plains Pipeline Company (Tesoro) filed an application to transfer pipeline facilities. Applicants request that BP Pipelines be permitted to transfer to Tesoro all of BP Pipelines' North Dakota crude oil pipelines and any other assets, certificates or permits subject to Public Service Commission jurisdiction under N.D.C.C. Chapters 49-03.1, 49-04 and 49-22.

At the time of the application, the certificates and permits for BP Pipelines' North Dakota crude oil pipelines were held by Amoco Pipeline Company and its predecessor, Service Pipeline Company. Prior to 1972, the certificates of public convenience and necessity were all held by Service Pipeline Company. In 1972 Service Pipeline Company changed its name to Amoco Pipeline Company but, because of an oversight, those certificates were never reissued. On June 12, 1980 and on June 23, 1992, the Commission issued Route Permit Nos. 32 and 74 and Corridor Certificate No. 65 to Amoco Pipeline Company. On March 19, 1997, the Commission reissued Route Permit Nos. 54, 55 and 80 to Amoco Pipeline Company.

On August 22, 2000, in Case No. PU-385-01-454, the Commission reissued Certificates of Public Convenience and Necessity Nos. 331, 343, 451, 459 and 817, along with Corridor Certificate No. 65 and Route Permit Nos. 32, 54, 55, 74 and 80 to BP Pipelines f/k/a Amoco Pipeline Company.

On September 5, 2001, the Commission issued a Notice of Opportunity for Hearing. The notice provided until October 9, 2001 for filing written comments or requests for hearing. No response has been received. The notice identified the following factors to be considered in this proceeding:

1. Need for the service.
2. Fitness and ability of Tesoro to provide service.
3. Effect on other public utilities providing similar service.

4. Adequacy of the proposed service.
5. The technical, financial, and managerial ability of Tesoro to provide service.
6. Does Tesoro agree to comply with terms and conditions of the certificates and permits issued to BP Pipeline under N.D.C.C. Chapter 49-22 ?
7. Are the transfers to Tesoro in the public interest?

On October 17, 2001, the Commission's Director of Accounting filed a memorandum indicating Tesoro has the financial ability to provide service.

BP Pipeline is a Maine corporation and a subsidiary of BP Corporation North America Inc., an Indiana corporation. BP Pipeline owns and operates the North Dakota crude oil pipelines at issue in this proceeding under Certificates of Public Convenience and Necessity Nos. 331, 343, 451, 459 and 817, Corridor Certificate No. 65 and Route Permit Nos. 32, 54, 55, 74 and 80.

BP Pipeline's North Dakota crude oil pipelines gather crude primarily from the Williston Basin and Canada and transport the crude to the Mandan refinery. The Mandan refinery is located in Mandan, North Dakota and owned by a BP Pipelines subsidiary. BP Pipelines' North Dakota crude oil pipelines are the principal supplier of crude to the refinery and also deliver crude to other regional points where there is additional demand.

Tesoro is a Delaware corporation and a wholly-owned subsidiary of Tesoro Petroleum Corporation (TPC), an independent refiner and marketer of petroleum products and marine logistics services. Other TPC subsidiaries operate three refineries in the western United States with a combined capacity of 275,000 barrels per day. Tesoro's branded retail network is comprised of approximately 300 stations, of which more than 100 are company owned and operated.

Pursuant to an Asset Purchase Agreement entered into on July 16, 2001, BP Pipelines has agreed to transfer ownership of North Dakota crude oil pipelines to Tesoro. In a separate transaction, BP Pipelines states its affiliates will sell to Tesoro High Plains Company, another TPC subsidiary, the Mandan refinery, a private products pipeline, five product distribution terminals in Mandan and Jamestown, North Dakota and Moorhead, Sauk Centre and Twin Cities, Minnesota, and 12 company owned retail gasoline stations in North Dakota. In another separate transaction, BP Pipelines' affiliates will sell their Salt Lake City Utah refinery and related marketing operations to other subsidiaries of TPC.

The pipelines at issue in this proceeding consist of (1) a trunk line running approximately 202 miles from the Canadian Border in the northwest corner of the state to the Mandan Refinery and (2) a gathering system with two lines in the west central part of the state from Four Eyes and Little Knife to Dunn Center Station.

An affidavit of James C. Reed Jr., Tesoro Executive Vice President, General Counsel and Secretary, was filed with the application. The affidavit sets forth Tesoro's agreement to comply with the terms, conditions and modifications contained in the certificates and permits for which transfer is sought.

Tesoro commits in its application to adopt the existing tariffs for the pipelines at issue in this proceeding on file with this Commission and with the Federal Energy Regulatory Commission such that the transfer will have no present or contemplated effect on the transportation rates currently in effect for the transportation of crude oil in the Pipelines. Tesoro states jobs will be offered to all affected employees of the pipelines at issue in this proceeding and the Mandan Refinery.

The Commission finds a need for the service provided by the pipelines at issue in this proceeding.

The Commission finds Tesoro fit and able to provide that service.

The Commission finds the transaction will have no adverse effects on utilities providing similar service.

The Commission finds Tesoro's proposed service is adequate.

The Commission finds Tesoro has the technical, financial and managerial ability to provide service.

The Commission finds Tesoro agrees to comply with terms and conditions of the certificates and permits issued to BP Pipeline under N.D.C.C. Chapter 49-22.

The Commission finds the transfers to Tesoro are in the public interest.

Order

The Commission Orders:

1. The application of BP Pipelines (North America) Inc. and Tesoro High Plains Pipeline Company to transfer to Tesoro all of BP Pipelines' North Dakota crude oil pipelines and any other assets, certificates or permits subject to Public Service Commission jurisdiction under N.D.C.C. Chapters 49-03.1, 49-04 and 49-22 is granted.

2. Certificates of Public Convenience and Necessity Nos. 331, 343, 451, 459 and 817, along with Corridor Certificate No. 65 and Route Permit Nos. 32, 54, 55, 74 and 80 are to be reissued to Tesoro upon effectuation of the purchase transaction.

PUBLIC SERVICE COMMISSION



Anthony T. Clark
Commissioner



Susan E. Weald
President



Leo M. Reinbold
Commissioner

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **17th day of October, 2001**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

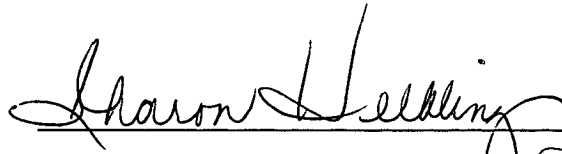
Staff Financial Memorandum


The envelope was addressed as follows:

Mitchell F Hertz
Kirkland & Ellis
655 15th St NW Ste 1200
Washington D C 20005
Cert. No. 7000 0520 0022 8655 3858

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **17th day of October, 2001**.





Notary Public

SEAL

CHARLENE A. MAGSTADT
Notary Public, State of NORTH DAKOTA
My Commission Expires Jan. 7, 2004



Public Service Commission
State of North Dakota

Memorandum

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

To: Jon Mielke

From: Mike Diller

Date: October 17, 2001

Re: BP Pipelines Inc. and Tesoro High Plains Pipeline Company
Transfer Route Permits & Corridor Certificate Application
Case No. PU-2587-01-455

Mike Diller

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
web: www.psc.state.nd.us
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

The following is written to provide the commission with a very limited review of this case regarding Tesoro High Plains Pipeline Company's financial ability to provide service.

Tesoro High Plains Pipeline Company (Tesoro) is a wholly owned subsidiary of Tesoro Petroleum Corporation (TSO), a publicly traded company. Because the financial wherewithal of Tesoro is ultimately backed by TSO, staff reviewed the financial statements of TSO for the period ending June 30, 2001 as shown on an SEC website. Staff noted a positive stockholder equity balance of \$722 million. Staff also reviewed the financial information provided by the New York Stock Exchange for TSO including past stock prices, stock analyst recommendations and recent financial news.

Based on its review, staff concludes that Tesoro has access to sufficient equity to provide service in North Dakota.

Staff sees no reason to deny this application.

In accordance with the Commission's wishes, staff will serve this document on the applicant.

North Dakota Advertising Service, Inc.

1435 Interstate Loop • Bismarck, ND 58501-0567 • PHONE (701) 223-6397 • FAX (701) 223-8185 • www.ndna.com

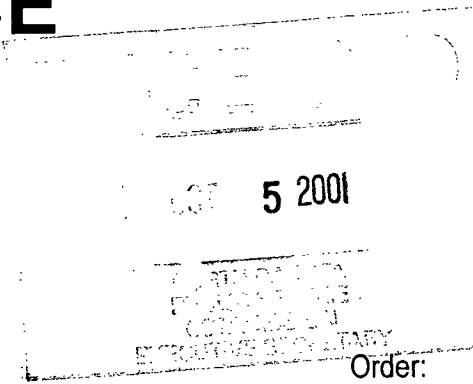
INVOICE

Date: 10/03/2001

Page: 1

To:

JON H. MIELKE
PUBLIC SERVICE COMMISSION
STATE CAPITOL
BISMARCK ND 58505



Client: Public Service Commission

Order: 01093PP1

Newspaper	Date	Inches	Page#	Rate	Amount
Beach Golden Valley News	BP Pipelin 09/13/2001	94.00	SPR3	0.50	47.00
Beach Medora Billings County	BP Pipelin 09/13/2001	94.00	SPR3	0.50	47.00
Bismarck Tribune	BP Pipelin 09/12/2001	75.00	SPR2	0.61	45.75
Devils Lake Daily Journal	BP Pipelin 09/12/2001	75.00	SPR2	0.57	42.75
Dickinson Press	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Fargo, The Forum	BP Pipelin 09/17/2001	71.00	SPR2	0.73	51.83
Grand Forks Herald	BP Pipelin 09/13/2001	67.00	SPR2	0.61	40.87
Hazen Star	BP Pipelin 09/13/2001	80.00	SPR2	0.52	41.60
Jamestown Sun	BP Pipelin 09/12/2001	82.00	SPR2	0.50	41.00
Killdeer Dunn County Herald	BP Pipelin 09/14/2001	82.00	SPR3	0.50	41.00
Minot Daily News	BP Pipelin 09/12/2001	87.00	SPR2	0.42	36.54
Valley City Times-Record	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Wahpeton Daily News	BP Pipelin 09/12/2001	80.00	SPR2	0.52	41.60
Washburn Center Republican	BP Pipelin 09/13/2001	80.00	SPR2	0.52	41.60
Watford City McKenzie County	BP Pipelin 09/12/2001	75.00	SPR2	0.57	42.75
Williston Herald	BP Pipelin 09/12/2001	78.00	SPR2	0.54	42.12
*** ADVERTISING TOTAL					686.61
*** TOTAL DUE					686.61

6

PU-2587-01-455

Pages: 1

Affidavit of Publication

by North Dakota Advertising Service, Inc.

10/05/2001

CC: Comm Legal Ilona Jerry.

This invoice is due and payable upon receipt. Unpaid items over 30 days from invoice date are subject to a finance charge. The finance charge is computed by a periodic rate of 1 3/4 percent per month (or a minimum charge of 50 cents for balances of under \$50), which is an annual percentage rate of 21 percent.

Total unpaid balance may be paid at any time.

Please pay from this invoice — No statement will be sent. Return duplicate with remittance to North Dakota Advertising Service, Inc.

Notice Of Opportunity For Hearing
September 5, 2001

Case No. PU-2587-01-455

Beach	9-13
Bismarck	9-12
Center	9-13
Devils Lake	9-12
Dickinson	9-12
Fargo	9-17
Grand Forks	9-13
Hazen	9-13
Jamestown	9-12
Killdeer	9-14
Medora	9-13
Minot	9-12
Valley City	9-12
Wahpeton	9-12
Waterford City	9-12
Williston	9-12

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application

Case No. PU-2587-01-455

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **6th day of September, 2001**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

The envelopes were addressed as follows:

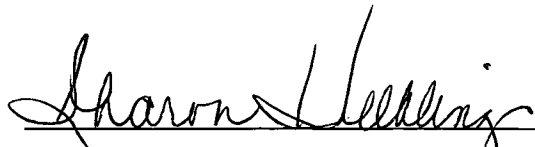
Mitchell F Hertz
Kirkland & Ellis
655 15th St NW Ste 1200
Washington D C 20005
Cert. No. 7099 3220 0002 8481 1466

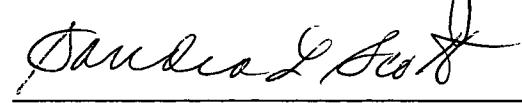
Bernadette Zabransky
BP Pipelines (North America) Inc
801 Warrenville Rd Ste 700
Lisle IL 60532
Cert. No. 7099 3220 0002 8481 1473

James C Reed Jr
Tesoro High Plains Pipeline Company
8700 Tesoro Dr
San Antonio TX 78217
Cert. No. 7099 3220 0002 8481 1480

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **6th day of September, 2001**.





Notary Public

SEAL



5

PU-2587-01-455

Pages: 2

Affidavits of Service

by Public Service Commission

09/06/2001

CC: Comm Legal Ilona Jerry .

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

AFFIDAVIT OF SERVICE BY ORDINARY MAIL OR E-MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **6th day of September, 2001**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, each containing a photocopy of:

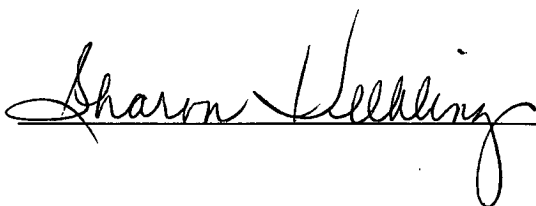
Notice of Opportunity for Hearing

The envelopes were addressed as follows:

See Attached List

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **6th day of September, 2001**.





