

**EXCERPTS FROM
2014 FORM NO. 6 FOR:**

- 1. Buckeye Pipe Line Company, L.P.**
- 2. Enbridge Energy, Limited Partnership**
- 3. Enterprise TE Products Pipeline
Company LLC**
- 4. Magellan Pipeline Company, L.P.**
- 5. Marathon Pipe Line LLC**
- 6. Mid-America Pipeline Company, LLC**
- 7. SFPP. L.P.**
- 8. Sunoco Pipeline L.P.**

**BUCKEYE PIPE LINE
COMPANY, L.P.
2014 FORM NO. 6 MATERIAL
(PAGES 305, 602 – 602.5, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

Form 6 Approved
OMB No.1902-0022
(Expires 10/31/2016)

Form 6-Q Approved
OMB No.1902-0206
(Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report

(Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

<p>Exact Legal Name of Respondent (Company) Buckeye Pipe Line Company, L.P.</p>	<p>Year/Period of Report End of <u>2014/Q4</u></p>
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Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.

2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	3,213,950
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	0
5	California	0	35	Ohio	330,761
6	Colorado	0	36	Oklahoma	0
7	Connecticut	385,461	37	Oregon	0
8	Delaware	0	38	Pennsylvania	1,146,371
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	0	43	Texas	818
14	Indiana	264,592	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	242,765	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	8,642,095
30	New Jersey	3,057,377			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	0
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	0
71	GRAND Total (Account No. 580)	8,642,095

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Buckeye PL Co - Indiana	Huntington Sta	Clermont Sta				
2		Huntington Sta	IN/OH State Ln				
3		Huntington Sta	Laketon Station				
4		IN/OH State Ln	Huntington Sta				
5		Indianapolis Tm	TEPPCO				
6		Jolietville Jct	Jolietville Trm				
7		Krouts Station	Laketon Station				
8	Buckeye PL Co - Massachusetts	Agnew Street Jt	Springfield Trm				
9		Agnew Street Jt	Stellar Propane				
10		Albany Street J	Agnew Street Tm				
11		Bay Street Jct	Agnew Street Jt				
12		Bay Street Jct	Belcher				
13		CT/MA State Ln	Ludlow				
14		Ludlow	Westover Afb				
15		North Springfld	Global				
16		North Springfld	Springfield Tr				
17		Springfield Jct	Tenneoc				
18	Buckeye PL Co. - Michigan	Detroit Airport	Det Arpt Tank 1				
19		Detroit Airport	Det Arpt Tank 2				
20		Detroit Airport	Shell Metro				
21		Detroit BET Ter	Marathon River				
22		Detroit BET Ter	Shell Jct/River				
23		Detroit BET Ter	Taylor Termina				
24		Detroit BET Ter	Wayne Station				
25		Detroit BET Ter	Wolverine				
26		Ferrysburg Ter	Wolverine				
27		Flint BET Term	Bay City Term				
28		Flint BET Term	Marathon				
29		Flint BET Term	Owosso Terminal				
30		Marshall Term	Wolverine				
31		Marin Jct	Total Jct.				
32		OH/MI State Ln	Toledo Station				
33		OH/MI State Ln	Wayne Station				
34		OH/MI State Ln	Woodhaven BET				
35		Dearborn Term	Ashland				
36		Dearborn Term	Detroit Airport				
37		Dearborn Term	Martin Jct				
38		Dearborn Term	Northwest (NWA)				
39		Dearborn Term	Shell				

Miles of Pipeline Operated at end of Year (continued)

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(A) OWNED AND OPERATED BY RESPONDENT

1	Buckeye PL Co. - Michigan	Dearborn Term	Wayne Station				
2		Total Jct.	Amoco				
3		Total Jct.	RKA				
4		Wayne Station	Flint BET Term				
5		Wayne Station	Novi Terminal				
6		Wolverine Mnfd	Clark				
7		Woodhaven BET	Detroit BET Trm				
8		Woodhaven BET	Trenton Brg Dk1				
9		Woodhaven BET	Trenton Brg Dk2				
10		Woodhaven BET	Wayne Station				
11		Woodhaven BET	Wayne Station				
12		Woodhaven BET	Woodhaven				
13		Humble	Linden Station				
14	Buckeye PL Co. - New Jersey	Linden Station	Perth Amboy				
15		Linden Station	Newark Airport				
16		Linden Station	PA/NJ State Ln				
17		Linden Station	PA/NJ State Ln				
18		Linden - Lipl	NY/NJ State Ln				
19		Newark Airport	#10 PONYA 46&48				
20		Newark Airport	#11 PONYA 43&44				
21		Newark Airport	#12 PONYA				
22		Newark Airport	#13 PONYA				
23		Newark Airport	#14 PONYA				
24		Newark Airport	#15 PONYA				
25		Newark Airport	#2 PONYA 23&24				
26		Newark Airport	#3 PONYA 25&26				
27		Newark Airport	#4 PONYA 27&28				
28		Newark Airport	#5 PONYA 29&30				
29		Newark Airport	#6 PONYA 31&32				
30		Newark Airport	#7PONYA37,39,41				
31		Newark Airport	#8PONYA38,40,42				
32		Newark Airport	#9PONYA 45&47				
33		Peth Amboy	Linden Station				
34		Port Reading	Sewaren Trm				
35	Buckeye PL Co - New York	Albany Terminal	Rail Yard				
36		Apollo Jct.	Maspeth Jct.				
37		Apollo Jct	BP/Amoco				
38		Auburn Station	Rochester Term				
39		Auburn Station	Utica Terminal				

Miles of Pipeline Operated at end of Year (continued)

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(A) OWNED AND OPERATED BY RESPONDENT

1		Brewerton Term	BET Brewerton				
2		Dewitt Jct	Dewitt Terminal				
3		Inwood Terminal	Doughty Blvd				
4		Johnson City	Maine Valve Ste				
5		Liverpool Term	Brewerton Term				
6		Long Island Cty	Apollo Jct.				
7		Long Island Cty	Bayside				
8		Long Island Cty	BP/Amoco				
9		Long Island Cty	Getty Jct.				
10		Long Island Cty	Laguardia Term				
11		Long Island Cty	Maspeth Jct.				
12		Long Island Cty	Metro				
13		Long Island Cty	Metro				
14		Long Island Cty	Motiva				
15		Long Island Cty	Motiva				
16		Marcy Terminal	Marcy				
17		New Lots Jct.	Inwood Terminal				
18		New Lots Jct.	JFK Terminal				
19		NY/NJ State Ln	Long Island Cty				
20		PA/NY State Ln	Auburn Station				
21		PA/NY State Ln	Vestal Terminal				
22		Rochester Term	Augsbury				
23		Rochester Term	Griffith				
24		Rochester Term	Gulf				
25		Rochester Term	Hess				
26		Rochester Term	Mobil				
27		Rochester Term	Rochester BET				
28		Rochester Term	Supreme Energy				
29		Rochester Term	United/RAE				
30		Syracuse Valve	Syracuse Term				
31		Utica Terminal	Sun				
32		Utica Terminal	BET Utica Tank				
33		Verona Station	Rome				
34		Vestal Terminal	BET Vestal				
35		Vestal Terminal	Binghamton Term				
36		Vestal Terminal	Johnson City				
37		Waterloo Term	Geneva BET Term				
38		Weedsport	Auburn Station				
39	Buckeye PL Co - Ohio	Brown Road	Cedar Point Jct				

Miles of Pipeline Operated at end of Year (continued)

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(A) OWNED AND OPERATED BY RESPONDENT

1		Cleveland BPL	Cleveland BET				
2		Cygnnet Station	Lima Station				
3		Cygnnet Station	Mantua Station				
4		Cygnnet Station	Toledo Station				
5		Cygnnet Station	Toledo Station				
6		Cygnnet Station	Toledo Station				
7		Findlay Station	Findlay Jct.				
8		IN/OH State Ln	Lima Station				
9		Lima Station	BP				
10		Lima Station	Columbus West				
11		Lima Station	Cygnnet Station				
12		Lima Station	Cygnnet Station				
13		Lima Station	Findlay Station				
14		Lima Station	Husky				
15		Lima Station	IN/OH State Lne				
16		Lima Station	MAPL Crude Tk				
17		Lima Station	Shell				
18		Lima Station	Shell				
19		Mantua Station	Cleveland Drydk				
20			PA/OH State Ln				
21			State Line				
22		Toledo Station	Ashland Dock				
23		Toledo Station	BP Dock				
24		Toledo Station	BP Inland				
25		Toledo Station	BP Inland				
26		Toledo Station	BP Inland Tank				
27		Toledo Station	BP Oil				
28		Toledo Station	BPL Tank Farm				
29		Toledo Station	BPL Tank Farm				
30		Toledo Station	Bradley Road T				
31		Toledo Station	Cygnnet Station				
32		Toledo Station	Marathon				
33		Toledo Station	Norco				
34		Toledo Station	OH/MI State Ln				
35		Toledo Station	Toledo Station				
36		Toledo Sun Trm	Toledo Sun Jct				
37		Wayne Station	OH/MI State Ln				
38		MRCNON	MRCNON				
39	Buckeye PL Co - Pennsylvania	Corapolis Sta	Neville Island				

Annual Cost of Service Based Analysis Schedule

- 1.) Use footnotes when particulars are required or for any explanations.
- 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
- 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
- 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
- 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
- 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
- 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	136,057,926	118,977,818
2	Depreciation Expense	21,513,002	18,547,342
3	AFUDC Depreciation	803,092	736,314
4	Amortization of Deferred Earnings	7,009,157	6,723,686
5	Rate Base	[REDACTED]	
5a	Rate Base - Original Cost	303,406,199	271,620,639
5b	Rate Base - Unamortized Starting Rate Base Write-Up	3,005,335	7,173,551
5c	Rate Base - Accumulated Net Deferred Earnings	124,766,076	126,114,377
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	431,177,610	404,908,567
6	Rate of Return % (10.25% - 10.25)	[REDACTED]	
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	32.86	34.50
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	67.14	65.50
6c	Rate of Return - Cost of Long Term Debt Capital	4.80	5.06
6d	Rate of Return - Real Cost of Stockholders' Equity	10.29	13.45
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.49	10.56
7	Return on Trended Original Cost Rate Base	[REDACTED]	
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	6,800,878	7,068,488
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	29,788,793	35,671,432
7c	Total Return on Rate Base - (line 7a + line 7b)	36,589,671	42,739,921
8	Income Tax Allowance	20,389,456	24,205,466
8a	Composite Tax Rate % (37.50% - 37.50)	35.25	35.98
9	Total Cost of Service	222,362,304	211,930,547
10	Total Interstate Operating Revenues	261,735,629	260,550,894
11	Total Interstate Throughput in Barrels	290,036,146	281,762,449
12	Total Interstate Throughput in Barrel-Miles	32,511,033,050	33,624,389,334

**ENBRIDGE ENERGY, LIMITED
PARTNERSHIP
2014 FORM NO. 6 MATERIAL
(PAGES 123.1 – 123.12,
305, 602.1, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

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 OMB No.1902-0022
 (Expires 10/31/2016)

Form 6-Q Approved
 OMB No.1902-0206
 (Expires 06/30/2016)



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Exact Legal Name of Respondent (Company) Enbridge Energy, Limited Partnership	Year/Period of Report End of <u>2014/Q4</u>
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Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Enbridge Energy, Limited Partnership	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	12/31/2014	2014/Q4
Notes to Financial Statements (continued)			

1. PARTNERSHIP ORGANIZATION AND NATURE OF OPERATIONS

General

Enbridge Energy, Limited Partnership (Lakehead) and its consolidated subsidiary, referred to herein as we, us and our, is a Delaware limited partnership and a direct subsidiary of Enbridge Energy Partners, L.P. (the Partnership). We have and will continue to rely on the Partnership, which has stated it will provide funding for our operations and capital expenditures.