Notary Public

SEAL



heegf@gfherald.infi.net
Brad Hanson
1834 20th St NW
E Grand Forks ND 56721-1016

Lubka@rrnet n
Lewis Lubka
1723 6th St S
Fargo ND 58103

jason_gustafson@bobcat.com
Jason Gustafson
Melroe Company
P O Box 128
Gwinner ND 58040-0128

craig_scott@bobcat.com
Craig Scott
Melroe Company
P O Box 128
Gwinner ND 58040-0128

mweninge@pioneer.state.nd.us
Melinda Weninger
Aeronautics Commission
PO Box 5020
Bismarck ND 58502-5020

jfell@hess.com
Joe T. Fell
Amerada Hess Corp
PO Box 1486
Williston ND 58801-1486

dale_j_neilan@amoco.com
Dale Neilan
Amoco Pipeline Company
9400 Winnetka Ave N
Brooklyn Park MN 55445-1619

rharper@bepc.com
Ron Harper
Basin Electric Power Coop
1717 E Interstate Ave
Bismarck ND 58501-0564

colson@bepc.com
Clare Olson
Basin Electric Power Coop
1717 E Interstate Ave
Bismarck ND 58501-0564

carp1091@btigate.com
Robert Colton
Carpenters Union
217 S Mandan St
Bismarck ND 58504-5516

shandy@kwh.com
Scott Handy
Cass County Elec Coop Inc
4100 32nd Ave SW
Fargo ND 58104

quanbeck@co.cass.nd.us
Joel Quanbeck
Cass County Planning Office
PO Box 698
W Fargo ND 58078-0698

dlohof@cnxlol.com
Richard Lohof
Cenex Pipeline Company

tseck@cp-power.com
Tim Seck
Cooperative Power Association
P O Box 800
Eden Prairie MN 55330-0800

brbjella@flecklaw.com
Brian Bjella
Fleck Law Firm
PO Box 2798
Bismarck ND 58502-2798

jwmorris@flecklaw.com
John Morrison
Fleck Law Firm
PO Box 2798
Bismarck ND 58502-2798

Karyn Grass
IPAMS
6620 Denver Club Bldg
518 17th ST
Denver CO 80202-4167
cporter@btigate.com
Clifford Porter
Lignite Energy Council
PO Box 2277
Bismarck ND 58502-2277

mdsdata@btigate.com
Mary Bluemle
Minerals Diversified Services
PO Box 2256
Bismarck ND 58501-2256

hopgoodt@mduresources.com
Tom Hopgood
Montana-Dakota Utilities Co

collinsk@mdu.mdures.com
Karen Collins
Montana-Dakota Utilities Co
400 N 4th St
Bismarck ND 58501

codenbach@water.swc.state.nd.us
Craig Odenbach
N D Water Commission
900 E Boulevard
Bismarck ND 58505

jim.melchior@coteau.com
Jim Melchior
North American Coal Corp
2000 Schafer St Ste D
Bismarck ND 58501-1204

bjensen@enron.com
Beth Jensen
Northern Border Pipeline Company
PO Box 3330
Omaha NE 68103-0330

jdwyer@btigate.com
John Dwyer
Lignite Energy Council
PO Box 2277
Bismarck ND 58502-2277

Michel Murray
MCI WorldCom Inc
707 17th St Ste 3600
Denver CO 80202

dloer@minnkota.com
David Loer
Minnkota Power Cooperative
PO Box 13200
Grand Forks ND 58208-3200

balld@mdu.mdures.com
Don Ball
Montana-Dakota Utilities Co
400 N 4th St
Bismarck ND 58501

ndpc@btigate.com
Lowell Ridgeway
N D Petroleum Council
PO Box 1395
Bismarck ND 58502-1395

Mike Haupt
ND Land Department
1707 N 9th St
Bismarck ND 58501

pat@ndta.net
Patricia Gisinger
North Dakota Telephone Assoc
PO Box 2614
Bismarck ND 58502-2614

michael.l.swenson@nspco.com
Mike Swenson
Northern States Power Company
PO Box 2747
Fargo ND 58107-2747

dave.sederquist@nspco.com
Dave Sederquist
Northern States Power Company
414 Nicollet Mall
Minneapolis MN 55401

brad.podoll@usda.gov
Brad Podoll
NRCS
Box 1458
Bismarck ND 58502-1458

bbrutlag@otpc.com
Bernadine Brutlag
Otter Tail Power Company

rcarmody@otpc.com
Roger Carmody
Otter Tail Power Company

dcichos@otpc.com
Dave Cichos
Otter Tail Power Company

dgodel@otpc.com
Dean Godel
Otter Tail Power Company

tgreene@otpc.com
Tim Greene
Otter Tail Power Company

ghammer@otpc.com
Eugene Hammer
Otter Tail Power Company

dross@otpc.com
David Ross
Otter Tail Power Company

sschultz@otpc.com
Steve Schultz
Otter Tail Power Company

jspriggs@otpc.com
Janice Spriggs
Otter Tail Power Company

cvandevoort@otpc.com
Chris Van de Voort
Otter Tail Power Company

dweiby@otpc.com
Dan Weiby
Otter Tail Power Company

pbeithon@otpc.com
Pete Beithon
Otter Tail Power Company
215 S Cascade Street
Fergus Falls MN 56538-0496

bbrutlag@otpc.com
Bernadeen Brutlag
Otter Tail Power Company
215 S Cascade Street
Fergus Falls MN 56538-0496

mjohnson@otpc.com
Marlowe Johnson
Otter Tail Power Company
PO Box 2220
Jamestown ND 58402-2220

dloer@minnkota.com
David Loer
Square Butte Elec Coop
PO Box 13200
Grand Forks ND 58208-3200

mdickers@state.nd.us
Marcy Dickerson
State Tax Department
State Capitol
Bismarck ND 58505

noel_poe@nps.gov
Hala Bates
Theodore Roosevelt National Park

sasselin@trigon-sheehan.com
Stuart Asselin
Trigon Engineering, Inc.
475 17th St #300
Denver CO 80202-4011

lahall@usgs.gov
Lenora Hall
U S Geological Survey

kjvannin@usgs.gov
K Vannin
U S Geological Survey

keith.tiggelaar@wbip.com
Keith Tiggelaar
Williston Basin Interstate Pipeline Co
P O Box 5601
Bismarck ND 58506-5601

F James Moriarty
2333 Plum Grove Dr
O'Fallon MO 63366

Steven Ton
2498 59th St
St Anthony ND 58566-9640

Myer Shark
Knollwood Place Apts #221
3630 Phillips Pkwy
St Louis Park MN 55426

Stanley Wright
Box 97
Stanley ND 58784-0097

Roger Johnson
Agriculture Department
State Capitol
Bismarck ND 58505

Peter Hoff
Arveson Donoho Lundeen Etc
125 S Mill St
Fergus Falls MN 56537

Phyllis Mensing
Associated Press
Box 2020
Fargo ND 58107-2020

C Reichert
BNI Coal Ltd.
PO Box 897
Bismarck ND 58502-0897

Arvid Barstad
Cementing Service
710 W 15th St
Williston ND 58801

Bob Fogarty
Cenex Minot Terminal
Box 429
Minot ND 58701-0429

Jay Jones
Continental Pipeline Company
PO Box 2040
Dickinson ND 58602-2040

Will Kaul
Cooperative Power Association
P O Box 800
Elk River MN 55330-0800

Roger Branning
Corp of Engineers
District-Omaha Lake Sakakawea
Riverdale ND 58565

Laurie Baranko
Dakota Resource Council
PO Box 1095
Dickinson ND 58602-1095

Data Resource Center
Box 239
Denver CO 80201-0239

Darell Farland
Department of Human Services
State Capitol
Bismarck ND 58505

J Williams
Dome Pipeline Corporation
Plaza Center 1 #380
Iowa City IA 52240

Economic Development & Finance
1833 E Bismarck Expressway
Bismarck ND 58504

Jim Luptak
Energy Development Impact Office
1707 N 9th St
Bismarck ND 58501

Cathy Callahan
Geo Resources Inc
PO Box 1505
Williston ND 58801-1505

John Hoeven
Governor's Office
State Capitol
Bismarck ND 58505

Historical Society
North Dakota Heritage Center
Bismarck ND 58505

Jay Casler
INDEPTH DATA INC
211 N Robinson Ave Ste S-1500
Oklahoma City OK 73102-7101

Indian Affairs Commission
State Capitol
Bismarck ND 58505

Connie Zimmerman
Inoco Inc
Box 177C Rte 4
Williston ND 58801

Terry Hildestad
Knife River Coal Mining Company
1915 N Kaveney Dr
Bismarck ND 58501

Mark Bachmeier
Labor Department
State Capitol
Bismarck ND 58505

Bruce Imsdahl
Montana-Dakota Utilities Co
400 N 4th St
Bismarck ND 58501

Galen Anderson
Nakota Company
PO Box 1633
Bismarck ND 58502-1633

Mike Foley
NARUC
1101 Vermont Avenue NW Ste 200
Washington DC 20005

Dennis Lavalley
Nat'l Assoc Plumbing-Htng-Cooling
PO Box 6808
Falls Church VA 22046-6808

Karin Sinclair
Nat'l Renewable Energy Lab
1617 Cole Blvd
Golden CO 80401

Scott Speaker
Natural Gas Week
1401 New York Ave NW Ste 500
Washington DC 20005-2150

Gary Puppe
ND Assoc of Soil Conservation Dist
PO Box 1601
Bismarck ND 58502-1601

Harlan Fuglesten
ND Association of RECs
PO Box 727
Mandan ND 58554-0727

Marshall Moore
ND Department of Transportation
State Highway Building
Bismarck ND 58505

Dean Hildebrand
ND Game & Fish Department
100 N Bismarck Expwy
Bismarck ND 58505

John Bluemle
ND Geological Survey
600 E. Boulevard
Bismarck ND 58505

James Marsden
North Dakota Farm Bureau
Box 2793
Bismarck ND 58502-2793

Doug Prchal
North Dakota Parks & Rec
1835 Bismarck Expressway
Bismarck ND 58504

Orville Fossland
North Dakota Power Use Council
Box 6009
Bismarck ND 58502-6009

Wayne Stenehjem
Office of Attorney General
State Capitol
Bismarck ND 58505

Public Utilities Reports Inc
Law Dept
8229 Boone Blvd Ste 401
Vienna VA 22182
Mel Olson
State Bd of Voc Education
State Capitol
Bismarck ND 58505

State Health Department
State Capitol
Bismarck ND 58505

Janell Cole
The Forum Capitol Reporter
State Capitol Press Room
Bismarck ND 58505

M Zschomler
U S Fish & Wildlife
3425 Miriam Ave
Bismarck ND 58501-7926

District Chief
U S Geological Survey
821 E Interstate Ave
Bismarck ND 58501

District Engineer
US Army Engineer District Omaha
106 S 15th St
Omaha NE 68102-1618

WDAZ-TV
PO Box 12639
Grand Forks ND 58208-2639

Wes Wiedermyer
NRCS
Box 1458
Bismarck ND 58502-1458

Kim Christianson
Office of Intergovernmental Assist
14th Fl - State Capitol
Bismarck ND 58505-0170

K Hudson
Royal Oak Enterprise
644 8th Ave W
Dickinson ND 58601-4741

David Sprynczynatyk
State Engineer
ND Water Commission
900 East Boulevard
Bismarck ND 58505

The Bismarck Tribune
Box 1498
Bismarck ND 58502-1498

John Kapsner
The Vogel Law Firm
P O Box 2097
Bismarck ND 58502-2097

Steve Williams
U S Forest Service
240 W Century Ave
Bismarck ND 58501-1494

John Lancaster
U S Park Service
Medora ND 58645

LeRoy Neubauer
Valley City Public Works
254 2nd Ave NE
Valley City ND 58072

Raymond Kub
Western Area Power Administration
PO Box 1173
Bismarck ND 58502-1173

John Castleberry
Williston Basin Interstate Pplne Co
P O Box 5601
Bismarck ND 58506-5601

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, September 06, 2001 8:14 AM
To: ndna (E-mail)
Subject: Attached Notice of Opportunity for Hearing

Colleen
North Dakota Newspaper Association

Colleen

Please have the attached Notice of Opportunity for Hearing published as a legal publication in the next issue of the ten North Dakota daily newspapers, and in the official county newspapers of the following counties:

Dunn
Billing
McKenzie
Mercer
Oliver
Golden Valley

Would you also run the Notice as a "News Item Only" article as well, and send the bill to the Public Service Commission, along with a tear sheet for billing purposes.

If you have any questions, please call me at 328-4076.

Thank you.

Sharon Helbling
Public Utilities Division



1.doc

4 **PU-2587-01-455**

Pages: 1

1

Notice e-mailed to NDNA requesting
publication
by Public Service Commission

09/06/2001

CC: Comm Legal Ilona Jerry .

APPROVED

DATE: 9-5-01
KMF

MOTION

September 5, 2001

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

I move the Commission issue a Notice of Opportunity for Hearing in the joint application to transfer assets, permits and certificates from BP Pipelines (North America) Inc. to Tesora High Plains Pipeline Company, Case No. PU-2587-01-455.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**BP Pipelines (North America) Inc.
Transfer Permits and Certificates
Application**

Case No. PU-2587-01-455

NOTICE OF OPPORTUNITY FOR HEARING

September 5, 2001

On August 15, 2001, BP Pipelines (North America) Inc. (BP Pipelines) and Tesora High Plains Pipeline Company (Tesora) filed an application to transfer pipeline facilities. Applicants request that BP Pipelines be permitted to transfer to Tesora all of BP Pipelines' North Dakota crude oil pipelines and any other assets, certificates or permits subject to Public Service Commission jurisdiction under N.D.C.C. Chapters 49-03.1, 49-04 and 49-22. Until August 22, 2001, BP Pipeline's certificates and permits were held in the name of Amoco Pipeline Company.

Tesoro is a Delaware corporation and a wholly-owned subsidiary of Tesoro Petroleum Corporation. BP Pipeline is a Maine corporation and a subsidiary of BP Corporation North America Inc., an Indiana corporation. Tesoro commits to adopt the existing tariffs for these pipelines and to comply with the terms, conditions and modifications contained in all certificates of site compatibility and route permits. The application also states that the transfer will have no present or contemplated effect on the transportation rates currently in effect for the transportation of crude oil in the pipeline.

The factors to be considered in these applications are:

1. Need for the service.
2. Fitness and ability of Tesora to provide service.
3. Effect on other public utilities providing similar service.
4. Adequacy of the proposed service.
5. The technical, financial, and managerial ability of Tesora to provide service.
6. Does Tesora agree to comply with terms and conditions of the certificates and permits issued to BP Pipeline under N.D.C.C. Chapter 49-22 ?
7. Are the transfers to Tesora in the public interest?

2 **PU-2587-01-455**

Pages: 2

Notice of Opportunity

by Public Service Commission

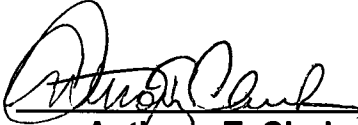
09/05/2001

CC: Comm Legal Ilona Jerry

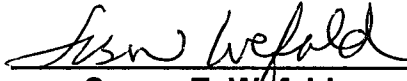
Those interested are invited to comment on this application in writing. Anyone desiring a hearing must file a written request identifying his or her interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearing must be received by **October 9, 2001**. If deemed appropriate, the Commission can determine the matter without a hearing.

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-224-2400, or Relay North Dakota 1-800-366-6888 TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials please notify Jon Mielke, Executive Secretary, at least 24 hours prior.

PUBLIC SERVICE COMMISSION



Anthony T. Clark
Commissioner



Susan E. Wefald
President



Leo M. Reinbold
Commissioner

KIRKLAND & ELLIS

PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS

655 Fifteenth Street, N.W.
Washington, D.C. 20005

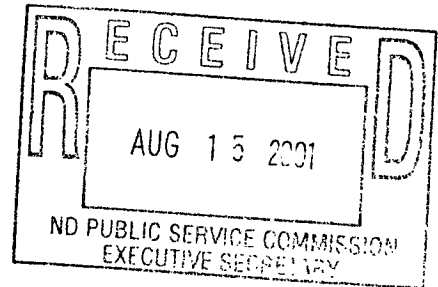
Mitchell F. Hertz
To Call Writer Directly:
(202) 879-5270
mitchell_hertz@dc.kirkland.com

202 879-5000

Facsimile:
202 879-5200

August 14, 2001

Executive Secretary
North Dakota Public Service Commission
State Capitol
600 East Boulevard, Dept. 408
Bismarck, North Dakota 58505-0480



Re: Transfer of BP Pipelines (North America) Inc.'s Crude Oil Pipelines

Dear Sir or Madam:

BP Pipelines (North America) Inc. ("BP Pipelines") recently entered into an agreement to sell its North Dakota crude oil pipelines to Tesoro High Plains Pipeline Company ("Tesoro"). BP Pipelines and Tesoro submit this application for the North Dakota Public Service Commission's approval of the transfer of the oil pipelines and related assets and corresponding certificates and permits, in accordance with Chapters 49-04 and 49-22 of the North Dakota Century Code.

Attached please find an original and ten copies of: (1) An Application of BP Pipelines (North America) Inc. and Tesoro High Plains Pipeline Company to Transfer Pipeline Facilities; (2) the oil pipelines' currently effective tariffs, marked Exhibit A; (3) Tesoro's certified Articles of Incorporation, certified Amended Articles of Incorporation, and original Certificate of Good Standing, marked Exhibit B; and (4) James C. Reed's Affidavit, marked Exhibit C. Please date stamp and return three of the copies to Mitchell Hertz, Kirkland & Ellis, in the enclosed envelope.

If you have any questions, please contact me at (202) 879-5270.

Sincerely,

A handwritten signature in black ink, appearing to read "Mitchell F. Hertz".

Mitchell F. Hertz
Kirkland & Ellis
655 Fifteenth Street, N.W.
Suite 1200
Washington, D.C. 20005
Phone: (202) 879-5270
Fax: (202) 879-5200

cc: Bill Benik, Legal Counsel,
North Dakota Public Service Commission
Enclosures

Chicago

London

1

PU-2587-01-455

Pages: 48

Application to Transfer Route Permits &
Corridor Certificate
by BP Pipelines (North America) Inc.

08/15/2001

CC: Comm Legal Illona Jerry

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

IN THE MATTER OF THE)
APPLICATION OF BP PIPELINES)
(NORTH AMERICA) INC.) APPLICATION NO. _____
TO TRANSFER PIPELINE FACILITIES TO)
TESORO HIGH PLAINS PIPELINE COMPANY.)

**APPLICATION OF BP PIPELINES (NORTH AMERICA) INC.
AND TESORO HIGH PLAINS PIPELINE COMPANY TO TRANSFER
PIPELINE FACILITIES**

Pursuant to Chapter 49-04 of the North Dakota Century Code, BP Pipelines (North America) Inc. (“BP Pipelines”) and Tesoro High Plains Pipeline Company (“Tesoro”) submit this application for an order permitting BP Pipelines to transfer to Tesoro all of its North Dakota crude oil pipelines and any other assets, certificates or permits (“Pipelines”) subject to the jurisdiction of the North Dakota Public Service Commission (“Commission”). *See* N.D. Cent. Code § 49-04-05. In addition, pursuant to Chapter 49-22 of the North Dakota Century Code, BP Pipelines seeks permission to transfer all certificates of site compatibility and route permits associated with the Pipelines to Tesoro. *See* N.D. Cent. Code § 49-22-07.

Description of the Parties

BP Pipelines’ exact legal name is BP Pipelines (North America) Inc. (f/k/a Amoco Pipeline Company). BP Pipelines is a Maine corporation, and is located at 801 Warrenville Road, Lisle, Illinois, 60532. BP Pipelines is a subsidiary of BP Corporation North America Inc., an Indiana corporation, and owns and operates petroleum pipeline systems throughout the United States.

Tesoro's exact legal name is Tesoro High Plains Pipeline Company. Tesoro is a Delaware corporation, and is located at 300 Concord Plaza Drive, San Antonio, Texas 78216-6999. Tesoro is a wholly owned subsidiary of Tesoro Petroleum Corporation ("TPC"). TPC is an independent refiner and marketer of petroleum products and a provider of marine logistics services. Other subsidiaries of TPC operate three refineries in the western U.S. with a combined capacity of 275,000 barrels per day. Tesoro's branded retail network is currently comprised of approximately 300 stations, of which more than 100 are company owned and operated.

Correspondence and Communication

All correspondence and communications with respect to this proceeding should be addressed to the following persons:

Bernadette Zabransky
Director, Pipeline Tariffs and
Regulatory Affairs
BP Pipelines (North America) Inc.
801 Warrenville Road
Suite 700
Lisle, Illinois 60532
Phone: (630) 434-2680
Fax: (630) 493-3707
zabranbj@bp.com

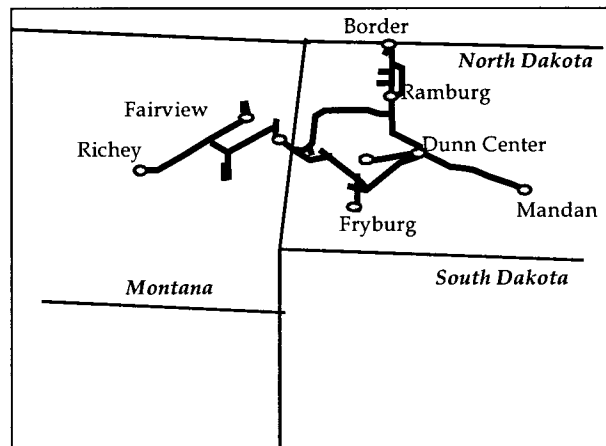
Mitchell F. Hertz
Kirkland & Ellis
Suite 1200
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Phone: (202) 879-5270
Fax: (202) 879-5200
mitchell_hertz@dc.kirkland.com

and

James C. Reed, Jr.
Executive Vice President,
General Counsel and Secretary
Tesoro High Plains Pipeline Company
8700 Tesoro Drive
San Antonio, Texas 78217
Phone: (210) 283-2248
Fax: (210) 283-2400
jreed@tesoropetroleum.com

Description of the Pipelines

The Pipelines were designed and constructed to gather crude from the Williston Basin and related fields, as well as Canadian crude, and to transport the crude to the Mandan Refinery, located in Mandan, North Dakota and presently owned by a BP Pipelines' affiliate (the "Refinery"). Demand for crude at the Refinery is significant, and the Pipelines are the principal supplier of crude to the Refinery. In addition, the Pipelines deliver crude to other regional points where there is additional demand. The following is a map of the Pipelines:



The Pipelines consist of (1) a trunk line running from the Canadian Border in the Northwest corner of the state to the Refinery, and (2) two gathering lines in the west central part of the state from Four Eyes and Little Knife to Dunn Center Station. Occasionally, the system gathers and delivers some crude to the Enbridge Pipeline. Most of the time, however, the system receives crude from the Enbridge Pipeline and delivers the crude to the Refinery.

The Trunk Line is 202 miles long and 6-, 8-, 10-, 12-, and 16-inches in diameter. The Trunk Line has multiple origin points, and three delivery points: (1) Mandan, (2) Fryburg, North Dakota, and (3) Ramburg Junction, North Dakota.

The gathering system consists of a total of 232 miles of 4-inch, 6-inch, and 8-inch trunk line, and 229 miles of 4-inch and 6-inch gathering and injection lines. The gathering line from Four Eyes is 53 miles long, and the gathering line from Little Knife is 48 miles long. The Black Slough 8-inch line is approximately eight miles long.

Relevant Tariffs and Certificates

The Pipelines operate in accordance with tariffs on file with the North Dakota Public Service Commission (“Commission”) and the Federal Energy Regulatory Commission. Specifically, the following tariffs, attached as Exhibit A, are filed under the names of BP Pipelines (North America) Inc. and Amoco Pipeline Company and are presently in effect: ND PSC No. 79, ND PSC No. 63 (Rules & Regulations), Current Supplement No. 3 to ND PSC No. 63, F.E.R.C. No. 89, and F.E.R.C. No. 97.

In addition, the Pipelines were built and operate pursuant to certain certificates of public convenience and necessity, certificates of site compatibility, and route permits, including PC&N No. 331, PC&N No. 343, PC&N No. 451, PC&N No. 459, and PC&N No. 817.

Description of the Transaction

Pursuant to an Asset Purchase Agreement signed on July 16, 2001, BP Pipelines will transfer ownership of the Pipelines to Tesoro. In a separate transaction, BP Pipelines’ affiliates will sell to Tesoro High Plains Company (another wholly owned subsidiary of TPC) the Refinery, a private products pipeline, 5 product distribution

terminals in Mandan and Jamestown, North Dakota, and Moorhead, Sauk Centre, and Twin Cities, Minnesota, and 12 company-owned retail gasoline stations in North Dakota. In another separate transaction, BP Pipelines' affiliates will sell to other subsidiaries of TPC their Salt Lake City, Utah refinery and related marketing operations.

After all of the transactions are completed, Tesoro will own and operate the Pipelines, and its affiliate will own and operate the Refinery and related assets. Tesoro and its affiliate will continue to operate the Refinery and the Pipelines in accordance with all federal and state laws and regulations. Tesoro commits to adopt the tariffs in their existing form as its own, at the same rates as presently included therein, and will assume responsibility for enforcing the tariffs. Tesoro also commits to comply with the terms, conditions, and modifications contained in all of the certificates of site compatibility and route permits.

Request for Approval of Transfer of Assets

BP Pipelines and Tesoro respectfully request approval of the sale of the Pipelines to Tesoro. *See* N.D. Cent. Code § 49-04-05 (requiring Commission approval for transfer of assets). In addition, pursuant to Chapter 49-22 of the North Dakota Century Code, BP Pipelines seeks permission to transfer all certificates of site compatibility and route permits associated with the Pipelines to Tesoro. *See* N.D. Cent. Code § 49-22-07 (requiring Commission approval for the transfer of certificates of site compatibility and route permits).

Approval of the transaction is in the public interest for at least four reasons:

First, it would ensure that the Refinery continues to have access to the same crudes that are now available. Currently, the Refinery refines more than half of the oil

produced in North Dakota. Its products are sold in North Dakota, South Dakota, Minnesota, and Wisconsin. As an important supplier of products to the region, it is imperative that the Refinery continue to have access to its current sources of crude, and this transaction ensures such continuity.

Second, Tesoro and its affiliates have the technical expertise, managerial experience, financial ability, and willingness to operate the Refinery and the Pipelines. The Refinery has received numerous awards in the past for its commitment to the environment, safety, and excellence. Refineries operated by TPC subsidiaries have received similar awards. TPC's experience in operating petroleum facilities will ensure that the Refinery and Pipelines continue to operate in an efficient and superior manner, and that the Refinery's and the Pipeline's customers continue to receive the high level of service they have received from BP Pipelines.

Third, approval of the transaction will not have an adverse impact on other public utilities providing similar service, and will not harm competition in the region or the industry. Tesoro does not presently operate pipelines in the region and, therefore, there will be no adverse competitive effect.