We are primarily engaged in the transportation of crude oil and liquid petroleum through a common carrier pipeline system, referred to as the Lakehead system. A majority of the crude oil and liquid petroleum shipments originate in western Canada and enter our Lakehead system at the international border near Neche, North Dakota, through a connection with the Canadian portion of the pipeline system that is owned by Enbridge Pipelines Inc., a subsidiary of Enbridge Inc., or Enbridge. Deliveries are made in the Great Lakes and Midwest regions of the United States and to the Province of Ontario, Canada, principally to refineries, either directly or through connecting pipelines of other companies.

Our crude oil and liquid petroleum transportation activities are subject to regulation by the Federal Energy Regulatory Commission, or the FERC, and various state authorities. Regulatory bodies exercise statutory authority over matters such as rates and underlying accounting practices, and ratemaking agreements with customers.

Enbridge Energy Partners, L.P.

The Partnership is a publicly-traded Delaware limited partnership that owns and operates crude oil and liquid petroleum transportation and storage assets, and natural gas gathering, treating, processing, transmission and marketing assets in the United States of America. The Class A common units of the Partnership are traded on the New York Stock Exchange, or NYSE, under the symbol "EEP." Through its ownership of Enbridge Pipelines Inc., or Enbridge Pipelines, Enbridge indirectly controls the general partner of the Partnership.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, or GAAP. Our preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and the disclosure of contingent assets and liabilities. We regularly evaluate these estimates utilizing historical experience, consultation with experts and other methods we consider reasonable in the circumstances. Nevertheless, actual results may differ significantly from these estimates. We record the effect of any revisions to these estimates in our consolidated financial statements in the period in which the facts that give rise to the revision become known.

Accounting for Regulated Operations

The recovery of construction, operating and other costs associated with portions of our Lakehead system are subject to the authoritative accounting provisions applicable to regulated operations. Accordingly, we record costs that are allowed in the ratemaking process in a period different from the period in which the costs would be charged to expense by a nonregulated entity. We also record assets and liabilities that result from the regulated ratemaking process that would not be recorded under GAAP for nonregulated entities.

Allowance for Funds Used During Construction

During the construction of our pipelines that qualify for regulated accounting, we are allowed to capitalize costs that represent the estimated debt and equity costs of capital necessary to finance the construction of our pipelines. The debt and equity costs, referred to collectively as Allowance for Funds Used During Construction, or AFUDC, are capitalized as part of the costs of pipeline construction in "Property, plant and equipment" in our Comparative Balance Sheet Statement. The equity return component and interest costs related to the AFUDC are credited to "Miscellaneous Income" and "Interest Expense," respectively, on our Income Statement. Entities that do not qualify for regulated accounting are only allowed to capitalize interest costs related to its construction activities, while a component for equity is prohibited.

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Enbridge Energy, Limited Partnership	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	12/31/2014	2014/Q4
Notes to Financial Statements (continued)			

Cost-of-Service Recovery Model

Under our cost-of-service tolling methodology, we calculate tolls based on forecast volumes and costs. A difference between forecast and actual results causes an under or over collection of revenue in any given year. Under the authoritative accounting provisions applicable to our regulated operations, over or under collections of revenue are recognized in the financial statements in the current period. This accounting model matches earnings to the period with which they relate and conforms to how we recover our costs associated with these projects through the annual cost-of-service filings with our customers and the regulator. The amounts we have under or over collected are included in "Prepaid and other current assets" or "Accounts payable and other," respectively, on our Comparative Balance Sheet Statement.

Revenue Recognition

Our revenues are derived from the interstate transportation of crude oil and liquid petroleum under tariffs regulated by the FERC. The tariffs established for our interstate pipelines specify the amounts to be paid by shippers for transportation services we provide between receipt and delivery locations and the general terms and conditions of transportation services on the respective pipeline systems. We recognize revenue upon delivery of products to our customers when pricing is determinable and collectability is reasonably assured. We generally do not own the crude oil and liquid petroleum that we transport and therefore, we do not assume significant direct commodity price risk.

Cash and Cash Equivalents

Cash and cash equivalents are defined as all highly marketable securities with maturities of three months or less when purchased. The carrying value of cash and cash equivalents approximates fair value because of the short term to maturity of these investments. As of December 31, 2014 and 2013, we did not have any marketable securities. Cash is held in major banks in the United States of America, which from time to time may exceed federally insured limits. Management periodically assesses the financial condition of the financial institution and believes that any possible credit loss is minimal.

Sale of Accounts Receivable

On June 28, 2013, we and certain of our subsidiaries entered into a Receivables Purchase Agreement, which we refer to as the Receivables Agreement, with an indirect wholly owned subsidiary of Enbridge, in exchange for cash, which is classified as Level 1 under the fair value hierarchy. The Receivables Agreement and the transactions contemplated thereby were approved by a special committee of the board of directors of Enbridge Management. Pursuant to the Receivables Agreement, the Enbridge subsidiary will purchase on a monthly basis, current accounts receivables and net accrued receivables, or the Receivables, of the Partnership's respective subsidiaries up to a monthly maximum of \$450.0 million, net of receivables from prior months that have not been collected, through December 2016. Following the sale and transfer of the Receivables to the Enbridge subsidiary, the Receivables are deposited in an account of that subsidiary, and ownership and control are vested in that subsidiary.

Consideration for the Receivables sold is equivalent to the carrying value of the Receivables less a discount for credit risk and the time value of money. The difference between the carrying value of the Receivables sold and the cash proceeds received is recognized in expense in our income statement. For the twelve month period ended December 31, 2014, the loss stemming from the discount on the Receivables sold was not material. As of December 31, 2014, we sold and derecognized \$104 million of trade receivables to the Enbridge subsidiary.

Allowance for Doubtful Accounts

We establish provisions for losses on accounts receivable if we determine that we will not collect all or part of an outstanding balance. Collectability is reviewed regularly and an allowance is established or adjusted, as necessary, using the specific identification method.

Inventory

Inventory includes product inventory and materials and supplies. We record all product inventories at the lower of cost, as determined on a weighted average basis, or market. Our product inventory consists of crude oil and liquid petroleum. Upon disposition, product inventory is recorded to operating and administrative expense at the weighted average cost of inventory, including any adjustments recorded to reduce the product inventory to net realizable value.

Materials and supplies inventory is either used during operations and charged to operating expense as incurred, or used for

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capital projects and new construction, and capitalized to property, plant and equipment.

Oil Measurement Adjustments

Oil measurement adjustments occur as part of the normal operations associated with our liquid petroleum operations. The three types of oil measurement adjustments that routinely occur on our Lakehead system include:

- Physical, which result from evaporation, shrinkage, differences in measurement (including sediment and water measurement) between receipt and delivery locations and other operational conditions;
- Degradation resulting from mixing at the interface within our pipeline systems or terminal and storage facilities between higher quality light crude oil and lower quality heavy crude oil in pipelines; and
- Revaluation, which are a function of crude oil prices, the level of our carriers inventory and the inventory positions of customers.

Quantifying oil measurement adjustments are difficult because: (1) physical measurements of volumes are not practical, as products continuously move through our pipelines, which are primarily located underground; (2) the extensive length of our pipeline systems; and (3) the numerous grades and types of crude oil products we carry. We utilize engineering-based models and operational assumptions to estimate product volumes in our systems and associated oil measurement adjustments. Material changes in our assumptions may result in revisions to our oil measurement estimates in the period determined.

Capitalization Policies, Depreciation Methods and Impairment of Property, Plant and Equipment

We capitalize expenditures related to property, plant and equipment, subject to a minimum rule, that have a useful life greater than one year for: (1) assets purchased or constructed; (2) existing assets that are replaced, improved, or the useful lives have been extended; or (3) all land, regardless of cost. Acquisitions of new assets, additions, replacements and improvements (other than land) costing less than the minimum rule in addition to maintenance and repair costs, including any planned major maintenance activities, are expensed as incurred.

During construction, we capitalize direct costs, such as labor and materials, and other costs, such as direct overhead and interest at our weighted average cost of debt, and, in our regulated businesses that apply the authoritative accounting provisions applicable to regulated operations, an equity return component.

Regulatory guidance issued by the FERC requires us to expense certain costs associated with implementing the pipeline integrity management requirements of the United States Department of Transportation's Office of Pipeline Safety. Under this guidance, costs to: (1) prepare a plan to implement the program; (2) identify high consequence areas; (3) develop and maintain a record keeping system; and (4) inspect, test and report on the condition of affected pipeline segments to determine the need for repairs or replacements, are required to be expensed. Costs of modifying pipelines to permit in-line inspections, certain costs associated with developing or enhancing computer software and costs associated with remedial mitigation actions to correct an identified condition continue to be capitalized. We typically expense the cost of initial in-line inspection programs, crack detection tool runs and hydrostatic testing costs conducted for the purposes of detecting manufacturing or construction defects consistent with industry practice and the regulatory guidance issued by the FERC. However, we capitalize initial construction hydrostatic testing cost and subsequent hydrostatic testing programs conducted for the purpose of increasing pipeline capacity in accordance with our capitalization policies. Also capitalized are certain costs such as sleeving or recoating existing pipelines, unless the expenditures are incurred as a single event and not part of a major program, in which case we expense these costs as incurred.

We record property, plant and equipment at its original cost, which we depreciate on a straight-line basis over its estimated remaining useful life. Our determination of the useful lives of property, plant and equipment requires us to make various assumptions, including the supply of and demand for crude oil and liquid petroleum in the markets served by our assets, normal wear and tear of the facilities, and the extent and frequency of maintenance programs. We routinely utilize consultants and other experts to assist us in assessing the remaining useful lives of our property, plant and equipment.

We record depreciation using the group method of depreciation, which is commonly used by pipelines, utilities and similar entities. Under the group method, the net book value less net proceeds is typically charged to accumulated depreciation and no gain or loss on disposal is recognized upon the disposition of property, plant and equipment. However, when a separately identifiable group of assets, such as a stand-alone pipeline system is sold, we recognize a gain or loss in our consolidated statements of income for the difference between the cash received and the net book value of the assets sold. Changes in any of our assumptions may alter the rate at which we recognize depreciation in our consolidated financial statements. At regular intervals, we retain the services of independent

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consultants to assist us with assessing the reasonableness of the useful lives we have established for the property, plant and equipment of our Lakehead system. Based on the results of these assessments we may make modifications to the assumptions we use to determine our depreciation rates.