Fourth, Tesoro and its affiliates will offer jobs to all employees of the Pipelines and the Refinery. Tesoro's commitment demonstrates that it intends to maintain the current high level of service offered by BP Pipelines. In addition, this offer of jobs to current employees of the Pipelines and the Refinery ensures that the transfer of assets will not harm stakeholders, the local community, or the local economy.

Tesoro is qualified to do business in North Dakota and a copy of an original certificate of good standing, as well as its Articles of Incorporation and the First

Amendment thereto, are attached as Exhibit B. Pursuant to the Affidavit attached as Exhibit C, Tesoro commits to comply with the terms and conditions of the siting certificates and permits currently issued to BP Pipelines. Moreover, Tesoro will adopt the existing tariffs on the closing date, without change. Therefore, approval of the transfer of the pipeline assets will serve the public interest and not result in any regulatory gap or harm to other persons.

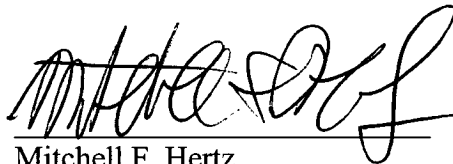
Request For Additional Approvals and Waivers

In addition, BP Pipelines and Tesoro seek any additional regulatory approvals needed to effectuate the transfer of ownership and operation of the Pipelines and related assets. Finally, BP Pipelines and Tesoro request that the Commission waive any requirements for a hearing and, instead, publish a notice of opportunity for hearing.

Conclusion

Therefore, for the foregoing reasons, BP Pipelines and Tesoro request that the Commission approve the transfer of the Pipelines to Tesoro, approve the transfer of all applicable certificates of site compatibility and route permits, and grant all other regulatory approvals necessary to effectuate the transfer of any jurisdictional assets.

Respectfully submitted,



Mitchell F. Hertz
Jeffrey Williamson
Kirkland & Ellis
655 Fifteenth Street, N.W.
Suite 1200
Washington, D.C. 20005
Phone: (202) 879-5270
Fax: (202) 879-5200

Counsel for **BP Pipelines (North America) Inc.**

and

James C. Reed, Jr.
Executive Vice President,
General Counsel and Secretary
Tesoro High Plains Pipeline Company
8700 Tesoro Drive
San Antonio, Texas 78217
Phone: (210) 283-2248
Fax: (210) 283-2400

Dated August 14, 2001

EXHIBIT A

CURRENTLY EFFECTIVE TARIFFS

F.E.R.C. NO. 2
(Cancels F.E.R.C. No. 1649*)
*Amoco Pipeline Company Series

BP PIPELINES (NORTH AMERICA) INC.

IN CONNECTION WITH PARTICIPATING CARRIER SHOWN HEREIN

CIRCULAR NO. 1-0

LOCAL AND JOINT TARIFF

Containing
RULES AND REGULATIONS
Governing
THE TRANSPORTATION
and
DIVERSION AND RECONSIGNMENT
of
CRUDE PETROLEUM
By Pipeline

The rules and regulations published herein apply only under tariffs making specific reference by F.E.R.C. number to this circular, such reference will include supplements hereto and successive issues hereof.

All rates, routings and rules and regulations were brought forward unchanged, except as noted, from Amoco Pipeline Company's F.E.R.C. No. 1649 and supplements thereto, in accordance with BP Pipelines (North America) Inc.'s Adoption Notice F.E.R.C. No. 1, effective April 1, 2001.

Issued on less than one day's notice under authority of 18 CFR 341.14 (Special Permission). This tariff is conditionally accepted subject to refund pending a 30-day review period.

ISSUED MAY 1, 2001

EFFECTIVE MAY 1, 2001

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

Issued by:
Bernadette J. Zabransky
Director - Pipeline Tariff & Regulatory Affairs
AMOCO PIPELINE COMPANY
801 Warrenville Road, Suite 700
Lisle, IL 60532
(630) 434-2680
Fax (630) 493-3707

TABLE OF CONTENTS

SUBJECT	ITEM NO.	PAGE NO.
Abbreviations and Definitions	5	4
Applicable Rates	60	6
Barrel Defined	5	4
Carrier Defined	5	4
Carriers, Participating		3
Charges, Payment of	65	6
Commodity	10	4
Claims, Time Limitation on	80	7
Common Stream Petroleum Connecting Carriers	105	12
Communication Facilities	85	7
Crude Petroleum Defined	5	4
Deductions	40	6
Definitions	5	4
Delivery	55	6
Demurrage	55	6
Destinations Facilities	35	5
Diversion or Reconsignment	45	6
Facilities, Destination	35	5
Gauging, Deductions and Adjustments	40	6
General Application		3
Gravity and Quality, Variations in	30	5
Gravity Bank Adjustments	100	7
Liability of Carrier	70	7
Mixtures	15	4
Participant Carriers		3
Payment of Charges	65	6
Precedence of Specific Rules in Other Tariffs		3
Proration Procedures	110	12
Quality and Gravity, Variations in	30	5
Quantities	30	3
Rates Applicable	60	6
Reconsignment.....	45	6
Segregation	30	5
Storage in Transit	50	6
Suits, Time Limitation on	80	7
Tender Defined	5	4
Tenders	20	4
Title	75	7
Truck Unloading	90	7
Use of Communication Facilities	85	7
Variation in Quality and Gravity, Segregation and	30	5

PARTICIPATING CARRIERS

NAME OF CARRIER

- [W] Amoco Cushing Chicago Pipeline Company
- [W] ARCO Midcon LLC
- [W] Equilon Pipeline Company LLC
- [W] Seaway Pipeline Company
- [W] Williams Pipe Line Company

GENERAL APPLICATION

Rules and regulations published herein apply only under tariffs which make specific reference by F.E.R.C. number of State Commission number to this circular; such reference will include supplements hereto and successive issue hereof.

Crude Petroleum will be transported through carrier's facilities only as provided in this rules and regulations circular, except that specific rules and regulations published in individual tariffs will take precedence over rules and regulations published herein.

[W] Change in Wording only

RULES AND REGULATIONS

Crude petroleum will be transported through carrier's facilities only as provided in these rules and regulations.

ITEM NO.	SUBJECT	RULES AND REGULATIONS
5	ABBREVIATIONS AND DEFINITIONS	<p>As used in these rules and regulations, the following terms have the following meanings:</p> <p>"a.m." means a time of day after midnight and before noon</p> <p>"Barrel" means forty-two United States gallons.</p> <p>"Carrier" means and refers to BP Pipelines (North America) Inc.</p> <p>"Crude petroleum" means either the direct liquid products of oil wells, or a mixture of all direct liquid products of oil wells with the indirect liquid products of oil or gas wells, including gasoline and liquefied petroleum gases, as provided in Item 15.</p> <p>"F.E.R.C." means Federal Energy Regulatory Commission.</p> <p>"No." means number.</p> <p>"p.m." means a time of day after noon and before midnight.</p> <p>"Tender" means an offer by a shipper to the carrier of a stated quantity of crude petroleum for transportation from a specified origin or origins to a specified destination or destinations in accordance with these rules and regulations.</p>
10	COMMODITY	<p>The carrier is engaged in the transportation of crude petroleum by pipe line and will not accept any other commodity for transportation.</p>
15	MIXTURES	<p>(a) The indirect liquid products of oil or gas wells, including gasoline and liquefied petroleum gases, hereinafter referred to as indirect products, will be accepted and transported as a mixture with the direct liquid products of oil wells, hereinafter referred to as direct products, provided the vapor pressure of the resulting mixture does not exceed that permitted by carrier's facilities and operating conditions.</p> <p>(b) The indirect products portion of the mixture will be accepted for transportation at reception points other than the one at which the direct products portion of the same mixture is received, provided that the consignee and destination are the same, and that operating conditions and the carrier's facilities permit the indirect products portion to be mixed with the direct products of the same consignee. The rate to be assessed on each portion of the mixture shall be the rate applicable from the point at which each is received.</p> <p>(c) The direct and indirect products will be measured and tested separately, and must be shown separately on the tender form.</p> <p>(d) Mixtures will be transported and delivered as crude petroleum. Nothin in this item is to be construed to waive provisions of Item 30 of this tariff or to require the carrier to receive, transport and deliver unmixed indirect products, except that unmixed indirect products will be gathered for subsequent mixing with direct products in accordance with this rule where facilities exist for performing a gathering service for such products.</p>
20	TENDERS	<p>(a) Crude petroleum will be transported only under a tender accepted by the carrier, from origins (or from facilities connected to carrier's gathering system when gathering service is to be performed by the carrier) to destinations when a tariff covering the movement is lawfully in effect and on file with the Federal Energy Regulatory Commission, and with the appropriate state commission covering intrastate traffic.</p> <p>(b) Any shipper desiring to tender crude petroleum for transportation shall make such tender to the carrier in writing on or before the twenty-fifth day of the month preceding the month during which the transportation under the tender is to begin. Unless such notification is made, the carrier will be under no obligation to accept crude petroleum for transportation. However, if operating conditions permit and at the sole discretion of the carrier, tenders for crude petroleum may be accepted for transportation after the 25th day of the month preceding the month during which the transportation under the tender is to begin.</p>
25	QUANTITIES	<p>(a) A tender will be accepted only when the total quantity covered by such tender will be made available for transportation within the month when the tender is to begin.</p> <p>(b) Any quantity of crude petroleum will be accepted from lease tanks or other facilities to which the carrier is connected, if such quantity can be so consolidated with other crude petroleum that carrier can make a single delivery of not less than five thousand barrels, and carrier will not be obligated to make any single delivery of less than five thousand barrels. The term "single delivery" as used herein means a delivery of crude petroleum in one continuous operation to one or more consignees into a single facility, furnished by such consignee or consignees, to which carrier is connected.</p>

ITEM NO.	SUBJECT	RULES AND REGULATIONS
30-A	SEGREGATION AND VARIATIONS IN QUALITY AND GRAVITY	<p>The following rules and regulations covering crude petroleum quality apply to Carrier's crude petroleum system as a whole. Any geographic area to which specific quality requirements apply in addition to these rules and regulations is so identified below.</p> <p>(a) As part of its common stream transportation, Carrier will not accept any crude petroleum which does not meet the quality criteria of the common stream. Carrier will monitor the quality of its common streams and shall investigate suspected abuses of common stream criteria violations. Monitoring of common streams will include gravity and sulfur testing and could include simulated distillation and other testing to determine quality.</p> <p>(b) If abuses of the common stream quality are determined, the shipper causing such abuses shall be advised to cease and desist all such actions. Failure to desist or failure to cooperate in ending such practices shall result in that shipper being barred from shipping in the common stream where such abuses occurred. Before such shipper is allowed to regain its shipper status in the common stream where the abuses occurred, the shipper will be required to provide Carrier with assurances that such abuses will not recur.</p> <p>(c) Carrier will work with connecting carriers regarding Carrier's quality issues and will advise such connecting carriers that any crude petroleum found to be a detriment to Carrier's common stream will be rejected for further transportation on Carrier's system.</p> <p>(d) Since variations in gravity and/or quality of common stream crude petroleum are inherent in common stream operations, Carrier will not be liable for such variations occurring while crude petroleum is in its custody, nor is Carrier under any obligation to deliver the identical crude petroleum received, but will make delivery out of such common stream.</p> <p>(e) When requested by the shipper and if operationally feasible, Carrier will endeavor to segregate crude petroleum of a kind and/or quality not currently transported through Carrier's facilities. Carrier will, to the best of its abilities, make delivery of such crude petroleum at destination which is substantially the same crude petroleum as that received by Carrier at origin. For such segregated batches, shipper must provide crude petroleum in such quantities (see Note 1) and at such specified times as may be necessary to permit such segregated movements via Carrier's existing facilities. Further, Carrier will not be liable for failure to deliver the identical crude petroleum or for any variations in the gravity and/or quality of crude petroleum occurring while such segregated crude is in Carrier's custody.</p> <p>Note 1 - The quantity to be accepted and transported under the provisions of this paragraph will be determined by Carrier in accordance with current operations through its existing facilities involved in the segregated movements, but in no event shall the quantity for a single delivery be less than the minimum quantity provided in Item 25.</p> <p>(f) The following additional common stream restrictions will apply specifically to crude oil common streams which flow from origin points on Carrier's pipeline into Carrier's Casper, Wyoming delivery point.</p> <ol style="list-style-type: none"> 1. No shipper shall deliver crude oil to Carrier for transport if natural gasoline has, at any time, been injected into the crude oil stream. 2. No shipper shall deliver crude oil to Carrier for transport on its sweet crude common streams that is the product of a blend of crude oils whose sulfur content is above 0.40% by weight with crude oils whose sulfur content is less than 0.40% by weight. 3. Carrier shall investigate any reported violations of these provisions and take appropriate action as provided in (b) above. 4. Shippers who have intentionally violated common stream restrictions may be liable for any damages to other shippers in the same common stream.
35	DESTINATION FACILITIES	<p>No duty to transport will arise until evidence satisfactory to the carrier has been furnished that consignee has provided necessary facilities to which carrier is connected and has made necessary arrangements for accepting delivery of shipments promptly on arrival at destination, as provided in these rules and regulations.</p>