We evaluate the recoverability of our property, plant and equipment when events or circumstances such as economic obsolescence, the business climate, legal and other factors indicate we may not recover the carrying amount of the assets. We continually monitor our business, the market and operating environment to identify indicators that could suggest an asset may not be recoverable. We evaluate the asset for recoverability by estimating the undiscounted future cash flows expected to be derived from operating the asset as a going concern. These cash flow estimates require us to make projections and assumptions for many years into the future for pricing, demand, competition, operating cost, and other factors. We recognize an impairment loss when the carrying amount of the asset exceeds its fair value as determined by quoted market prices in active markets or present value techniques. The determination of the fair value using present value techniques requires us to make projections and assumptions regarding future cash flows and weighted average cost of capital. Any changes we make to these projections and assumptions could result in significant revisions to our evaluation of the recoverability of our property, plant and equipment and the recognition of an impairment loss in our Income Statement.

Income Taxes

We are not a taxable entity for United States federal income tax purposes or for the majority of states that impose an income tax. Taxes on our net income generally are borne by our unitholders through the allocation of taxable income. Our income tax expense results from the enactment of state income tax laws that apply to entities organized as partnerships by the State of Texas. This tax is computed on our modified gross margin and we have determined the tax to be income taxes as set forth in the authoritative accounting guidance.

Commitments, Contingencies and Environmental Liabilities

We expense or capitalize, as appropriate, expenditures for ongoing compliance with environmental regulations that relate to past or current operations. We expense amounts we incur for remediation of existing environmental contamination caused by past operations that do not benefit future periods by preventing or eliminating future contamination. We record liabilities for environmental matters when assessments indicate that remediation efforts are probable, and the costs can be reasonably estimated. Estimates of environmental liabilities are based on currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other factors. These amounts also consider prior experience in remediating contaminated sites, other companies' clean-up experience and data released by government organizations. Our estimates are subject to revision in future periods based on actual costs or new information and are included in both Other Current Liabilities and Other Noncurrent Liabilities in our Comparative Balance Sheet Statement at their undiscounted amounts. We always have the potential of incurring additional costs in connection with environmental liabilities due to variations in any or all of the categories described above, including modified or revised requirements from regulatory agencies, in addition to fines and penalties, as well as expenditures associated with litigation and settlement claims. We evaluate recoveries from insurance coverage separately from the liability and, when recovery is probable, we record and report an asset separately from the associated liability in our Balance Sheet.

We recognize liabilities for other commitments and contingencies when, after fully analyzing the available information, we determine it is either probable that an asset has been impaired, or that a liability has been incurred and the amount of impairment or loss can be reasonably estimated. When a range of probable loss can be estimated, we accrue the mostly likely amount, or if no amount is more likely than another, we accrue the minimum of the range of probable loss. We typically expense legal costs associated with loss contingencies as such costs are incurred.

3. PROPERTY, PLANT & EQUIPMENT

Lakehead Capital Projects Include:

A. Eastern Access Projects

Since October 2011, we and Enbridge have announced multiple expansion projects that will provide increased access to refineries in the U.S. Upper Midwest and the Canadian provinces of Ontario and Quebec for light crude oil produced in western Canada and the United States. In 2013, we completed and placed into service the 50,000 Bpd capacity expansion of our Line 5 light

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crude line between Superior, Wisconsin and the international border at the St. Clair River. Furthermore in 2013, we completed and placed into service the expansion of the Spearhead North pipeline, or Line 62 expansion, between Flanagan, Illinois and the Terminal at Griffith, Indiana. The Line 62 expansion increased capacity from 130,000 Bpd to 235,000 Bpd by adding horsepower.

In 2012, we announced plans to replace additional sections of the our Line 6B in Indiana and Michigan, referred to as the Line 6B Replacement project, including the addition of new pumps and terminal upgrades at Hartsdale, Griffith and Stockbridge, as well as tanks at Flanagan, Stockbridge and Hartsdale, to increase capacity from 240,000 Bpd to 500,000 Bpd. The replacement of the Line 6B sections are in addition to the line 6B 75-Mile Replacement Program discussed above. Portions of the existing 30-inch diameter pipeline have been replaced with 36-inch diameter pipe. The target in-service date for the Line 6B Replacement project was split into two phases, with the segment between Griffith and Stockbridge completed in May 2014 and the segment from Ortonville, Michigan to the international border at the St. Clair River completed in September 2014. These completed projects cost us approximately \$2.4 billion and are being undertaken on a cost-of-service basis with shared capital cost risk, such that the toll surcharge will absorb 50% of any cost overruns over \$1.85 billion during the Competitive Toll Settlement, or CTS, term, which runs until July 2021.

As part of the Light Oil Market Access Program announced in 2012, we announced a further expansion project of Line 6B to increase capacity from 500,000 Bpd to 570,000 Bpd and will include pump station modifications at Griffith, Niles and Mendon, additional modifications at the Griffith and Stockbridge terminals and breakout tankage at Stockbridge. The expected cost of this expansion is approximately \$310 million, which is a decrease of \$55 million from the original estimated cost as a result of a more detailed engineering estimate and a proposed tank construction being removed from the scope of the project. This further expansion of Line 6B is expected to begin service in early 2016.

These projects, collectively referred to as the Eastern Access Projects, will cost approximately \$2.7 billion. The Eastern Access Projects are now being funded at 75% by our General Partner and 25% by us under the Eastern Access Joint Funding Agreement, after we exercised the option to reduce our portion of the funding by 15% on June 28, 2013. Additionally, within one year of the in-service date, scheduled for early 2016, we will have the option to increase our economic interest by up to 15% at cost.

B. Lakehead Mainline

In 2012 and 2013, we announced further expansion projects for our mainline pipeline system including: (1) expanding our existing 36-inch diameter Alberta Clipper pipeline, or Line 67; (2) expanding of the existing 42-inch diameter Southern Access pipeline, or Line 61; and (3) expanding by constructing Line 78, a twin of the Spearhead North pipeline, or Line 62. These projects require only the addition of pumping horsepower and crude oil tanks at existing sites with no pipeline construction.

The initial phase of the Line 67 pipeline expansion includes increasing capacity between Neche, North Dakota into the Superior, Wisconsin Terminal from 450,000 Bpd to 570,000 Bpd at an estimated cost of approximately \$220 million, while the second phase will add an additional 230,000 Bpd of capacity at an estimated cost of approximately \$240 million. These projects require only the addition of pumping horsepower at existing sites, with no pipeline construction. Subject to regulatory and other approvals, including an amendment to the current Presidential border crossing permit to allow for operation of the Line 67 pipeline at its currently planned operating capacity of 800,000 Bpd through the border crossing segment, the expansions will be undertaken on a full cost-of-service basis. The initial phase was mechanically completed in the third quarter of 2014 and the second phase of the expansion is expected to be in-service in 2015. It is anticipated that obtaining Federal regulatory approval for the expansion to 800,000 Bpd will take longer than originally planned although approval is expected in the second half of 2015. A number of temporary system optimization actions have been undertaken to substantially mitigate any impact on throughput associated with the initial 120,000 bpd capacity increase as a result of the delays in regulatory approvals.

In November of 2014 several environmental and Native American groups filed a complaint in the United States District Court in Minnesota against the United States Department of State, or DOS. The Complaint alleges, among other things, that the DOS is in violation of the National Environmental Policy Act by acquiescing in Enbridge's use of permitted cross border capacity on other lines to achieve the transportation of amounts in excess of the current permitted capacity of Alberta Clipper pending review and approval of Enbridge's application to the DOS to increase the permitted cross border capacity of Alberta Clipper. Enbridge has moved to intervene in the case. A decision at the trial level is not expected before the third quarter of 2015.

The current scope of the Southern Access expansion, or Line 61 expansion, between Superior, Wisconsin and Flanagan, Illinois also

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consists of two phases. Both phases of the Line 61 expansion require only the addition of pumping horsepower with no pipeline construction. The initial phase of the Line 61 expansion was completed in August 2014 and increased capacity between the Superior Terminal and the Flanagan Terminal near Pontiac, Illinois from 400,000 Bpd to 560,000 Bpd at an estimated cost of approximately \$160 million. The second phase of the Line 61 expansion will further expand the pipeline and add crude oil tankage at new and existing sites. The pipeline expansion will be split into two tranches. The first tranche will expand the pipeline capacity to 800,000 Bpd at a cost of approximately \$395 million and is expected to be in service in the second quarter of 2015. Additional tankage is expected to cost approximately \$360 million and is expected to be completed on various dates beginning in the second quarter of 2015 through early 2016. The second tranche, which remains subject to regulatory and other approvals, will expand the pipeline capacity to 1,200,000 Bpd at a cost of approximately \$400 million. Management is exploring with shippers the potential to delay the in-service date of the final tranche of the Line 61 expansion to align more closely with the currently anticipated in-service date for the Sandpiper project, which will drive the need for additional downstream capacity.

Furthermore, as part of the Light Oil Market Access Program announced in 2012, the capacity on our Lakehead System between Flanagan, Illinois, and Griffith, Indiana will be expanded by constructing Line 78, a 79-mile, 36-inch diameter twin of the Spearhead North pipeline, or Line 62, with an initial capacity of 570,000 Bpd, at an estimated cost of \$495 million. Subject to regulatory and other approvals, the expansion is expected to begin service in the third quarter of 2015.

These projects, collectively referred to as the U.S. Mainline Expansions projects, will cost approximately \$2.3 billion and will be undertaken on a cost-of-service basis. Furthermore, these projects are jointly funded by our General Partner and us, under the Mainline Expansion Joint Funding Agreement, which parallels the Eastern Access Joint Funding Agreement. On June 28, 2013, we exercised our option to decrease our economic interest and funding of the U.S. Mainline Expansions projects from 40% to 25%. Within one year of the in-service date, scheduled for 2017, we will have the option to increase its economic interest held at that time by up to 15% at cost.

C. Line 6B 75-mile Replacement Program

In 2011, we announced plans to replace 75-miles of non-contiguous sections of Line 6B of our Lakehead system. Our Line 6B pipeline runs from Griffith, Indiana through Michigan to the international border at the St. Clair River. The new segments have been completed in components, with approximately 65 miles of segments placed in service in 2013. The two remaining 5-mile segments in Indiana were placed in service in March 2014. The total capital for this replacement program was approximately \$390 million. These costs are currently being recovered through our FSM.

4. PARTNERS' CAPITAL

Distributions Paid

The partnership makes quarterly distributions of cash, less reserves, to the Enbridge Partnership. In 2014 and 2013, the partnership paid cash distributions of \$754.0 million and \$525.6 million, respectively to the Enbridge Partnership.

Capital Contributions

In 2014 and 2013, Lakehead received \$1,600.0 million and \$905.0 million, respectively, to capital contribution from the Partnership for the purpose of financing the Partnership's ongoing capital and operating requirements and to ensure compliance with all regulatory guidelines regarding its capital structure.

5. RELATED PARTY TRANSACTIONS

Administrative and Workforce Related Services

Affiliate companies provide management and administrative, operations and workforce related services to the Partnership. Enbridge does not record profit or margin for the services charged to the Partnership.