ITEM NO.	SUBJECT	RULES AND REGULATIONS
40-A	GAUGING, DEDUCTIONS AND ADJUSTMENTS	<p>(a) Quantities for receiving, delivering, assessing charges and all other purposes will be corrected to a temperature of sixty degrees Fahrenheit, after deduction of impurities shown by tests made by the carrier prior to receipt and upon delivery. Quantities may be computed from tank tables compiled or accepted by the carrier.</p> <p>(b) Pursuant to Item 70, crude petroleum quantities transported may be adjusted to allow for inherent losses, including but not limited to shrinkage, evaporation, interface losses and normal "over and short" losses. A deduction of two-tenths of one percent (0.2%) will be made to cover evaporation, interface losses, and other normal losses during transportation.</p> <p>(c) The net quantities as determined under paragraphs (a) and (b) of this item will be the amounts accountable at destination.</p>
45	DIVERSION OR RECONSIGNMENT	<p>Crude petroleum in transport may be diverted without an additional charge to a destination other than originally specified on the tender, or crude petroleum in transport may be reconsigned without an additional charge to another shipper at point of destination only, provided such diversion or reconsignment is made in writing by the entered shipper prior to delivery at original destination. This will be allowed subject to the rates, rules and regulations applicable from point of origin to point of final destination, upon condition that no out-of-line or backhaul movement will be made.</p>
50	STORAGE IN TRANSIT	<p>(a) The carrier has working tanks required in the process of transporting crude petroleum, but has no other tankage and, therefore, does not have facilities for rendering, nor does it offer, a storage service. Provisions for storage in transit in facilities furnished by shipper at points on carrier's system will be permitted to the extent authorized under individual transit tariffs lawfully on file with the Federal Energy Regulatory Commission.</p> <p>(b) Each shipper will be required to furnish crude oil into inventory for their proportionate share of the line fill in such amount as deemed necessary by carrier.</p>
55	DELIVERY AND DEMURRAGE	<p>(a) Carrier will transport and deliver crude petroleum with reasonable diligence and dispatch, but will accept no crude petroleum to be transported intime for any particular market.</p> <p>(b) After any shipment has had time to arrive at destination, and on twenty-four hour notice to consignee, carrier may begin delivery at its current rate of pumping.</p> <p>(c) Commencing after the first seven o'clock a.m. after expiration of said notice, a demurrage charge of one cent per barrel per day of twenty-four hours shall accrue on any part of said shipment offered for delivery and not taken as prescribed in paragraph (b) of this item. After expiration of said notice, carrier's liability for loss, damage, or delay shall be that of warehouseman only.</p>
60	RATES APPLICABLE	<p>Crude petroleum transported shall be subject to the rates in effect on dates such crude petroleum is received by the carrier.</p>
65	PAYMENT OF CHARGES	<p>The shipper shall be responsible for payment of transportation and all other charges applicable to the shipment, and if required, shall prepay such charges or furnish guaranty of payment satisfactory to the carrier. The carrier will have a lien on all crude petroleum accepted for transportation to secure the payment of all charges, including demurrage charges, and may refuse to deliver crude petroleum until all charges have been paid. If said charges or any part thereof shall remain unpaid five days, computed from the first seven o'clock a.m. after written notice is mailed to shipper of intention to enforce carrier's lien as herein provided, or when there shall be failure to take the crude petroleum at the point of destination as provided in Item 55 within five days, computed from the first seven o'clock a.m. after expiration of the notice therein provided, the carrier shall have the right through an agent, to sell said crude petroleum at public auction for cash, between and not less than twenty-four hours after notice of the time and place of such sale and the quantity, general description, and location of the crude petroleum to be sold has been published in a daily newspaper of general circulation published in the town or city where the sale is to be held, and sent by telegraph to shipper. The carrier may be a bidder and purchaser at such sale. Out of the proceeds of said sale carrier may pay itself all transportation, demurrage, and other lawful charges, expense of notice, advertisement, sale, and other necessary expense, and of caring for an maintaining the crude petroleum, and the balance shall be held for whomsoever may be lawfully entitled thereto.</p>

ITEM NO.	SUBJECT	RULES AND REGULATIONS
70	LIABILITY OF CARRIER	<p>(a) The carrier, while in possession of any crude petroleum, will not be liable for any loss thereof, or damage thereto, or delay, caused by an act of God, the public enemy, quarantine, the authority of law, or of public authority, strikes, riots, insurrection, inherent nature of the goods, or the act or default of the shipper consignee.</p> <p>(b) Any losses of crude petroleum will be charged proportionately to each shipper in the ratio that his petroleum products, or portion thereof, received and undelivered at the time the loss occurs, bears to the total of all crude petroleum then in the custody of the carrier for transportation via the lines or other facilities in which the loss occurs; and the carrier will be obligated to deliver only that portion of such crude petroleum remaining after deducting shipper's proportion of such loss determined as aforesaid. Transportation charges will be assessed only on the quantity delivered.</p>
75	TITLE	<p>A tender of crude petroleum shall be deemed a warranty of title by the party tendering, but acceptance shall not be deemed a representation by the carrier as to title. The carrier may, in the absence of adequate security, decline to receive any crude petroleum which is in litigation as dispute over title may exist, or which is enumerated by any lien of which the carrier has notice.</p>
80	TIMELIMITATION ON CLAIMS	<p>As a condition precedent to recovery for loss, damage, or delay to shipments, claims must be filed in writing with the carrier within nine months and one day after delivery of the property, or in case of failure to make delivery, then within nine months and one day after reasonable time for delivery, based on carrier's normal operations, has elapsed; and suits shall be instituted against the carrier only within two years and one day from the day when notice in writing is given by the carrier to the claimant that the carrier has disallowed the claim or any part or parts thereof specified in the notice. Where claims are not filed or suits are not instituted thereon in accordance with the foregoing provisions, no carrier hereunder will be liable, and such claims will not be paid.</p>
85	COMMUNICATION FACILITIES	<p>Shippers may use carrier's private communication facilities without additional charge for messages incident to their shipments. The carrier will not be liable for nondelivery of messages, or for errors or delays in transmission or interruption of the service.</p>
90	TRUCK UNLOADING	<p>Where trucks are unloaded on BP Pipelines (North America) Inc.'s main line, a special handling charge of 10.56¢ per barrel will be added to the trunk line rate in effect — unless otherwise specified on the individual tariff.</p>
100-B	GRAVITY BANK ADJUSTMENTS	<p>In order to provide a means whereby shippers will not be materially damaged or allowed to benefit from changes in gravity as the result of commingling crude petroleum of different gravities within the common stream in the BP Pipelines (North America) Inc. main line Wyoming system extending from Elk Basin, Wyoming south; Winkleman, Wyoming east; and Reno — Sussex, Wyoming south to delivery points at Casper, Pilot Butte, Guernsey and Ft. Laramie, Wyoming, the carrier has established a Gravity Bank to calculate, collect and remit monetary adjustments among all shippers tendering within these streams for changes in gravity which result from common stream operations. Each shipper tendering crude petroleum for transportation by the carrier in said Wyoming streams is required to participate in the Gravity Bank.</p> <p>The exceptions to this Gravity Bank will be the crude petroleum barrels moved from Hamilton Dome, Wyoming and delivered off at Cottonwood Junction, Wyoming and the barrels received into the main line at Ft. Laramie, Wyoming after the delivery bank meter.</p> <p>Each shipper authorizes the carrier to compute adjustments among all shippers for gravity differences. Each shipper agrees to pay the carrier or its representatives the computed adjustments due by such shipper in accordance with these rules and regulations.</p>

ITEM NO.	SUBJECT	RULES AND REGULATIONS																							
100-B	GRAVITY BANK ADJUSTMENTS (cont.)	<p style="text-align: center;">STRUCTURE OF THE AMOCO PIPELINE GRAVITY BANK</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;"><u>Common Stream</u></td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;"><u>Receipt Locations</u></td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;"><u>Delivery Locations</u></td> </tr> <tr> <td style="vertical-align: top;">Wyoming Sour</td> <td style="vertical-align: top;"> <p>All Wyoming Origins extending from Elk Basin south; Winkelman east; and Reno — Sussex south to the delivery locations as specified under "Delivery Locations".</p> <p>The exceptions to the above will be barrels moved from Hamilton Dome and delivered off at Cottonwood Jct., Wyoming and barrels received into the main line at Ft. Laramie, Wyoming after the delivery bank meter.</p> <p>All Wyoming origins extending from Kirby Creek, Wyoming north to the delivery location as specified under "Delivery Locations".</p> </td> <td style="vertical-align: top;"> <p>Casper, Wyoming Pilot Butte, Wyoming Guernsey, Wyoming Ft. Laramie, Wyoming</p> <p>Silvertip, Montana</p> </td> </tr> </table> <p>Gravity values used herein are for the sole purpose of making the required calculations to effect the adjustments required and in no way affect or determine the price of crude petroleum. Gravity value formulae for use in determining differentials for gravity adjustments hereunder are as follows:</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <th colspan="3" style="text-align: center;"><u>GRAVITY VALUE FORMULAE</u></th> </tr> <tr> <th style="text-align: center; border-bottom: 1px solid black;"><u>CRUDE GROUP</u></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>GRAVITY RANGE, ° API</u></th> <th style="text-align: center; border-bottom: 1px solid black;"><u>GRAVITY VALUE, \$/BARREL</u></th> </tr> <tr> <td rowspan="5" style="vertical-align: top;">Wyoming Sour</td> <td style="text-align: center;">10.0 - 33.9</td> <td style="text-align: center;">2.000 + (°API - 10.0) (0.20)</td> </tr> <tr> <td style="text-align: center;">34.0 - 35.9</td> <td style="text-align: center;">6.800 + (°API - 34.0) (0.04)</td> </tr> <tr> <td style="text-align: center;">36.0 - 40.0</td> <td style="text-align: center;">6.880 + (°API - 36.0) (0.02)</td> </tr> <tr> <td style="text-align: center;">40.0 - 44.9</td> <td style="text-align: center;">6.960</td> </tr> <tr> <td style="text-align: center;">45.0 and above</td> <td style="text-align: center;">6.945 - (°API - 45.0) (0.15)</td> </tr> </table> <p>These formulae represent the gravity adjustment schedules used by the majority of the crude oil purchasers who have published postings for the listed crudes transported by carrier. The format used is independent of the price of the crude oil.</p> <p>All crude oil gravities are to be recorded to the nearest one-tenth degree API for use in the formulae.</p> <p style="text-align: center;">GRAVITY VALUE FORMULA EXAMPLES</p> <p>Batch 'A' Gravity is 17.5°, which is between 10.0° and 33.9° API. Gravity Value is: $2.000 + (17.5 - 10.0) (0.20) = \underline{\\$3.50}$</p> <p>Batch 'B' Gravity is 23.1°, which is between 10.0 and 33.9° API. Gravity Value is: $2.000 + (23.1 - 10.0) (0.20) = \underline{\\$4.62}$</p> <p>The difference in Gravity Value between Batch 'A' and Batch 'B' is: $\\$4.62 - \\$3.50 = \underline{\\$1.12}$</p> <p>This can be derived in another manner:</p> <p style="text-align: center;">Gravity Adjustment below 34° is \$0.02/0.1° API</p> $(23.1 - 17.5) \frac{(0.02)}{0.1} = \1.12 <p>GRAVITY VALUE DIFFERENCE = <u>\$1.12</u></p>	<u>Common Stream</u>	<u>Receipt Locations</u>	<u>Delivery Locations</u>	Wyoming Sour	<p>All Wyoming Origins extending from Elk Basin south; Winkelman east; and Reno — Sussex south to the delivery locations as specified under "Delivery Locations".</p> <p>The exceptions to the above will be barrels moved from Hamilton Dome and delivered off at Cottonwood Jct., Wyoming and barrels received into the main line at Ft. Laramie, Wyoming after the delivery bank meter.</p> <p>All Wyoming origins extending from Kirby Creek, Wyoming north to the delivery location as specified under "Delivery Locations".</p>	<p>Casper, Wyoming Pilot Butte, Wyoming Guernsey, Wyoming Ft. Laramie, Wyoming</p> <p>Silvertip, Montana</p>	<u>GRAVITY VALUE FORMULAE</u>			<u>CRUDE GROUP</u>	<u>GRAVITY RANGE, ° API</u>	<u>GRAVITY VALUE, \$/BARREL</u>	Wyoming Sour	10.0 - 33.9	2.000 + (°API - 10.0) (0.20)	34.0 - 35.9	6.800 + (°API - 34.0) (0.04)	36.0 - 40.0	6.880 + (°API - 36.0) (0.02)	40.0 - 44.9	6.960	45.0 and above	6.945 - (°API - 45.0) (0.15)
<u>Common Stream</u>	<u>Receipt Locations</u>	<u>Delivery Locations</u>																							
Wyoming Sour	<p>All Wyoming Origins extending from Elk Basin south; Winkelman east; and Reno — Sussex south to the delivery locations as specified under "Delivery Locations".</p> <p>The exceptions to the above will be barrels moved from Hamilton Dome and delivered off at Cottonwood Jct., Wyoming and barrels received into the main line at Ft. Laramie, Wyoming after the delivery bank meter.</p> <p>All Wyoming origins extending from Kirby Creek, Wyoming north to the delivery location as specified under "Delivery Locations".</p>	<p>Casper, Wyoming Pilot Butte, Wyoming Guernsey, Wyoming Ft. Laramie, Wyoming</p> <p>Silvertip, Montana</p>																							
<u>GRAVITY VALUE FORMULAE</u>																									
<u>CRUDE GROUP</u>	<u>GRAVITY RANGE, ° API</u>	<u>GRAVITY VALUE, \$/BARREL</u>																							
Wyoming Sour	10.0 - 33.9	2.000 + (°API - 10.0) (0.20)																							
	34.0 - 35.9	6.800 + (°API - 34.0) (0.04)																							
	36.0 - 40.0	6.880 + (°API - 36.0) (0.02)																							
	40.0 - 44.9	6.960																							
	45.0 and above	6.945 - (°API - 45.0) (0.15)																							

ITEM NO.	SUBJECT	RULES AND REGULATIONS
100-B	GRAVITY BANK ADJUSTMENTS (Continued)	<p>Adjustments among shippers of crude petroleum for differences in gravity will be made for crude petroleum received into and delivered from the Wyoming commingled common stream operation of the carrier's system. Adjustments will be made by a process of debits and credits and interchange of funds among the shippers involved in the stream.</p> <p>Adjustments will be made for each shipper's volumes transported in the commingled common stream in the following manner:</p> <p>The weighted average gravity value of the gravity bank will be determined for all crude petroleum being received into the common stream and similarly for the crude petroleum being delivered out of this common stream. To determine this value, the volume in barrels of each receipt (delivery) will be multiplied by its appropriate gravity value obtained from the gravity value formula. The sum of all such products of receipts (deliveries) times gravity values will then be divided by the total number of barrels received (delivered out for the delivery calculations). This quotient is the weighted average gravity value of the gravity bank.</p> <p>Each shipper's individual gravity value will be determined in a similar manner by multiplying the volume(s) of barrels received from that shipper (or delivered to that shipper for delivery calculations) by the gravity value obtained from the gravity value formula, taking the sum of such products and dividing that sum by the total barrels received from (delivered to) that shipper.</p> <p>A. Receipt by Carrier</p> <p>i. The weighted average gravity value per barrel of each shippers' total barrels received by carrier for movements in the common stream will be computed as previously described.</p> <p>ii. The weighted average gravity value per barrel of all shippers' barrels delivered to carrier for movement as a commingled common stream will also be computed in a similar manner.</p> <p>(a) If the weighted average gravity value per barrel of a shipper as determined under i. (above) is greater than that determined under ii., the shipper will be credited an amount which shall be calculated by multiplying the differences in gravity value per barrel by the total barrels delivered to carrier by such shipper for movement in the common stream.</p> <p>(b) If the weighted average gravity value per barrel of a shipper as determined in i. (above) is less than that determined under ii., the shipper will be debited an amount as calculated in (a) above.</p>

ITEM NO.	SUBJECT	RULES AND REGULATIONS																																																													
100-B	GRAVITY BANK ADJUSTMENTS (Continued)	<p style="text-align: center;">TYPICAL RECEIPT BANK</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Shipper</th> <th style="text-align: center;">Volume BBLs</th> <th style="text-align: center;">Measured Gravity ° API</th> <th style="text-align: center;">*Gravity Value \$/BBL</th> <th style="text-align: center;">Volume X Value \$</th> </tr> </thead> <tbody> <tr> <td rowspan="4" style="text-align: center;">A</td> <td style="text-align: center;">10</td> <td style="text-align: center;">16.0</td> <td style="text-align: center;">3.200</td> <td style="text-align: center;">32.00</td> </tr> <tr> <td style="text-align: center;">20</td> <td style="text-align: center;">21.0</td> <td style="text-align: center;">4.200</td> <td style="text-align: center;">84.00</td> </tr> <tr> <td style="text-align: center;">10</td> <td style="text-align: center;">23.0</td> <td style="text-align: center;">4.600</td> <td style="text-align: center;">46.00</td> </tr> <tr> <td style="text-align: center;"><u>40</u></td> <td></td> <td style="text-align: center;"><u>4.050</u></td> <td style="text-align: center;"><u>162.00</u></td> </tr> <tr> <td rowspan="3" style="text-align: center;">B</td> <td style="text-align: center;">20</td> <td style="text-align: center;">22.0</td> <td style="text-align: center;">4.400</td> <td style="text-align: center;">88.00</td> </tr> <tr> <td style="text-align: center;">20</td> <td style="text-align: center;">21.0</td> <td style="text-align: center;">4.200</td> <td style="text-align: center;">84.00</td> </tr> <tr> <td style="text-align: center;"><u>40</u></td> <td></td> <td style="text-align: center;"><u>4.300</u></td> <td style="text-align: center;"><u>172.00</u></td> </tr> <tr> <td rowspan="5" style="text-align: center;">C</td> <td style="text-align: center;">5</td> <td style="text-align: center;">14.0</td> <td style="text-align: center;">2.800</td> <td style="text-align: center;">14.00</td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">16.0</td> <td style="text-align: center;">3.200</td> <td style="text-align: center;">16.00</td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">20.0</td> <td style="text-align: center;">4.000</td> <td style="text-align: center;">20.00</td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">25.0</td> <td style="text-align: center;">5.000</td> <td style="text-align: center;">25.00</td> </tr> <tr> <td style="text-align: center;"><u>20</u></td> <td></td> <td style="text-align: center;"><u>3.750</u></td> <td style="text-align: center;"><u>75.00</u></td> </tr> <tr> <td style="text-align: center;">TOTAL</td> <td style="text-align: center;">100</td> <td></td> <td style="text-align: center;">4.090</td> <td style="text-align: center;">\$409.00</td> </tr> </tbody> </table> <p>Average Value of Receipts: \$4.090</p> <p>Shipper A's average gravity value is \$4.050, which is lower than the \$4.090 average. Therefore, A pays 40 (4.050 - 4.090) = <u>- \$1.60</u></p> <p>Shipper B's average gravity value is \$4.300, which is higher than the \$4.090 average. Therefore, B receives 40 (4.300 - 4.090) = <u>+ \$8.40</u></p> <p>Shipper C's average gravity value is \$3.750, which is lower than the \$4.090 average. Therefore, C pays 20 (3.750 - 4.090) = <u>- \$6.80</u></p> <p>The sum of payments equals the sum of the receipts.</p> <p>*As calculated using the Gravity Value Formulae.</p> <p>B. Deliveries by Carrier.</p> <p>III. The weighted average gravity value per barrel of each shipper's total barrels delivered by carrier at specific locations from the common stream will also be computed as previously described.</p> <p>IV. The weighted average gravity value per barrel of all shipper's barrels delivered at specific locations by carrier from a common stream will also be computed.</p> <p>(a) If the weighted average gravity differential value per barrel of a shipper as determined under III. (above) is greater than that determined under IV., the shipper will be debited an amount which shall be calculated by multiplying the differences in gravity value per barrel by the total barrels delivered by carrier from the common stream for such shipper's account.</p> <p>(b) If the weighted average gravity differential value per barrel of a shipper as determined in III. (above) is less than that determined under IV., the shipper will be credited with an amount as calculated in (a) above.</p>	Shipper	Volume BBLs	Measured Gravity ° API	*Gravity Value \$/BBL	Volume X Value \$	A	10	16.0	3.200	32.00	20	21.0	4.200	84.00	10	23.0	4.600	46.00	<u>40</u>		<u>4.050</u>	<u>162.00</u>	B	20	22.0	4.400	88.00	20	21.0	4.200	84.00	<u>40</u>		<u>4.300</u>	<u>172.00</u>	C	5	14.0	2.800	14.00	5	16.0	3.200	16.00	5	20.0	4.000	20.00	5	25.0	5.000	25.00	<u>20</u>		<u>3.750</u>	<u>75.00</u>	TOTAL	100		4.090	\$409.00
Shipper	Volume BBLs	Measured Gravity ° API	*Gravity Value \$/BBL	Volume X Value \$																																																											
A	10	16.0	3.200	32.00																																																											
	20	21.0	4.200	84.00																																																											
	10	23.0	4.600	46.00																																																											
	<u>40</u>		<u>4.050</u>	<u>162.00</u>																																																											
B	20	22.0	4.400	88.00																																																											
	20	21.0	4.200	84.00																																																											
	<u>40</u>		<u>4.300</u>	<u>172.00</u>																																																											
C	5	14.0	2.800	14.00																																																											
	5	16.0	3.200	16.00																																																											
	5	20.0	4.000	20.00																																																											
	5	25.0	5.000	25.00																																																											
	<u>20</u>		<u>3.750</u>	<u>75.00</u>																																																											
TOTAL	100		4.090	\$409.00																																																											

ITEM NO.	SUBJECT	RULES AND REGULATIONS																																																													
100-B	GRAVITY BANK ADJUSTMENTS (Concluded)	<p>V. Calculations for receipts and deliveries shall be made each calendar month.</p> <p style="text-align: center;">TYPICAL DELIVERY BANK</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Shipper</th> <th style="text-align: center;">Volume BBLs</th> <th style="text-align: center;">Measured Gravity ° API</th> <th style="text-align: center;">*Gravity Value \$/BBL</th> <th style="text-align: center;">Volume X Value \$</th> </tr> </thead> <tbody> <tr> <td rowspan="4" style="text-align: center;">A</td> <td style="text-align: center;">10</td> <td style="text-align: center;">26.5</td> <td style="text-align: center;">5.300</td> <td style="text-align: center;">53.00</td> </tr> <tr> <td style="text-align: center;">5</td> <td style="text-align: center;">27.0</td> <td style="text-align: center;">5.400</td> <td style="text-align: center;">27.00</td> </tr> <tr> <td style="text-align: center;">10</td> <td style="text-align: center;">28.0</td> <td style="text-align: center;">5.600</td> <td style="text-align: center;">56.00</td> </tr> <tr> <td style="text-align: center;">25</td> <td></td> <td style="text-align: center;">5.440</td> <td style="text-align: center;">136.00</td> </tr> <tr> <td rowspan="4" style="text-align: center;">B</td> <td style="text-align: center;">10</td> <td style="text-align: center;">27.5</td> <td style="text-align: center;">5.500</td> <td style="text-align: center;">55.00</td> </tr> <tr> <td style="text-align: center;">20</td> <td style="text-align: center;">29.0</td> <td style="text-align: center;">5.800</td> <td style="text-align: center;">116.00</td> </tr> <tr> <td style="text-align: center;">15</td> <td style="text-align: center;">28.5</td> <td style="text-align: center;">5.700</td> <td style="text-align: center;">85.50</td> </tr> <tr> <td style="text-align: center;">45</td> <td></td> <td style="text-align: center;">5.700</td> <td style="text-align: center;">256.50</td> </tr> <tr> <td rowspan="4" style="text-align: center;">C</td> <td style="text-align: center;">10</td> <td style="text-align: center;">27.0</td> <td style="text-align: center;">5.400</td> <td style="text-align: center;">54.00</td> </tr> <tr> <td style="text-align: center;">10</td> <td style="text-align: center;">27.5</td> <td style="text-align: center;">5.500</td> <td style="text-align: center;">55.00</td> </tr> <tr> <td style="text-align: center;">10</td> <td style="text-align: center;">26.5</td> <td style="text-align: center;">5.300</td> <td style="text-align: center;">53.00</td> </tr> <tr> <td style="text-align: center;">30</td> <td></td> <td style="text-align: center;">5.400</td> <td style="text-align: center;">162.00</td> </tr> <tr> <td style="text-align: center;">TOTAL</td> <td style="text-align: center;">100</td> <td></td> <td style="text-align: center;">5.545</td> <td style="text-align: center;">\$554.50</td> </tr> </tbody> </table> <p>Average Value of Deliveries: \$5.545</p> <p>Shipper A receives a gravity value lower than average value of \$5.545, therefore, A receives payment $25(5.545 - 5.440) = + \\$2.625$</p> <p>Shipper B receives a gravity value higher than average value of \$5.545, therefore, B pays $45(5.545 - 5.700) = - \\$6.975$.</p> <p>Shipper C receives a gravity value lower than the average value of \$5.545, therefore, C receives payment $30(5.545 - 5.400) = + \\$4.350$.</p> <p>The sum of payments equals the sum of the receipts.</p> <p>* As calculated using the Gravity Value Formulae.</p> <p>The calculations of each shipper's debits and credits will be made and a statement provided for each calendar month. The credit and debit balances will be adjusted between all shippers by collecting funds from those shippers having debit balances and by thereafter remitting funds so collected to the shippers having credit balances. Carrier may, at its option, require the shipper to prepay such charges or furnish guaranty of payment satisfactory to the carrier for such obligations. Gravity Bank payments are due on the date specified on the invoice. Carrier will pay out only the funds collected. In the event of delay in collection from one or more shippers, the amounts collected shall be distributed to shippers having credit balances in proportion to their relative credit balances.</p> <p>In the event any payment is made to a shipper hereunder and it is subsequently determined by any Federal or state court, administrative agency or other governmental entity having jurisdiction that no other shipper was liable for the adjustment for which payment was made, the shipper receiving such payment shall upon receipt of an accounting from carrier return the same to the carrier or its designated administrator. Carrier shall promptly utilize same to reimburse all shippers who made such payments.</p> <p>Gravity Bank payments to or from shippers are not part of the transportation rate of carrier and said payments shall not be an offset or other claim by any shipper against sums due the carrier for transportation costs or other fees and charges collected under carrier's tariffs and shall be handled by separate invoicing and payment.</p>	Shipper	Volume BBLs	Measured Gravity ° API	*Gravity Value \$/BBL	Volume X Value \$	A	10	26.5	5.300	53.00	5	27.0	5.400	27.00	10	28.0	5.600	56.00	25		5.440	136.00	B	10	27.5	5.500	55.00	20	29.0	5.800	116.00	15	28.5	5.700	85.50	45		5.700	256.50	C	10	27.0	5.400	54.00	10	27.5	5.500	55.00	10	26.5	5.300	53.00	30		5.400	162.00	TOTAL	100		5.545	\$554.50
Shipper	Volume BBLs	Measured Gravity ° API	*Gravity Value \$/BBL	Volume X Value \$																																																											
A	10	26.5	5.300	53.00																																																											
	5	27.0	5.400	27.00																																																											
	10	28.0	5.600	56.00																																																											
	25		5.440	136.00																																																											
B	10	27.5	5.500	55.00																																																											
	20	29.0	5.800	116.00																																																											
	15	28.5	5.700	85.50																																																											
	45		5.700	256.50																																																											
C	10	27.0	5.400	54.00																																																											
	10	27.5	5.500	55.00																																																											
	10	26.5	5.300	53.00																																																											
	30		5.400	162.00																																																											
TOTAL	100		5.545	\$554.50																																																											