Joint Funding Arrangement for Alberta Clipper Pipeline

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In July 2009, we entered into a joint funding arrangement to finance construction of the United States segment of the Alberta Clipper Pipeline with several of our affiliates and affiliates of Enbridge including our General Partner. On January 2, 2015, we completed a transaction pursuant to which the General Partner and its affiliates contributed to us a 66.7% interest in the U.S. segment of the Alberta Clipper Pipeline in exchange for approximately 18,114,975 units of our new class of limited partner interests designated as Class E units with an aggregate value of \$694 million issued to the General Partner. In addition, we repaid approximately \$306 million of indebtedness owed to the General Partner.

Joint Funding Arrangement for Eastern Access Projects

In May 2012, the OLP amended and restated its partnership agreement to establish the EA interests. The EA interests were created to finance projects to increase access to refineries in the United States Upper Midwest and in Ontario, Canada for light crude oil produced in western Canada and the United States, which we refer to as the Eastern Access Projects. From May 2012 through June 27, 2013, our General Partner indirectly owned 60% of all assets, liabilities and operations related to the Eastern Access Projects. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding of the Eastern Access Projects from 40% to 25%. Additionally, within one year of the in-service date, scheduled for early 2016, we have the option to increase our economic interest by up to 15 percentage points. We received \$90.2 million from our General Partner in consideration for our assignment to it of this portion of our interest, determined based on the capital we had funded prior to June 28, 2013, pursuant to Eastern Access Projects.

Our General Partner has made equity contributions totaling \$622.5 million and \$609.2 million to the OLP for the year ended December 31, 2014 and 2013, respectively to fund its equity portion of the construction costs associated with the Eastern Access Projects.

Joint Funding Arrangement for the U.S. Mainline Expansion

In December 2012, the OLP further amended and restated its limited partnership agreement to establish another series of partnership interests, which we refer to as the ME interests. The ME interests were created to finance projects to increase access to the markets of North Dakota and western Canada for light oil production on our Lakehead System between Neche, North Dakota and Superior, Wisconsin, which we refer to as our Mainline Expansion Projects. From December 2012 through June 27, 2013, the projects were jointly funded by our General Partner at 60% and the Partnership at 40%, under the Mainline Expansion Joint Funding Agreement, which parallels the Eastern Access Joint Funding Agreement. On June 28, 2013, we and our affiliates entered into an agreement with our General Partner pursuant to which we exercised our option to decrease our economic interest and funding in the projects from 40% to 25%. We received \$12.0 million from our General Partner in consideration for our economic interest. Additionally, within one year of the in-service date, currently scheduled for 2016, we have the option to increase our economic interest held at that time by up to 15 percentage points.

Our General Partner has made equity contributions totaling \$577.5 million and \$159.9 million to the OLP for the year ended December 31, 2014 and year ended 2013, respectively to fund its equity portion of the construction costs associated with the U.S. Mainline Expansion Projects.

6. COMMITMENTS AND CONTINGENCIES

Environmental Liabilities

We are subject to federal and state laws and regulations relating to the protection of the environment. Environmental risk is inherent to liquid hydrocarbon and natural gas pipeline operations, and we could, at times, be subject to environmental cleanup and enforcement actions. We manage this environmental risk through appropriate environmental policies and practices to minimize any impact our operations may have on the environment. To the extent that we are unable to recover environmental liabilities through insurance or other potentially responsible parties, we will be responsible for payment of liabilities arising from environmental incidents associated with the operating activities of our crude oil business. Our General Partner has agreed to indemnify us from and against any costs relating to environmental liabilities associated with our system assets prior to the transfer of these assets to us in 1991. This excludes any liabilities resulting from a change in laws after such transfer. We continue to voluntarily investigate past leak sites on our

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systems for the purpose of assessing whether any remediation is required in light of current regulations.

Rights-of-Way

As part of our pipeline construction process, we must obtain certain right-of-way agreements from landowners whose property our pipeline will cross. Right-of-way agreements that we buy are capitalized as part of "Property, plant and equipment, net." Right-of-way agreements that are leased from third parties are expensed. We recorded \$1.6 million and \$1.6 million, respectively, to expense for the leased right-of-way agreements for the years ended December 31, 2014 and 2013.

Fines and Penalties

Due to the absence of sufficient information, we cannot provide a reasonable estimate of the liability for potential fines and penalties that could be assessed in connection with the Line 6A release. At December 31, 2014, our total estimated costs for the Line 6A crude oil release do not include an estimate for fines and penalties, which may be imposed by the EPA and PHMSA, in addition to other federal, state and local governmental agencies.

At December 31, 2014, our estimated costs related to the Line 6B crude oil release included \$47.5 million in fines and penalties. Of this amount, \$3.7 million related to civil penalties assessed by PHMSA that we paid during the third quarter of 2012. The total also included an amount of \$40.0 million related to civil penalties under the Clean Water Act of the United States. While no final fine or penalty has been assessed or agreed to date, we believe that, based on the best information available at this time, the \$40.0 million represents an estimate of the minimum amount which may be assessed, excluding costs of injunctive relief that may be agreed to with the relevant governmental agencies. Given the complexity of settlement negotiations, which we expect will continue, and the limited information available to assess the matter, we are unable to reasonably estimate the final penalty which might be incurred or to reasonably estimate a range of outcomes at this time. Injunctive relief is likely to include further measures directed toward enhancing spill prevention, leak detection, and emergency response to environmental events. The cost of compliance with such measures could be significant. Discussions with governmental agencies regarding fines, penalties, and injunctive relief are ongoing.

Legal and Regulatory Proceedings

We are a participant in various legal and regulatory proceedings arising in the ordinary course of business. Some of these proceedings are covered, in whole or in part, by insurance. We are also directly, or indirectly, subject to challenges by special interest groups to regulatory approvals and permits for certain of our expansion projects.

A number of governmental agencies and regulators have initiated investigations into the Line 6B crude oil release. Approximately 7 actions or claims are pending against us and our affiliates, in state and federal courts in connection with the Line 6B crude oil release, including direct actions and actions seeking class status. Based on the current status of these cases, we do not expect the outcome of these actions to be material.

Governmental agencies and regulators have also initiated investigations into the Line 6A crude oil release. One claim was filed against us and our affiliates by the State of Illinois in the Illinois state court in connection with this crude oil release, and the parties are currently operating under an agreed interim order. The costs associated with this order are included in the estimated environmental costs accrued for the Line 6A crude oil release. We are also pursuing recovery of the costs associated with the Line 6A crude oil release from third parties; however, there can be no assurance that any such recovery will be obtained.

We have accrued a provision for future legal costs and probable losses associated with the Line 6A and Line 6B crude oil releases as described above in this footnote.

On July 25, 2013, the United States Department of Justice, or DOJ, and the EPA filed a complaint against us related to permit violations for the discharge of hydrotest water in 2010 related to the Alberta Clipper Pipeline and one of our affiliates. We have agreed to settle with the DOJ and EPA for \$254 thousand related to the Alberta Clipper Pipeline portion of the permit violation.

Lakehead Lines 6A & 6B Crude Oil Releases

Line 6B Crude Oil Release

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On July 26, 2010, a release of crude oil on Line 6B of our Lakehead system was reported near Marshall, Michigan. We estimate that approximately 20,000 barrels of crude oil were leaked at the site, a portion of which reached the Talmadge Creek, a waterway that feeds the Kalamazoo River. The released crude oil affected approximately 38 miles of shoreline along the Talmadge Creek and Kalamazoo River waterways, including residential areas, businesses, farmland and marshland between Marshall and downstream of Battle Creek, Michigan. In response to the release, a unified command structure was established under the jurisdiction of the EPA, the Michigan Department of Natural Resources and Environment, or MDNRE, and other federal, state and local agencies.

We continue to perform necessary remediation, restoration and monitoring of the areas affected by the Line 6B crude oil release. All the initiatives we are undertaking in the monitoring and restoration phase are intended to restore the crude oil release area to the satisfaction of the appropriate regulatory authorities.

On March 14, 2013, we received an order from the EPA, which we refer to as the Order, that defined the scope which requires additional containment and active recovery of submerged oil relating to the Line 6B crude oil release. We submitted our initial proposed work plan required by the EPA on April 4, 2013, and we resubmitted the workplan on April 23, 2013, and again on May 1, 2013, based on EPA comments. The EPA approved the Submerged Oil Recovery and Assessment workplan, or SORA, with modifications on May 8, 2013. We incorporated the modification and submitted an approved SORA on May 13, 2013. At this time we have completed substantially all of the SORA.

As of December 31, 2014, regulatory authority has transferred from the EPA to the Michigan Department of Environmental Quality, or MDEQ. We are now working with the MDEQ who has oversight over submerged oil reassessment, sheen management and sediment trap monitoring and maintenance activities from the EPA to the MDEQ, through a Kalamazoo River Residual Oil Monitoring and Maintenance Work Plan, or the Plan.

As of December 31, 2014, our total cost estimate for the Line 6B crude oil release is \$1.21 billion, which is an increase of \$85.9 million as compared to December 31, 2013. On May 28, 2014 the MDEQ, Water Resource Division, approved our Schedule of Work for the remainder of 2014. The total cost increase of \$85.9 million during the year ended December 31, 2014, is primarily related to the MDEQ approved Schedule of Work, completion of the dredge activities near Ceresco and Morrow Lake, and estimated civil penalties under the Clean Water Act of the United States, as described below under *Lines 6A & 6B Fines and Penalties*.

For purposes of estimating our expected losses associated with the Line 6B crude oil release, we have included those costs that we considered probable and that could be reasonably estimated at December 31, 2014. Our estimates exclude: (1) amounts we have capitalized, (2) any claims associated with the release that may later become evident, (3) amounts recoverable under insurance, and (4) fines and penalties from other governmental agencies except as described in the Line 6A & 6B Fines and Penalties section below. Our assumptions include, where applicable, estimates of the expected number of days the associated services will be required and rates that we have obtained from contracts negotiated for the respective service and equipment providers. As we receive invoices for the actual personnel, equipment and services, our estimates will continue to be further refined. Our estimates also consider currently available facts, existing technology and presently enacted laws and regulations. These amounts also consider our and other companies' prior experience remediating contaminated sites and data released by government organizations. Despite the efforts we have made to ensure the reasonableness of our estimates, changes to the recorded amounts associated with this release are possible as more reliable information becomes available. We continue to have the potential of incurring additional costs in connection with this crude oil release due to variations in any or all of the categories described above, including modified or revised requirements from regulatory agencies, in addition to fines and penalties as well as expenditures associated with litigation and settlement of claims.

The material components underlying our estimated loss for the cleanup, remediation and restoration associated with the Line 6B crude oil release include the following:

	(in millions)
Response personnel & equipment	\$ 552

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Environmental consultants	227
Professional, regulatory and other	429
Total	\$ 1,208

For the years ended December 31, 2014, 2013 and 2012, we made payments of \$141.4 million, \$156.3 million and \$134.0 million, respectively, for costs associated with the Line 6B crude oil release. For the years ended December 31, 2014 and 2013, we had a remaining estimated liability of \$195.2 million and \$258.9 million, respectively. Additionally, we recognized \$42.0 million and \$170.0 million, respectively, of insurance recoveries in our Income Statement for the years ended December 31, 2013 and 2012, respectively. We did not recognize any insurance recoveries for the year ended December 31, 2014.