ITEM NO.	SUBJECT	RULES AND REGULATIONS
105	COMMONSTREAM PETROLEUM-CONNECTING CARRIERS	<p>When both receipts from and deliveries to a connecting carrier of substantially the same grade of Crude Petroleum are scheduled at the same interconnection, the Carrier reserves the right, with the cooperation of the connecting carrier, to offset like volumes of such common stream Crude Petroleum in order to avoid the unnecessary use of energy which would be required to physically pump the offsetting volumes. The Carrier will apply to such offsetting of volumes the applicable tariff rate. When this rate is exercised, the Carrier will make the further deliveries for the shipper involved from its common stream Crude Petroleum.</p>
110-B	PRORATION PROCEDURES	<p>When there shall be tendered to the Carrier for transportation on the Carrier's pipeline system or any part thereof under applicable tariffs, more crude petroleum or, depending on what service a particular line segment is in, other petroleum products (crude petroleum and other petroleum products referred to collectively as "Products"), than can be currently transported, the transportation furnished by the Carrier shall be apportioned among shippers in a fair and equitable manner so as to avoid discrimination among shippers and so as not to adversely affect the reasonable operation of the Carrier's facilities.</p> <p>Because of the extensive and varied line capacities and types of Products transported over different segments of the Carrier's pipeline system, individual proration procedures as identified below, will be utilized to effectively handle proration on the affected line segment. Copies of such proration procedures will be made available by BP Pipelines (North America) Inc.'s Oil Movements Office in Tulsa, Oklahoma, upon request, to any shipper or potential shipper, either via the U.S. Mail or via facsimile copy.</p> <ol style="list-style-type: none"> 1. Reno, Wyoming to Salt Creek, Wyoming - Proration Policy effective March 1, 1980 2. Ft. Laramie, Wyoming to Rangely, Colorado/Salt Lake City, Utah - Proration Policy effective May, 1992 3. Wattenberg, Colorado to Bushton, Kansas - Proration Policy effective May 1, 1993 4. Wattenberg, Colorado to Conway, Kansas - Proration Policy effective May 1, 1993 5. Western Corridor* - Proration Policy effective November, 1997 <p>(*Defined as: Amoco Pipeline's space originating at the Canadian Border to Billings, MT (Glacier System); then Billings, MT to Elk Basin, WY (Beartooth System); then Elk Basin, WY to Casper, WY (Big Horn System) with destinations at Casper, WY and Guernsey, WY.</p>

BP PIPELINES (NORTH AMERICA) INC.

IN CONNECTION WITH PARTICIPATING CARRIER SHOWN HEREIN

CIRCULAR NO. 1-O

LOCAL AND JOINT TARIFF

Containing
RULES AND REGULATIONS
Governing
THE TRANSPORTATION
and
DIVERSION AND RECONSIGNMENT
of
CRUDE PETROLEUM
By Pipeline

The rules and regulations published herein apply only under tariffs making specific reference by F.E.R.C. number to this circular, such reference will include supplements hereto and successive issues hereof.

Issued on 15 days' notice under authority of 18 CFR 341.14 (Special Permission). This tariff is conditionally accepted subject to refund pending a 30-day review period.

ISSUED JUNE 15, 2001

EFFECTIVE JULY 1, 2001

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

Issued by:
Bernadette J. Zabransky
Director - Pipeline Tariff & Regulatory Affairs
[W] BP Pipelines (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, IL 60532
(630) 434-2680
Fax (630) 493-3707

ITEM NO.	SUBJECT	RULES AND REGULATIONS
90-A (Cancels 90)	TRUCK UNLOADING	Where trucks are unloaded on BP Pipelines (North America) Inc.'s main line, a special handling charge of [1]10.85¢ per barrel will be added to the trunk line rate in effect — unless otherwise specified on the individual tariff.
<p>[1] Increase</p>		

Supplement No. 3 contains all changes from the original Circular that are effective on the date hereof.

Supplement No. 3
To
NORTH DAKOTA P.S.C. NO. 63*
(Cancels Supplement. No. 2*)
*Amoco Pipeline Company Series

[W]BP PIPELINES (NORTH AMERICA) INC.

SUPPLEMENT NO. 3

Supplement No. 2 contains all changes from the original Circular that are effective on the date hereof.
TO

CIRCULAR NO. 1-E (Cancels Circular No. 1-D)

LOCAL TARIFF

Containing
RULES AND REGULATIONS
Governing
THE TRANSPORTATION
and
DIVERSION AND RECONSIGNMENT
of
CRUDE PETROLEUM
By Pipeline

The rules and regulations published herein apply only under tariffs making specific reference by State Commission number to this circular; such reference will include supplements hereto and successive issues hereof.

ISSUED JUNE 29, 2001

EFFECTIVE AUGUST 1, 2001

Issued by:
Bernadette J. Zabransky
[W] Director-Pipeline Tariff & Regulatory Affairs
BP PIPELINES (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, Illinois 60532
(630) 434-2680
Fax (630) 493-3707

ITEM NO.	SUBJECT	RULES AND REGULATIONS
40-A Cancels 40 [1]	GAUGING, DEDUCTIONS AND ADJUSTMENTS	<p>(a) Quantities for receiving, delivering, assessing charges and all other purposes will be corrected to a temperature of sixty degrees Fahrenheit, after deduction of impurities shown by tests made by the carrier prior to receipt and upon delivery. Quantities may be computed from tank tables compiled or accepted by the carrier.</p> <p>(b) Pursuant to Item 70, crude petroleum quantities transported may be adjusted to allow for inherent losses, including but not limited to shrinkage, evaporation, interface losses and normal "over and short" losses. A deduction of two-tenths of one percent (0.2%) will be made to cover evaporation, interface losses, and other normal losses during transportation.</p> <p>(c) The net quantities as determined under paragraphs (a) and (b) of this item will be the amounts accountable at destination.</p>
90-A Cancels 90	TRUCK UNLOADING	<p>Where trucks are unloaded on Amoco Pipeline's main line, a special handling charge of [1]10.85¢ per barrel will be added to the trunk line rate in effect — unless otherwise specified on the individual tariff.</p>
<p>[1] Reissued from Supplement No. 1 dated March 1, 1999</p>		
<p>[1] Increase</p>		

NORTH DAKOTA P.S.C. NO. 79*

(Cancels North Dakota P.S.C. No. 78*)

*Amoco Pipeline Company Series

[W]BP PIPELINES (NORTH AMERICA) INC.

NORTH DAKOTA TARIFF NO. 1-W

(Cancels North Dakota Tariff No. 1-V)

LOCAL TARIFF

Applying on

CRUDE PETROLEUM

[W] Governed, except as otherwise provided herein, by rules and regulations shown in BP Pipelines (North America) Inc.'s Circular No. 1-B, North Dakota P.S.C. No. 63, supplements thereto and successive issues thereof.

TABLE OF RATES

From	To	Rates in Cents per Barrel of 42 United States Gallons (Subject to Notes 1 & 2 on page 2 of this tariff) [I] all rates have been increased
<u>North Dakota Stations</u>		
Alexander Station.....McKenzie County		53.97
Alexander Truck Station...McKenzie County		53.97
Battleview.....Burke County		29.34
Big Stick.....Billings County		114.40
Black Slough.....Burke County		29.34
Blue Butte.....McKenzie County		29.34
Cartwright Station.....McKenzie County		94.48
Charlson Station.....McKenzie County		29.34
Dodge.....Dunn County		29.34
Foureyes.....Billings County	Mandan.....North Dakota	114.40
Franks Creek Station.....Billings County	(Morton County)	111.33
Fritz.....Billings County		114.40
Highway 22.....Dunn County		114.40
Keene Station.....McKenzie County		29.34
Kildeer East.....Dunn County		114.40
Lignite.....Burke County		29.34
Little Knife.....Dunn County		114.40
Moberg.....Williams County		29.34
Poker Jim.....McKenzie County		111.33
Rice Junction.....Mountrail County		29.34
Tioga.....Williams County		29.34
Treetop.....Billings County		114.40
Whitetail Station.....Billings County		111.33
Ytredahl.....McKenzie County		29.34

APPLICATION OF RATES FROM INTERMEDIATE POINTS

From any point not named in this tariff which is intermediate to a point from which rates are published herein, through such unnamed point, apply from such unnamed point the rate published herein from the next more distant point.

[I] Increase
[W] Change in wording only

ISSUED JUNE 29, 2001

EFFECTIVE AUGUST 1, 2001

Issued by:
Bernadette J. Zabransky
[W] Director-Pipeline Tariff & Regulatory Affairs
BP PIPELINES (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, Illinois 60532
(630) 434-2680
Fax (630) 493-3707

NOTE 1 [I] - (all rates have been increased)

- a. When gathering is performed into Battleview, Black Slough, Blue Butte, Charlson, Dodge, Keene, Lignite, Tioga and Ytredahl, the through rate to destination will be made by adding 42.20¢ per barrel to the rate named in this column.
- b. When gathering service is performed into Moberg, North Dakota from the Strombeck #1 Well, located in the North Tioga-Interlake Field, Williams County, the through rate to destination will be made by adding 65.08¢ per barrel to the rate named in this column.
- c. When gathering service is performed into Rice Junction in Mountrail County, from LACT M-143, the through rate to destination will be made by adding 11.96¢ per barrel to the rate named in this column.
- d. When gathering service is performed into Alexander Station, Cartwright Station, Franks Creek Station and Whitetail Station, the through rate to destination will be made by adding 38.08¢ per barrel to the rate named in this column.

NOTE 2

[i] There will be an additional 10.85¢ per barrel charged when trucks are unloaded at any Amoco Pipeline main line origin facility in North Dakota.

[I] Increase

BP Pipelines (North America) Inc.

TARIFF NO. 311-I

PROPORTIONAL TARIFF

Applying on

CRUDE PETROLEUM

Governed, except as otherwise provided herein, by rules and regulations shown in BP Pipelines (North America) Inc.'s F.E.R.C. No. 2, supplements thereto and successive issues thereof.

TABLE OF RATES

FROM	TO	Rates in Cents per Barrel of 42 United States Gallons [I] all rates in this column have been increased
Alexander Truck Station McKenzie County, ND	Fryburg Station, Billings County, ND	77.39
Cartwright Station McKenzie County, ND	Fryburg Station, Billings County, ND	77.39
Fairview Station/Putnam Jct. Richland County, MT	Fryburg Station, Billings County, ND Mandan, Morton County, ND	77.39 163.50
Franks Creek Station, Billings County, ND	Fryburg Station, Billings County, ND	42.98
Poker Jim Station McKenzie County, ND	Fryburg Station, Billings County, ND	42.98
Producers Pipeline at the International Boundary near Portal, Burke County, ND	Mandan, Morton County, ND	107.68
Ramberg Station, Williams County, ND	Mandan, Morton County, ND	29.38
Richey Station Dawson County, MT	Fryburg Station, Billings County, ND Mandan, Morton County, ND	48.96 163.50
Sidney Station Richland County, MT	Fryburg Station, Billings County, ND Mandan, Morton County, ND	42.98 110.73
Whitetail Station Billings County, ND	Fryburg Station, Billings County, ND	42.98

Issued on 15 days' notice under authority of 18 CFR 341.14 (Special Permission). This tariff is conditionally accepted subject to refund pending a 30-day review period.

[I] Increase

ISSUED JUNE 15, 2001

EFFECTIVE JULY 1, 2001

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

Issued by:
Bernadette J. Zabransky
Director - Pipeline Tariff & Regulatory Affairs
BP Pipelines (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, IL 60532
(630) 434-2680
Fax(630) 493-3707

[I] Gathering Charge: When gathering service is performed by BP Pipelines (North America) Inc., a charge of 38.37¢ per barrel will be made in addition to the transportation rates named herein.

[I] Truck Unloading Charge: When shipments are unloaded from tank truck facilities into the main line facilities of BP Pipelines (North America) Inc., a charge of 10.85¢ per barrel will be made in addition to the transportation rate named herein.

[I] Pumpover Charge at Fryburg: Crude petroleum received from connecting carriers into BP Pipelines (North America) Inc.'s Fryburg Station for further delivery to connecting carriers at Fryburg, ND, an additional charge of 5.44¢ per barrel will be made.

[I] Increase

BP Pipelines (North America) Inc.

TARIFF NO. 324-D

LOCAL PROPORTIONAL TARIFF

Applying on

CRUDE PETROLEUM

Governed, except as otherwise provided herein, by rules and regulations shown in BP Pipelines (North America) Inc.'s F.E.R.C. No. 2, supplements thereto and successive issues thereof.

TABLE OF RATES

FROM	TO	Rates in Cents per Barrel of 42 United States Gallons (Subject to Note 1 below)
Tioga. North Dakota (Burke County)	Ramberg Jct. North Dakota (See Note 2 below)	[I] 17.77

[I] NOTE 1.- When gathering service is performed, the through rate to destination will be made by adding 42.52¢ per barrel to the rate named in this column

[I] NOTE 2. - When barrels are received at Ramberg Jct., North Dakota, destined for delivery to Enbridge Pipeline, an additional 6.46¢ per barrel pumpover charge will apply.

Issued on 15 days' notice under authority of 18 CFR 341.14 (Special Permission). This tariff is conditionally accepted subject to refund pending a 30-day review period.