Line 6A Crude Oil Release

A release of crude oil from Line 6A of our Lakehead system was reported in an industrial area of Romeoville, Illinois on September 9, 2010. We estimate that approximately 9,000 barrels of crude oil were released, of which approximately 1,400 barrels were removed from the pipeline as part of the repair. Some of the released crude oil went onto a roadway, into a storm sewer, a waste water treatment facility and then into a nearby retention pond. All but a small amount of the crude oil was recovered. We completed excavation and replacement of the pipeline segment and returned it to service on September 17, 2010.

We are continuing to monitor the areas affected by the crude oil release from Line 6A of our Lakehead system for any additional requirements. We have completed the cleanup, remediation and restoration of the areas affected by the release. On October 21, 2013, the National Transportation Safety Board, or NTSB, publicly posted their final report related to the Line 6A crude oil release that occurred in Romeoville, Illinois on September 9, 2010, which states that the probable cause of the crude oil release was erosion caused by a leaking water pipe resulting from an improperly installed third-party water service line below our oil pipeline.

In connection with this crude oil release, the total cost estimate as of December 31, 2014 is approximately \$51.0 million, before insurance recoveries and excluding fines and penalties, which is an increase of \$3.0 million as compared to December 31, 2013. These costs included the emergency response, environmental remediation and cleanup activities associated with the crude oil release. For the years ended 2013 and 2012, we paid \$1.5 million and \$1.2 million, respectively, related to the costs on the Line 6A release, with no such costs paid in 2014. For the year ended December 31, 2014 our remaining estimated liability was \$3.0 million, we adjusted our liability primarily due to additional legal expenses. At December 31, 2013, we had no estimated liability.

We continue to monitor this estimate based upon actual invoices received and paid, to determine if our estimate should be updated. We have the potential of incurring additional costs in connection with this crude oil release, including fines and penalties as well as expenditures associated with litigation.

We included those costs we considered probable and that we could reasonably estimate for purposes of determining our expected losses associated with the Line 6A release. Our estimates do not include consideration for any unasserted claims associated with the release that may later become evident, nor have we considered any potential recoveries from third-parties that may later be determined to have contributed to the release.

Insurance Recoveries

We are included in the comprehensive insurance program that is maintained by Enbridge for its subsidiaries and affiliates that renew throughout the year. On May 1 of each year, our insurance program is up for renewal and includes commercial liability insurance coverage that is consistent with coverage considered customary for our industry and includes coverage for environmental incidents such as those we have incurred for the crude oil releases from Lines 6A and 6B, excluding costs for fines and penalties.

A majority of the costs incurred for the crude oil release for Line 6B are covered by the insurance policy that expired on April

Name of Respondent	This Report is:	Date of Report	Year of Report
Enbridge Energy, Limited Partnership	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	(Mo, Da, Yr) 12/31/2014	2014/Q4
Notes to Financial Statements (continued)			

30, 2011, which had an aggregate limit of \$650.0 million for pollution liability for Enbridge and its affiliates. Including our remediation spending through December 31, 2014, costs related to Line 6B have exceeded the limits of the coverage available under this insurance policy. As of December 31, 2014, we have recorded total insurance recoveries of \$547.0 million for the Line 6B crude oil release, out of the \$650.0 million aggregate limit. We will record receivables for additional amounts we claim for recovery pursuant to our insurance policies during the period that we deem realization of the claim for recovery to be probable.

In March 2013, we and Enbridge filed a lawsuit against the insurers of our remaining \$145.0 million coverage, as one particular insurer is disputing our recovery eligibility for costs related to our claim on the Line 6B crude oil release and the other remaining insurers assert that their payment is predicated on the outcome of our recovery with that insurer. We received a partial recovery payment of \$42.0 from the other remaining insurers.

Of the remaining \$103.0 million coverage limit, \$85.0 million is the subject matter of the lawsuit Enbridge filed in March 2013 against one particular insurer who is disputing our recovery eligibility for costs related to our claim on the Line 6B oil release. The recovery of the remaining \$18.0 million is awaiting resolution of this lawsuit. While we believe those costs are eligible for recovery, there can be no assurance that we will prevail in our lawsuit.

We are pursuing recovery of the costs associated with the Line 6A crude oil release from third parties; however, there can be no assurance that any such recovery will be obtained. Additionally, fines and penalties would not be covered under our existing insurance policy.

Enbridge renewed its comprehensive property and liability insurance programs under which we are insured through April 30, 2015, having a liability aggregate limit of \$700.0, including sudden and accidental pollution liability. The deductible applicable to oil pollution events was increased to \$30.0 million per event, from the previous \$10.0 million. In the unlikely event that multiple insurable incidents which in aggregate exceed coverage limits occur within the same insurance period, the total insurance coverage will be allocated among the Enbridge entities on an equitable basis based on an insurance allocation agreement we have entered into with Enbridge, MEP, and other Enbridge subsidiaries.

Lakehead Line 14 Crude Oil Release

On July 27, 2012, a release of crude oil was detected on Line 14 of our Lakehead system near Grand Marsh, Wisconsin. The estimate of volume of the oil released was approximately 1,700 barrels. We received a CAO, from PHMSA, on July 30, 2012 followed by an amended CAO, which we refer to as the PHMSA Corrective Action Orders, on August 1, 2012. Upon restart of Line 14 on August 7, 2012, PHMSA restricted the operating pressure to 80% of the pressure in place at the time immediately prior to the incident. During the fourth quarter of 2013 we received approval from the PHMSA to remove the pressure restrictions and to return to normal operating pressures for a period of twelve months. In December 2014, PHMSA again considered the status of the pipeline in light of information they acquired throughout 2014. On December 9, 2014, we received a letter from PHMSA approving our request to continue the normal operation of Line 14 without pressure restrictions.

The total estimated costs for repair and remediation associated with this crude oil release were approximately \$10.5 million, inclusive of approximately \$1.6 million of lost revenue and excluding any fines and penalties. There was no remaining liability as of December 31, 2014. Despite the efforts we have made to ensure the reasonableness of our estimate, changes to the estimated amounts associated with this release are possible as more reliable information becomes available. We will be pursuing claims under our insurance policy, although we do not expect any recoveries to be significant.

7. REGULATORY MATTERS

Regulatory Accounting

We apply the authoritative regulatory accounting provisions to a number of our pipeline projects that meet the criteria outlined for regulated operations. The rates for Southern Access, Alberta Clipper, the Mainline Expansion Project, Eastern Access, the Line 6B 75-mile Replacement Project, Line 6B Integrity Project, and the Line 14 Project, which are currently the primary applicable projects, are based on a cost-of-service recovery model that follows the FERC's authoritative guidance and is subject to annual filing requirements with the FERC. Under our cost-of-service tolling methodology, we calculate tolls annually based on forecast volumes and

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Enbridge Energy, Limited Partnership	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	12/31/2014	2014/Q4
Notes to Financial Statements (continued)			

costs. A difference between forecast and actual results causes an over or under recovery in any given year. These over or under recoveries are deferred through a revenue adjustment and are returned to or recovered from shippers through future rate adjustments in the following year. Under the authoritative accounting provisions applicable to our regulated operations, over or under recoveries are recognized in the financial statements in the current period. This accounting model matches earnings to the period with which they relate and conforms to how we recover our costs associated with these expansions through the annual cost-of-service filings with the FERC and through toll rate adjustments with our customers.

FERC Transportation Tariffs

On June 27, 2014, Lakehead filed for an increase effective August 1, 2014 to its system rates. This rate filing was in part an index filing in accordance with 18 CFR 342.3 and in part a compliance filing with certain settlement agreements, which are not subject to FERC indexing. This filing included the increase in rates in compliance with the indexed rate ceilings allowed by the FERC which incorporates the multiplier of 1.038858, which was issued by the FERC on May 14, 2014, in Docket No. RM93-11-000. This filing also reflected an annual rate adjustment for the FSM components of the Lakehead system. The FSM allows Lakehead to recover costs associated with particular shipper-approved projects through an incremental surcharge layered on top of the base rates. The FSM surcharge rates reflect our projected costs for these shipper-approved projects for 2014 and adjustments for the difference between estimated and actual costs for the prior year. Historically, the Lakehead system's annual tariff filing for the FSM component of rates has been effective April 1 and its index rate filing has been effective July 1; however, the filings were delayed due to negotiations with the CAPP concerning certain components of the tariff rate structure. This negotiation eliminated the SEP II surcharge and added recovery of the associated SEP II rate base to the FSM component of Lakehead rates. The rate base consisted of the costs for Line 14 and certain legacy integrity costs which were incurred to maintain the integrity and safety of the pipeline. The rates also include recovery of costs related to additional FSM projects, the Eastern Access Phase 2 Mainline Expansion, and the 2014 Mainline Expansions.

This tariff filing increased the transportation rate for heavy crude oil movements from the Canadian border to the Chicago, Illinois area by approximately \$0.32 per barrel, to approximately \$2.49 per barrel. The tariff is applicable to each barrel of crude oil that is placed on our system beginning on the effective date of the tariff, which we recognize as revenue when the barrels are delivered, typically a period of approximately 30 days from the date shipped.

Effective April 1, 2013, our Lakehead system made its annual tariff filing with the FERC to reflect our projected costs and throughput for 2013 and adjustments for the difference between estimated and actual costs and throughput data for the prior year. This tariff rate adjustment filing also included the recovery of costs related to the Flanagan Tank Replacement Project and the Eastern Access Phase 1 Mainline Expansion Project. The Lakehead system utilized the SEPII and the FSM, which are components of our Lakehead system's overall rate structure and allows for the recovery of costs for enhancements or modifications to our Lakehead system.

This tariff filing increased the transportation rate for heavy crude oil movements from the Canadian border to the Chicago, Illinois area by approximately \$0.28 per barrel, to approximately \$2.13 per barrel. The surcharge is applicable to each barrel of crude oil that is placed on our system beginning on the effective date of the tariff, which we recognize as revenue when the barrels are delivered, typically a period of approximately 30 days from the date shipped.

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	220,096
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	852,313
5	California	0	35	Ohio	0
6	Colorado	0	36	Oklahoma	0
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	491,408	43	Texas	0
14	Indiana	1,320,196	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	18,955,945
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	21,266,232	52	Other (Specify):	0
23	Minnesota	39,808,971	53	State Franchise Tax	1,040
24	Mississippi	0	54	Vehicle Licensing	154,204
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	83,070,405
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	0
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64	Business Taxes	134,453
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	134,453
71	GRAND Total (Account No. 580)	83,204,858

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
(A) OWNED AND OPERATED BY RESPONDENT							
1		State Line	Flanagan			112	42
2		Flanagan Sta	State Line			69	22
3		Lockport	Mokena			26	24
4	Indiana	IL State Line	Griffith, IN			60	30
5		Line 6				1	34
6		Griffith/Harts	Transfer			2	36
7		Griffith/Harts	Interconnect			6	22
8		State Line	Arco			19	12
9	New York	Line 10				4	20
10		Line 10				18	20
12	Minnesota						
13		Line 67 AC				286	36

Annual Cost of Service Based Analysis Schedule

1.) Use footnotes when particulars are required or for any explanations.

2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).

3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.

4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.

5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.

6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.

7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	671,998,715	752,524,726
2	Depreciation Expense	205,954,195	152,416,960
3	AFUDC Depreciation	15,699,097	11,809,342
4	Amortization of Deferred Earnings	17,848,665	16,988,739
5	Rate Base		
5a	Rate Base - Original Cost	6,709,712,454	4,964,379,259
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	431,981,733	413,957,020
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	7,141,694,187	5,378,336,279
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	41.75	37.62
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	58.25	62.38
6c	Rate of Return - Cost of Long Term Debt Capital	6.10	6.24
6d	Rate of Return - Real Cost of Stockholders' Equity	9.84	10.12
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.28	8.66
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	181,881,096	126,255,798
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	409,347,627	339,526,624
7c	Total Return on Rate Base - (line 7a + line 7b)	591,228,724	465,782,423
8	Income Tax Allowance	273,922,263	171,818,032
8a	Composite Tax Rate % (37.50% - 37.50)	38.14	32.07
9	Total Cost of Service	1,776,651,659	1,571,340,222
10	Total Interstate Operating Revenues	1,588,864,140	1,183,014,548
11	Total Interstate Throughput in Barrels	767,588,981	659,159,946
12	Total Interstate Throughput in Barrel-Miles	582,346,984,689	486,591,665,958

**ENTERPRISE TE PRODUCTS
PIPELINE COMPANY LLC
2014 FORM NO. 6 MATERIAL
(PAGES 123.1 – 123.2, 212,
213, 305, 602, 700)**

Check appropriate box:

An Initial (Original) Submission

Resubmission No. _____

Form 6 Approved
OMB No.1902-0022
(Expires 10/31/2016)

Form 6-Q Approved
OMB No.1902-0206
(Expires 06/30/2016)



**FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report**

(Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

<p>Exact Legal Name of Respondent (Company) Enterprise TE Products Pipeline Company LLC</p>	<p>Year/Period of Report End of <u>2014/Q4</u></p>
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Name of Respondent Enterprise TE Products Pipeline Company LLC	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
Notes to Financial Statements (continued)			

The Company

Enterprise TE Products Pipeline Company LLC ("TE Products" or the "Company") is a wholly-owned subsidiary of Enterprise Products Partners L.P. ("Enterprise") and an indirect wholly-owned subsidiary of Enterprise Products Operating LLC, a Texas limited liability company ("EPOLLC"). EPOLLC is the operator of TE Products.

Description of the Property

TE Products is one of the largest common carrier pipelines of refined products and LPGs in the United States. The Company owns and operates a pipeline system that is approximately 4,700 miles in length extending from southeast Texas through the central and Midwestern United States to the northeastern United States, including the ATEX pipeline system mentioned below.

The products pipeline system transports refined products from the upper Texas Gulf Coast, eastern Texas and southern Arkansas to the Central and Midwest regions of the United States with deliveries in Texas, Louisiana, Arkansas, Missouri, Illinois, Kentucky, Indiana and Ohio. The products pipeline system transports LPGs from the upper Texas Gulf Coast to the Central, Midwest and Northeast regions of the United States and is the only pipeline that transports LPGs from the upper Texas Gulf Coast to the Northeast. The products pipeline system east of Todhunter near Middleton, Ohio, is devoted solely to the transportation of LPGs. The products pipeline system also transports normal butane and isobutane to the Midwest and Northeast for use in the production of motor gasoline.

TE Products commenced operations of its 1,230-mile ATEX pipeline system in January 2014. The ATEX pipeline system originates in Washington County, Pennsylvania and is, or will be, connected to four fractionators in the Marcellus/Utica Shale region. These plants include the MarkWest Houston plant in Pennsylvania and Cadiz plant in Ohio, the Blue Racer Natrium plant in West Virginia and the Utica East Ohio Scio plant in Ohio. Initial throughput capacity for the ATEX pipeline system is 125 MBPD, which could be expanded to 265 MBPD with certain system modifications.

In September 2014, TE Products announced that the first segment, or 60 miles, of the Aegis Ethane Pipeline (or "Aegis") was complete and ready to commence ethane deliveries between the Mont Belvieu storage complex and Beaumont, Texas. The 270-mile Aegis Ethane Pipeline represents a key component of the planned ethane header system stretching from Corpus Christi, Texas to the Mississippi River in Louisiana. The remainder of Aegis will be completed in two phases. The next segment between Beaumont and Lake Charles, Louisiana is expected to be completed in the third quarter of 2015. The final segment from Lake Charles to the Mississippi River is expected to be completed by the end of 2015.

TE Products owns a 50% ownership interest in Centennial Pipeline LLC ("Centennial"). Centennial, which commenced operations in April 2002, owns an interstate refined products pipeline extending from the upper Texas Gulf Coast to central Illinois. Centennial constructed a 74-mile, 24-inch diameter pipeline connecting TE Products' facility in Beaumont, Texas, with an existing 720-mile, 26-inch diameter pipeline extending from Longville, Louisiana, to Bourbon, Illinois. The Centennial pipeline intersects TE Products' existing mainline pipeline near Creal Springs, Illinois, where Centennial constructed a two million barrel refined products storage terminal. The Centennial pipeline loops the products pipeline system between Beaumont, Texas and southern Illinois. Marathon Petroleum Company LLC operates the mainline Centennial pipeline.

Revenue Recognition

Revenues are earned from transportation of refined products and LPGs, intrastate transportation of petrochemicals, sale of product inventory and other ancillary services. Transportation revenues are recognized as products are delivered to customers. Revenues from the sale of product inventory are recognized when the products are sold.

Employees

The Company does not have any employees. All of the Company management, administrative and operating functions are

Name of Respondent Enterprise TE Products Pipeline Company LLC	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
Notes to Financial Statements (continued)			

performed by employees of Enterprise Products Company. The Company reimburses EPOLLC for the allocated costs of Enterprise Products Company employees who perform operating, management and other administrative functions for the Company.

Income Taxes

TE Products is a limited liability company that passes income tax liability through the company to the unitholders and does not recognize this liability on the company's financial statements. TE Products is subject to the Revised Texas Franchise Tax, enacted by the State of Texas in May 2006. For purposes of calculating income taxes for the annual cost of service (shown on page 700 of the Annual Report), TE Products employs FERC's Policy Statement on Income Tax Allowances.

FERC Proceedings

Market Based Rates. On March 1, 2011, Enterprise TE filed an application in FERC Docket No. OR11-6-000, seeking authorization to charge market based rates for the interstate transportation of refined petroleum products to three delivery locations: Arcadia, Louisiana; Little Rock, Arkansas; and Jonesboro, Arkansas. On April 29, 2011, two shippers filed protests. On March 5, 2014, following a hearing and briefing, FERC denied Enterprise TE's application. Enterprise TE has requested rehearing of this denial, which request remains pending at this time. Enterprise TE is unable to predict the outcome of this proceeding.

Distillate/Jet Fuel Tariff. On May 1, 2013, Enterprise TE filed Tariff No. 55.28.0 in Docket No. IS13-265, to notify shippers that after June 1, 2013, Enterprise TE would no longer accept nominations for interstate transportation of distillates or jet fuel on its mainline. On October 17, 2013, the Commission issued a decision addressing various complaints filed by shippers, ruling that the cancellation of distillate and jet fuel service by Enterprise TE violated a previous rate case settlement. While the Commission determined that it could not require Enterprise TE to reinstate the cancelled service, the Commission set the matter for hearing to determine if any monetary damages were appropriate. The complaining shippers have requested rehearing of the determination regarding service reinstatement, which request remains pending at this time. Also, Enterprise TE has filed a petition for review of FERC's October 17, 2013 order with the United States Court of Appeals for the District of Columbia Circuit, which appeal is being held in abeyance by the court pending a final FERC ruling in the proceedings under review.

On June 9, 2014, the participants in the hearing jointly moved for the suspension of the hearing schedule to allow Enterprise TE and the complainants to pursue settlement discussions. Since the suspension of the hearing schedule, several complainants have settled with Enterprise TE and withdrawn their complaints. Settlement discussions with the remaining complainants have reached an impasse. On November 24, 2014, a new procedural schedule was established, which calls for the evidentiary hearing to commence on August 25, 2015, and for the presiding judge to issue an initial decision by no later than January 19, 2016. We are unable to predict the outcome of the FERC and D.C. Circuit proceedings.

Carrier Property

Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	PROP CHNGS DUR YR Expenditures for New Construction, Additions, and Improvements	PROP CHNGS DUR YR Expenditures for Existing Property Purchased or Otherwise Acquired (d)
	GATHERING LINES			
1	Land (101)			
2	Right of Way (102)			
3	Line Pipe (103)			
4	Line Pipe Fittings (104)			
5	Pipeline Construction (105)			
6	Buildings (106)			
7	Boilers (107)			
8	Pumping Equipments (108)			
9	Machine Tools and Machinery (109)			
10	Other Station Equipment (110)			
11	Oil Tanks (111)			
12	Delivery Facilities (112)			
13	Communication systems (113)			
14	Office Furniture and Equipment (114)			
15	Vehicles and Other Work Equipment (115)			
16	Other Property (116)			
17	Asset Retirement Costs for Gathering Lines (117)			
18	TOTAL (Lines 1 thru 17)			
	TRUNK LINES			
19	Land (151)	4,458,736	1,542,603	
20	Right of Way (152)	54,644,371	192,233,315	
21	Line Pipe (153)	171,246,885	130,513,613	
22	Line Pipe Fittings (154)	40,144,785	11,716,890	
23	Pipeline Construction (155)	609,630,164	858,799,314	
24	Buildings (156)	23,539,455	1,049,842	
25	Boilers (157)			
26	Pumping Equipment (158)	50,119,889	4,313,756	
27	Machine Tools and Machinery (159)			
28	Other Station Equipment (160)	145,992,803	270,516,016	
29	Oil Tanks (161)	2,129,468		
30	Delivery Facilities (162)	10,230,882	3,635,725	
31	Communication Systems (163)	940,918		
32	Office Furniture and Equipment (164)	11,130,634	6,474	
33	Vehicles and Other Work Equipment (165)	8,359,478	1,239,427	
34	Other Property (166)	312,798		
35	Asset Retirement Costs for Trunk Lines (167)	1,613,016	532,895	
36	TOTAL (Lines 19 thru 35)	1,134,494,282	1,476,099,870	
	GENERAL			
37	Land (171)			
38	Buildings (176)			
39	Machine Tools and Machinery (179)			
40	Communication Systems (183)	435,655		
41	Office Furniture and Equipment (184)	4,449,143		
42	Vehicles and Other Work Equipment (185)	1,543,180		
43	Other Property (186)	25,118,816		
44	Asset Retirement Costs for General Property (186.1)			
45	Construction Work in Progress (187)	25,641,776	1,671,583,948	
46	TOTAL (Lines 37 thru 45)	57,188,570	1,671,583,948	
47	GRAND TOTAL (Lines 18, 36, and 46)	1,191,682,852	3,147,683,818	