[I] Increase

ISSUED JUNE 15, 2001

EFFECTIVE JULY 1, 2001

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

Issued by:
Bernadette J. Zabransky
Director - Pipeline Tariff & Regulatory Affairs
BP Pipelines (North America) Inc.
801 Warrenville Road, Suite 700
Lisle, IL 60532
(630) 434-2680
Fax(630) 493-3707

EXHIBIT B

**TESORO HIGH PLAINS PIPELINE COMPANY'S
ARTICLES OF INCORPORATION
AMENDMENT TO THE ARTICLES OF INCORPORATION
CERTIFICATE OF GOOD STANDING**

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TESORO NORTH WOODS COMPANY", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JULY, A.D. 2001, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3416709 8100

AUTHENTICATION: 1256872

010354442

DATE: 07-23-01

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TESORO NORTH WOODS COMPANY", CHANGING ITS NAME FROM "TESORO NORTH WOODS COMPANY" TO "TESORO HIGH PLAINS PIPELINE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1268431

DATE: 07-30-01

3416709 8100

010367101

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
TESORO NORTH WOODS COMPANY**

Tesoro North Woods Company, a corporation organized under and existing by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by the written consent of all members of the Board of Directors of Tesoro North Woods Company, dated July 26, 2001, and filed with the minutes of proceedings of said Board of Directors, the Board of Directors of said corporation duly adopted a resolution proposing and declaring advisable a certain amendment to the Certificate of Incorporation of said corporation, and directing that such amendment be submitted for consideration to the shareholder of said corporation. The resolution of the Board of Directors setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors declares it advisable and proposes that Article 1 of the Certificate of Incorporation of Tesoro North Woods Company be amended so as to read in its entirety as follows:

"The name of the Corporation is Tesoro High Plains Pipeline Company."

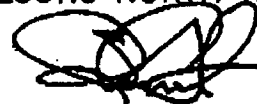
SECOND: That by the written consent of the sole shareholder of said corporation dated July 26, 2001, and filed with the minutes of proceedings of said shareholder, the shareholder voted in favor of said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.


IN WITNESS WHEREOF, said Tesoro North Woods Company has caused this certificate to be signed by Bruce A. Smith, its Chairman of the Board of Directors, President and Chief Executive Officer, and attested by James C. Reed, Jr., its Executive Vice President, General Counsel and Secretary, this 27th day of July, 2001.

TESORO NORTH WOODS COMPANY



Bruce A. Smith
Chairman of the Board of Directors,
President and Chief Executive Officer

ATTEST:



James C. Reed, Jr.
Executive Vice President, General Counsel
and Secretary



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13100A (13100 + 7974) (7-99)

RECEIVED
JUL 31 2001
SEC. OF STATE

FOR OFFICE USE ONLY

ID #	17,215,300 F
WO #	881861
Filed	8/1/01
By	[Signature]

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1.A. The application **MUST** be accompanied by ALL of the following:
- Filing fee of \$125 if a **Foreign Business or Professional Corporation**
 - Filing fee of \$40 if a **Foreign Nonprofit Corporation**
 - Signed Consent of Registered Agent and fee of \$10
 - Current, **ORIGINAL CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying corporate existence certified by the incorporating officer of the state or country of incorporation.
- B. The following **MAY** be required:
- Certification of professional license from the North Dakota licensing board for the profession
 - Signed consent to use of name and fee of \$10
 - Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY For reference, see North Dakota Century Code, Section 10-19.1-135 or 10-33-125.

2. Type of corporation applying for Certificate of Authority: (check one)

Foreign Business Foreign Professional Foreign Nonprofit

3.A. Name of corporation **EXACTLY** as it appears on Certificate of Good Standing from state of origin
Tesoro High Plains Pipeline Company

B. Federal ID #
Applied For

C. If the corporation chooses to use a name other than its corporate name, that name is a trade name and must be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 3.C.) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

D. If the corporation has been notified by the North Dakota Secretary of State that its corporate name is the same as, or deceptively similar to a name already registered, this application for Certificate of Authority must be accompanied by one of the following: (check one)

Consent to use of name from the conflicting name holder(s)

An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

4. Complete mailing address of principal executive office which may not only be a post office box (Street/RR, and PO Box if applicable, city, state, zip + 4) 300 Concord Plaza Drive, San Antonio, TX 78216

5.A. STATE or country where incorporated Delaware	5.B. EXACT date incorporated (Month, day, AND year) 07/20/2001	5.C. Duration of corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	5.D. Telephone # (210)828-8484
			5.E. Toll-free telephone #

6.A. Name of required registered agent in **NORTH DAKOTA** (SEE INSTRUCTION 6.A.)
C T CORPORATION SYSTEM

B. Federal ID/social security # of registered agent
51-0006522

C. Address of registered agent in **NORTH DAKOTA** which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip + 4) c/o C T CORPORATION SYSTEM, 314 East Thayer Ave., Bismark, ND 58501-0418

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota
Any lawful act or activity for which corporations may be organized

8. OFFICERS AND DIRECTORS OF THE CORPORATION		COMPLETE MAILING ADDRESS				
OFFICE	Check box if officer also serves as director	NAME	Street/RR	PO Box	City	State Zip + 4
PRESIDENT	<input type="checkbox"/>	SEE ATTACHMENT				
VICE PRESIDENT	<input type="checkbox"/>					
SECRETARY	<input type="checkbox"/>					
TREASURER	<input type="checkbox"/>					
DIRECTOR						
DIRECTOR						

9. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements made to be true

Charles S. Parrish 7/27/01
Original signature Charles S. Parrish Date

10. Name of person to contact about this application
Janna J. Hutton

Daytime telephone #
(210) 283-2246

TESORO HIGH PLAINS PIPELINE COMPANY

Directors

Bruce A. Smith
James C. Reed, Jr.
William T. Van Kleeef

Officers

Bruce A. Smith	Chairman of the Board of Directors, President and Chief Executive Officer
William T. Van Kleeef	Executive Vice President and Chief Operating Officer
James C. Reed, Jr.	Executive Vice President, General Counsel and Secretary
Thomas E. Reardon	Executive Vice President, Corporate Resources
Gregory A. Wright	Senior Vice President and Chief Financial Officer
Sharlene S. Fey	Vice President and Controller
Sharon L. Layman	Vice President and Treasurer
Charles S. Parrish	Assistant Secretary
John R. Sherburne	Assistant Secretary

All Directors and Officers are located at 300 Concord Plaza Drive, San Antonio, Texas
78216-6999.



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 13100A (7974 + 13100) (7-99)

RECEIVED
JUL 3 1 2001
SEC. OF STATE

FOR OFFICE USE ONLY	
ID #	17, 215, 300 F
File #	
WO #	881861
Filed	8/1/01
By	[Signature]

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership or real estate investment trust)

Tesoro High Plains Pipeline Company

3. Name of the registered agent

C T CORPORATION SYSTEM

4. Registered agent is (Check one)

- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

5. Federal ID # or social security # of registered agent

51-0006522

6. An individual appointed as registered agent must sign a consent to serve in that capacity. When a corporation, a limited liability company, or limited liability partnership is named as registered agent, an officer or someone authorized by the organization may sign on behalf of the corporation, limited liability company, or limited liability partnership.

"The undersigned, as the newly appointed registered agent, agrees to act as the registered agent for this organization until a change, or resignation, is submitted to the Secretary of State under the provisions of North Dakota law."

By:

[Signature]

Original signature of registered agent

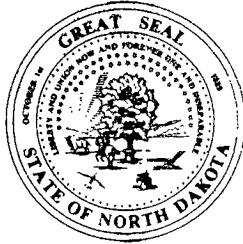
7/30/01

Date

William C. Bradford, Jr.
Vice President

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

TESORO HIGH PLAINS PIPELINE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

TESORO HIGH PLAINS PIPELINE COMPANY for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

TESORO HIGH PLAINS PIPELINE COMPANY to transact business in this State under the name of

TESORO HIGH PLAINS PIPELINE COMPANY

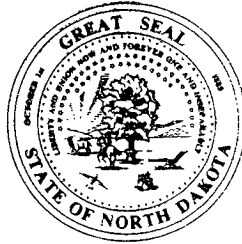
Issued: August 1, 2001

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

TESORO HIGH PLAINS PIPELINE COMPANY

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that TESORO HIGH PLAINS PIPELINE COMPANY, a Delaware corporation, authorized to transact business in the State of North Dakota on August 1, 2001, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

TESORO HIGH PLAINS PIPELINE COMPANY

Issued: August 1, 2001

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

EXHIBIT C

**AFFIDAVIT OF JAMES C. REED, JR.,
EXECUTIVE VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY
OF TESORO HIGH PLAINS PIPELINE COMPANY**

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

IN THE MATTER OF THE)
APPLICATION OF BP PIPELINES)
(NORTH AMERICA) INC.) APPLICATION No. _____
TO TRANSFER PIPELINE FACILITIES TO)
TESORO HIGH PLAINS PIPELINE COMPANY.)

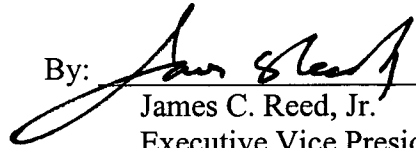
AFFIDAVIT OF JAMES C. REED, JR.

I, first being duly sworn under oath, declare and state as follows:

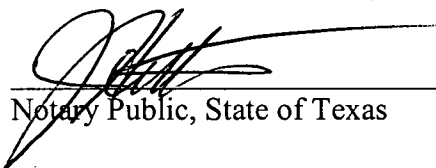
1. My name is James C. Reed, Jr. and my business address is 300 Concord Plaza Drive, San Antonio, Texas 78216-6999.
2. I am Executive Vice President, General Counsel and Secretary of Tesoro High Plains Pipeline Company ("Tesoro").
3. BP Pipelines (North America), Inc. ("BP Pipelines") and Tesoro are petitioning the North Dakota Public Service Commission ("Commission") to approve the transfer of BP Pipelines' North Dakota crude oil pipelines ("Pipelines") to Tesoro.
4. In addition, BP Pipelines and Tesoro are petitioning the Commission to approve the transfer of all associated certificates of public convenience and necessity, certificates of site compatibility, and route permits to Tesoro.
5. On July 16, 2001, BP Pipelines and Tesoro's parent company entered into an agreement to transfer the Pipelines to Tesoro.
6. If the Commission approves the Application requesting the transfer of the Pipelines and associated certificates and permits, Tesoro understands and agrees:
 - (a) That the authorizations granted by the certificates and permits are subject to modification by order of the Commission if deemed necessary to further protect the public or environment; and
 - (b) That it must comply with the terms, conditions, and modifications contained in the certificates and permits.
7. To the best of my knowledge, the information contained in the Application is true and correct.

Dated: this 31st day of July, 2001

Tesoro High Plains Pipeline Company

By: 
James C. Reed, Jr.
Executive Vice President, General
Counsel and Secretary

Subscribed and Sworn before me personally by James C. Reed, Jr.,
on this the 31st day of July, 2001


Notary Public, State of Texas



DU-2587-01-455

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Received by (Please Print Clearly) <i>NE UTZEL</i>	B. Date of Delivery <i>10-30</i>
	C. Signature <i>X Neutz</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
1. Article Addressed to: <i>Bernadette Zabransky BP Pipelines North America Inc 801 Warrenville Rd Ste 200 Lisle IL 60532</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
2. Article Number (Copy from service label) <i>7000 0520 0022 8655 3872</i>	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952

DU-2587-01-455

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Received by (Please Print Clearly) <i>Deborah Rhoad</i>	B. Date of Delivery <i>10/31/01</i>
	C. Signature <i>X Deborah Rhoad</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
1. Article Addressed to: <i>Mitchell F. Hertz Kirkland & Ellis 655 15th St NW Ste 1200 Washington DC 20005</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
2. Article Number (Copy from service label) <i>7000 0520 0022 8655 3865</i>	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952

DU-2587-01-455

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Received by (Please Print Clearly) <i>F. Krantz</i>	B. Date of Delivery <i>10-30-01</i>
	C. Signature <i>X F. Krantz</i> <input checked="" type="checkbox"/> Agent <input type="checkbox"/> Addressee	
1. Article Addressed to: <i>James C. Reed Jr Lesoro High Plains Pipeline Company 8700 Lesoro Dr San Antonio TX 78217</i>	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
2. Article Number (Copy from service label) <i>7000 0520 0022 8655 3865</i>	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952

PU-2587-01-455

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
 James C Reed Jr
 Lesoro High Plains Pipeline Company
 8700 Lesoro Dr
 San Antonio TX 78217

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery
 C. Signature *[Signature]* Agent Addressee
 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.
 4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Copy from service label)
 7099 3220 0002 8481 1480

PU-2587-01-455

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
 Mitchell F Hertz
 Kirkland & Ellis
 655 15th St NW Ste 1200
 Washington DC 20005

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery
 R. McCloud 9/11/01
 C. Signature *[Signature]* Agent Addressee
 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.
 4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Copy from service label)
 7099 3220 0002 8481 1466

PU-2587-01-455

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:
 Bernakette Zabransky
 BP Pipeline (North America) Inc
 801 Warrenville Rd Ste 700
 Lisle IL 60532

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery
 NE 10262 9-13
 C. Signature *[Signature]* Agent Addressee
 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.
 4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Copy from service label)
 7099 3220 0002 8481 1473

Public Service Commission
State of North Dakota

Official Mail 600 E BOULEVARD AVE DEPT 408
BISMARCK ND 58505-0480

POSTAGE REQUESTED

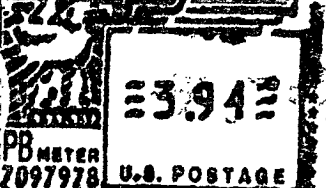
*Full
Ordinary
1-21-01*

CERTIFIED MAIL



7099 3220 0002 8481 1480

RETURN TO SENDER



JAMES G REED JR
TESORO HIGH PLAINS PIPELINE COMPANY
8700 TESORO DR
SAN ANTONIO

TESO700 782172053 1300 19 09/15/01
FORWARD TIME EXP RTN TO SEND
TESORO PETROLEUM
300 CONCORD PLAZA DR
SAN ANTONIO TX 78216-6999

RETURN TO SENDER

58505/048