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	433,011
3	Arizona	0	33	North Carolina	0
4	Arkansas	638,402	34	North Dakota	0
5	California	0	35	Ohio	32,650
6	Colorado	0	36	Oklahoma	0
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	55,940
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	168,583
13	Illinois	164,899	43	Texas	1,825,982
14	Indiana	381,424	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	39,878	47	Washington	0
18	Louisiana	485,612	48	West Virginia	24,965
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	0	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	38,454	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	4,289,800
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	2,070,942
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	2,070,942
71	GRAND Total (Account No. 580)	6,360,742

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
(A) OWNED AND OPERATED BY RESPONDENT							
1	Enterprise TE Products P/L-TX	Baytown, TX	Beaumont, TX				
2		Mont Belvieu, TX	Beaumont, TX				
3		Beaumont, TX	El Dorado, AR				
4		Baytown, TX	Beaumont, TX				
5		Beaumont, TX	El Dorado, AR				
6		Beaumont, TX	Many, LA				
7		Texas City, TX	Beaumont, TX				
8		Beaumont, TX	El Dorado, AR				
9	Enterprise TE Products P/L-AR	El Dorado, AR	McRae, AR				
10		McRae, AR	Lick Creek, IL				
11		El Dorado, AR	McRae, AR				
12		McRae, AR	Lick Creek, IL				
13		El Dorado, AR	Seymour, IN				
14	Enterprise TE Products P/L -LA	Many, LA	El Dorado, AR				
15		Many, LA	El Dorado, AR				
16	Enterprise TE Products P/L -MO	Cape Girardeau	Creal Springs				
17	Enterprise TE Products P/L-WV	Steubenville	PA State Line				
18	Enterprise TE Products P/L-IL	Lick Creek, IL	Seymour, IN				
19		Lick Creek, IL	Seymour, IN				
20	Enterprise TE Products P/L-IN	Seymour, IN	Lebanon, OH				
21		Seymour, IN	Lebanon, OH				
22		Seymour, IN	Chicago, IL				
23	Enterprise TE Products P/L-OH	Weirton, OH	Greensburg, PA				
24		Todhunter, OH	Watkins Glen, NY				
25	Enterprise TE Products P/L-PA	Cowden Junction	WV State Line				
40	Subtotal						
(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT							
40	Subtotal						
(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS							
40	Subtotal						
(D) OWNED BY OTHERS BUT OPERATED BY RESPONDENT							
40	Subtotal						
GRAND TOTAL							

Annual Cost of Service Based Analysis Schedule

1.) Use footnotes when particulars are required or for any explanations.

2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).

3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.

4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.

5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.

6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.

7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	253,522,843	241,095,839
2	Depreciation Expense	58,531,929	23,772,224
3	AFUDC Depreciation	1,720,475	1,728,981
4	Amortization of Deferred Earnings	11,353,298	11,185,461
5	Rate Base		
5a	Rate Base - Original Cost	1,890,797,046	568,268,816
5b	Rate Base - Unamortized Starting Rate Base Write-Up	18,484,694	26,945,058
5c	Rate Base - Accumulated Net Deferred Earnings	253,514,385	261,951,180
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	2,162,796,125	857,165,054
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	45.85	36.58
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	54.15	63.42
6c	Rate of Return - Cost of Long Term Debt Capital	4.81	5.80
6d	Rate of Return - Real Cost of Stockholders' Equity	10.29	10.39
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	7.78	8.71
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	47,697,981	18,185,956
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	120,511,757	56,481,502
7c	Total Return on Rate Base - (line 7a + line 7b)	168,209,738	74,667,459
8	Income Tax Allowance	60,557,436	31,075,430
8a	Composite Tax Rate % (37.50% - 37.50)	31.66	32.00
9	Total Cost of Service	553,895,719	383,525,394
10	Total Interstate Operating Revenues	345,572,659	224,965,367
11	Total Interstate Throughput in Barrels	99,380,763	87,268,937
12	Total Interstate Throughput in Barrel-Miles	64,536,624,915	50,933,316,999

**MAGELLAN PIPELINE
COMPANY, L.P.
2014 FORM NO. 6 MATERIAL
(PAGES 109.1, 212, 213, 604.1,
305, 600 - 600.1, 601 - 601.1,
602 - 602.5, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

Form 6 Approved
OMB No.1902-0022
(Expires 10/31/2016)

Form 6-Q Approved
OMB No.1902-0206
(Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report

(Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

<p>Exact Legal Name of Respondent (Company) Magellan Pipeline Company, L.P.</p>	<p>Year/Period of Report End of <u>2014/Q4</u></p>
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Name of Respondent	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
Magellan Pipeline Company, L.P.			
Important Changes During the Quarter/Year (continued)			

Important Changes During the Year:

1. Not Applicable
2. None
3. In January 2014, Magellan Pipeline Company, L.P. ("MPL") placed into operation an approximate 40-mile pipeline we constructed in Texas and New Mexico at a cost of approximately \$37.9 million. We entered into a long-term throughput and deficiency agreement with a customer on this pipeline, which contains minimum volume/payment commitments. This agreement is being accounted for as a direct financing lease under which, in addition to transportation revenue, we will receive capital recovery payments of approximately \$19.3 million over 41 months. *See lease footnote 3) on page 123.4.*

4. Legal Proceedings:

In April 2012, we received an information request from the Environmental Protection Agency pursuant to Section 308 of the Clean Water Act, regarding a pipeline release in December 2011 near Nemaha, Nebraska. We have accrued \$1.4 million for potential monetary sanctions related to this matter. While the results cannot be predicted with certainty, we believe that the ultimate resolution of this matter will not have a material impact on our results of operations, financial position or cash flows.

We are a party to various claims, legal actions and complaints arising in the ordinary course of business. While the results cannot be predicted with certainty, management believes the ultimate resolution of these claims, legal actions and complaints after consideration of amounts accrued, insurance coverage or other indemnification arrangements will not have a material adverse effect on our results of operations, financial position or cash flows.

5. Not Applicable

Carrier Property				
Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	PROP CHNGS DUR YR Expenditures for New Construction, Additions, and Improvements	PROP CHNGS DUR YR Expenditures for Existing Property Purchased or Otherwise Acquired (d)
	GATHERING LINES			
1	Land (101)			
2	Right of Way (102)			
3	Line Pipe (103)			
4	Line Pipe Fittings (104)			
5	Pipeline Construction (105)			
6	Buildings (106)			
7	Boilers (107)			
8	Pumping Equipments (108)			
9	Machine Tools and Machinery (109)			
10	Other Station Equipment (110)			
11	Oil Tanks (111)			
12	Delivery Facilities (112)			
13	Communication systems (113)			
14	Office Furniture and Equipment (114)			
15	Vehicles and Other Work Equipment (115)			
16	Other Property (116)			
17	Asset Retirement Costs for Gathering Lines (117)			
18	TOTAL (Lines 1 thru 17)			
	TRUNK LINES			
19	Land (151)	16,067,147	43,402	9,071,828
20	Right of Way (152)	124,242,227	30,000	7,983,947
21	Line Pipe (153)	286,724,552	2,047,717	(3,376,706)
22	Line Pipe Fittings (154)	74,339,070	3,553,834	(823,144)
23	Pipeline Construction (155)	563,986,374	5,953,391	(15,161,017)
24	Buildings (156)	51,130,597	2,817,718	(1,357,340)
25	Boilers (157)			
26	Pumping Equipment (158)	79,712,249	2,242,366	(2,120,701)
27	Machine Tools and Machinery (159)			
28	Other Station Equipment (160)	346,274,951	23,224,026	(1,200,592)
29	Oil Tanks (161)	303,382,749	19,265,741	5,730,677
30	Delivery Facilities (162)	165,650,267	11,727,000	2,325,959
31	Communication Systems (163)	27,876,055	2,923,463	397,203
32	Office Furniture and Equipment (164)	3,559,002		50,000
33	Vehicles and Other Work Equipment (165)	10,160,739	3,633,171	(1,520,114)
34	Other Property (166)	5,492,215	579,275	
35	Asset Retirement Costs for Trunk Lines (167)	2,464,076	626,100	
36	TOTAL (Lines 19 thru 35)	2,061,062,270	78,667,204	0
	GENERAL			
37	Land (171)			
38	Buildings (176)			
39	Machine Tools and Machinery (179)			
40	Communication Systems (183)			
41	Office Furniture and Equipment (184)			
42	Vehicles and Other Work Equipment (185)			
43	Other Property (186)			
44	Asset Retirement Costs for General Property (186.1)			
45	Construction Work in Progress (187)	86,541,183	(24,142,650)	
46	TOTAL (Lines 37 thru 45)	86,541,183	(24,142,650)	
47	GRAND TOTAL (Lines 18, 36, and 46)	2,147,603,453	54,524,554	

Carrier Property (continued)

Line No.	PROP CHNGS DUR YR Property Sold, Abandoned, or Otherwise Retired During the Year (e)	PROP CHNGS DUR YR Net (c + d - e) (f)	Other Adjustments, Transfers and Clearances (in dollars) (g)	Increase or Decrease During the Year (f+/-g) (in dollars) (h)	Balance at End of Year (b +/- h) (in dollars) (i)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19	42,920	9,072,310	(6,200)	9,066,110	25,133,257
20	35,669	7,978,278		7,978,278	132,220,505
21	94,480	(1,423,469)	519,580	(903,889)	285,820,663
22	51,859	2,678,831	16,690	2,695,521	77,034,591
23	486,519	(9,694,145)	1,309,245	(8,384,900)	555,601,474
24	322,047	1,138,331	(99,358)	1,038,973	52,169,570
25					
26	180,300	(58,635)	313,602	254,967	79,967,216
27					
28	2,084,698	19,938,736	2,321,952	22,260,688	368,535,639
29	1,587,617	23,408,801	(3,456,241)	19,952,560	323,335,309
30	373,968	13,678,991	(2,603,152)	11,075,839	176,726,106
31	283,312	3,037,354	(629,086)	2,408,268	30,284,323
32	1,797	48,203		48,203	3,607,205
33	64,756	2,048,301	(276,898)	1,771,403	11,932,142
34		579,275	212,756	792,031	6,284,246
35		626,100		626,100	3,090,176
36	5,609,942	73,057,262	(2,377,110)	70,680,152	2,131,742,422
37					
38					
39					
40					
41					
42					
43					
44					
45	12,937	(24,155,587)	713,146	(23,442,441)	63,098,742
46	12,937	(24,155,587)	713,146	(23,442,441)	63,098,742
47	5,622,879	48,901,675	(1,663,964)	47,237,711	2,194,841,164

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Magellan Pipeline Company, L.P.	(1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	/ /	2014/Q4
FOOTNOTE DATA			

Schedule Page: 212 Line No.: 36 Column: d

In 2013, Magellan Pipeline Company, L.P. recorded its acquisition of the Rocky Mountain pipeline system purchased from Plains All American Pipeline, L.P. using estimates of the specific FERC account allocations. The adjustments included in column D represent the changes between the FERC account classifications estimated at the end of 2013 and the final recording based on the appraisal received in 2014. The total cost remained the same as what was reported in 2013.

Schedule Page: 212 Line No.: 47 Column: i

In accordance with the FERC order accepting the ULSD surcharge under certain conditions (FERC Docket IS06-254), the balance of the ULSD assets included in Carrier Property at December 31, 2014 was \$18,171,933. The 2014 depreciation expense on ULSD assets was \$596,851.

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	269,926
2	Alaska	0	32	New York	0
3	Arizona	0	33	North Carolina	0
4	Arkansas	129,242	34	North Dakota	407,400
5	California	0	35	Ohio	0
6	Colorado	1,612,541	36	Oklahoma	5,940,876
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	785,349
12	Idaho	0	42	Tennessee	0
13	Illinois	615,728	43	Texas	10,580,308
14	Indiana	0	44	Utah	0
15	Iowa	4,969,830	45	Vermont	0
16	Kansas	10,792,761	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	132,733
20	Maryland	0	50	Wyoming	201,996
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	0	52	Other (Specify):	0
23	Minnesota	5,143,876	53		0
24	Mississippi	0	54		0
25	Missouri	1,545,731	55		0
26	Montana	0	56		0
27	Nebraska	450,000	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	43,578,297
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	4,894,474
62	Unemployment Insurance	76,430
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	4,970,904
71	GRAND Total (Account No. 580)	48,549,201

Statistics of Operations

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
CRUDE OIL				
1	131 Crude - OK	19,637,081		
2	131 Crude _TX	191,030,925		
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL	210,668,006		
PRODUCTS (State of Origin and				
16	29111 Aviation & Gasoline -CO	5,096,602		3,217,842
17	29111 Aviation & Gasoline -IA	942,301		
18	29111 Aviation & Gasoline -IL	4,989,011		
19	29111 Aviation & Gasoline -KS	5,719,725		47,517,339
20	29111 Aviation & Gasoline -MN	623,746		38,817,985
21	29111 Aviation & Gasoline -ND	1,863,347		
22	29111 Aviation & Gasoline -OK	11,400,898		58,711,716
23	29111 Aviation & Gasoline -TX	22,790,743		79,432,607
24	29111 Aviation & Gasoline -WY	2,046,929		9,006,903
25	29111 Aviation & Gasoline -WI			3,991,285
26	29111 Aviation & Gasoline -MO	500,323		
27	29113 Distillate -MN			20,567,135
28	29113 Distillate -ND	274,602		
29	29113 Distillate -OK	12,319,584		31,846,621
30	29113 Distillate -TX	17,570,962		48,118,461
31	TOTAL	86,138,773		341,227,894

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
CRUDE OIL				
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
PRODUCTS (State of Origin and				
16	29113 Distillate -MO	24,880		
17	29113 Distillate -WY	515,389		2,481,832
18	29113 Distillate -IL	2,963,882		
19	29113 Distillate -CO	(488)		985,105
20	29113 Distillate -WI			1,589,740
21	29113 Distillate -KS	1,011,178		30,960,017
22	2912 LPG- IL	3,890,632		
23	2912 LPG - KS	9,518,364		
24	2912 LPG - MN			284,272
25	2912 LPG - IA	3,877,662		
26	29113 Distillate -LA	4,998		
27				
28				
29				
30				
31	TOTAL	21,806,497		36,300,966
	GRAND TOTAL	318,613,276		377,528,860

33a Total Number of Barrel-Miles (Trunk Lines Only):

(1) Crude Oil	<u>44,141,674,743</u>
(2) Products	<u>109,978,204,041</u>

Statistics of Operations

Entries in column (i) should be the sum of columns (f), (g), and (h). Any barrels delivered out of a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

4.) Enter actual amount for lines 33a and 33b on an annual basis only. Do not report on a quarterly basis. Estimate if actual figures are not available. Barrel miles as reported on this schedule are the summation, for all segments, of the number of miles associated with each pipeline segment (trunk line only) multiplied by the number of barrels delivered through the segment. For example, 1,000 barrels moved through a 57-mile pipeline segment would be recorded as 57,000 barrel miles. For a crude pipeline with several segments:

Segments	Barrels	Miles	Barrel-Miles
A	1,000	57	57,000
B	5,000	10	50,000
C	1,000	25	25,000

Line No.	Total Received Year to Date (b + c + d) (e)	Number of Barrels Delivered Out To Connecting Carriers Year to Date (f)	Number of Barrels Delivered Out TERMINATED On Gathering Lines Year to Date	Number of Barrels Delivered Out TERMINATED On Trunk Lines Year to Date	Total Delivered Out Year to Date (f + g + h) (i)
1	19,637,081				
2	191,030,925	218,446,195			218,446,195
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15	210,668,006	218,446,195			218,446,195
16	8,314,444	120,073,983		173,577,624	293,651,607
17	942,301				
18	4,989,011				
19	53,237,064				
20	39,441,731				
21	1,863,347				
22	70,112,614				
23	102,223,350				
24	11,053,832				
25	3,991,285				
26	500,323				
27	20,567,135	54,030,829		108,016,455	162,047,284
28	274,602				
29	44,166,205				
30	65,689,423				
31	427,366,667	174,104,812		281,594,079	455,698,891

Statistics of Operations (continued)

Entries in column (i) should be the sum of columns (f), (g), and (h). Any barrels delivered out of a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

4.) Enter actual amount for lines 33a and 33b on an annual basis only. Do not report on a quarterly basis. Estimate if actual figures are not available. Barrel miles as reported on this schedule are the summation, for all segments, of the number of miles associated with each pipeline segment (trunk line only) multiplied by the number of barrels delivered through the segment. For example, 1,000 barrels moved through a 57-mile pipeline segment would be recorded as 57,000 barrel miles. For a crude pipeline with several segments:

Segments	Barrels	Miles	Barrel-Miles
A	1,000	57	57,000
B	5,000	10	50,000
C	1,000	25	25,000

Line No.	Total Received Year to Date (b + c + d) (e)	Number of Barrels Delivered Out To Connecting Carriers Year to Date (f)	Number of Barrels Delivered Out TERMINATED On Gathering Lines Year to Date	Number of Barrels Delivered Out TERMINATED On Trunk Lines Year to Date	Total Delivered Out Year to Date (f + g + h) (i)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16	24,880				
17	2,997,221				
18	2,963,882				
19	984,617				
20	1,589,740				
21	31,971,195				
22	3,890,632	16,012,926		1,621,922	17,634,848
23	9,518,364				
24	284,272				
25	3,877,662				
26	4,998				
27					
28					
29					
30					
31	58,107,463	16,012,926		1,621,922	17,634,848
	696,142,136	408,563,933		283,216,001	691,779,934

33b Total Number of Barrels of Oil Having Trunk-Line Movement:

(1) Crude Oil	<u>210,668,006</u>
(2) Products	<u>485,474,130</u>

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co AR	6600 OKState Ln	Ft. Smith, AR				
2	Magellan Pipeline Co CO	6912 El Dorado	Aurora				
3	Magellan Pipeline Co CO	6917 Aurora	Denver Intl				
4	Magellan Pipeline Co CO	7164 Dupont	Commerce City				
5	Magellan Pipeline Co CO	7165 Dupont	Fountain				
6	Magellan Pipeline Co CO	7165 Dupont	Fountain				
7	Magellan Pipeline Co CO	7175 Casper	Dupont				
8	Magellan Pipeline Co IL	6160 MS River	Middlebury Jct.				
9	Magellan Pipeline Co IL	6165 MS River	Chicago, IL #6				
10	Magellan Pipeline Co IL	6167 MS River	Chicago, IL #2				
11	Magellan Pipeline Co IL	6168 MS River	Chicago, IL #5				
12	Magellan Pipeline Co IL	6435 MOState Ln	Wilmington #3				
13	Magellan Pipeline Co IA	6130 Kansas Cit	Des Moines #4				
14	Magellan Pipeline Co IA	6135 Kansas Cit	Des Moines #6				
15	Magellan Pipeline Co IA	6150 Des Moines	Miss. River #5				
16	Magellan Pipeline Co IA	6155 Des Moines	Miss. River #6				
17	Magellan Pipeline Co IA	6176 Des Moines	Minneapolis #2				
18	Magellan Pipeline Co IA	6185 Des Moines	Minneapolis #4				
19	Magellan Pipeline Co IA	6195 Iowa City	Dubuque #1				
20	Magellan Pipeline Co IA	6210 Bettendorf	Bettendorf #1				
21	Magellan Pipeline Co IA	6240 Irvington	Sioux Falls #5				
22	Magellan Pipeline Co IA	6245 Omaha	Eppley #1				
23	Magellan Pipeline Co IA	6295 Grinnell	Waterloo #1				
24	Magellan Pipeline Co IA	6345 Sioux City	Milford #1				
25	Magellan Pipeline Co IA	6375 Des Moines	Mason City #7				
26	Magellan Pipeline Co IA	6390 Roland	Fort Dodge #8				
27	Magellan Pipeline Co IA	6395 Wathena Jc	Des Moines #7				
28	Magellan Pipeline Co IA	6539 Bettendorf	Bettendorf Term				
29	Magellan Pipeline Co IA	6750 Des Moines	McMillan 12"				
30	Magellan Pipeline Co KS	6010 Humboldt	Kansas City #1				
31	Magellan Pipeline Co KS	6020 Barnsdall	Kansas City #3				
32	Magellan Pipeline Co KS	6025 Barnsdall	Kansas City #4				
33	Magellan Pipeline Co KS	6030 Barnsdall	Kansas City #5				
34	Magellan Pipeline Co KS	6055 Independen	Humboldt #10				
35	Magellan Pipeline Co KS	6060 Barnsdall	El Dorado #7				
36	Magellan Pipeline Co KS	6080 El Dorado	Humboldt #1				
37	Magellan Pipeline Co KS	6090 Argentine	Kansas City #4				
38	Magellan Pipeline Co KS	6103 Cushing	Boyer			57	8
39	Magellan Pipeline Co KS	6110 El Dorado	Kansas City #6				
40	Subtotal					351	

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co KS	6120 Coffeyvill	Independence #1				
2	Magellan Pipeline Co KS	6130 Kansas Cit	Des Moines #4				
3	Magellan Pipeline Co KS	6131 KC Termin	Phillips 12				
4	Magellan Pipeline Co KS	6135 Kansas Cit	Des Moines #6				
5	Magellan Pipeline Co KS	6140 Kansas Cit	Fairfax Bridge				
6	Magellan Pipeline Co KS	6220 Kansas Cit	Irvington #3				
7	Magellan Pipeline Co KS	6225 Kansas Cit	Irvington #5				
8	Magellan Pipeline Co KS	6365 Humboldt	Springfield #6				
9	Magellan Pipeline Co KS	6380 El Dorado	Wathena Jct. #7				
10	Magellan Pipeline Co KS	6385 Wathena Jc	St. Joseph #7				
11	Magellan Pipeline Co KS	6395 Wathena Jc	Des Moines #7				
12	Magellan Pipeline Co KS	6425 OKState Ln	KS/MO St. LN #3				
13	Magellan Pipeline Co KS	6475 Augusta	Fairfax 6"				
14	Magellan Pipeline Co KS	6560 Coffeyvill	Caney Jct. #2				
15	Magellan Pipeline Co KS	6585 Argentine	Santa Fe #3				
16	Magellan Pipeline Co KS	6721 El Dorado	Propane				
17	Magellan Pipeline Co KS	6725 El Dorado	Derby Refinery				
18	Magellan Pipeline Co KS	6726 El Dorado	Tank 1211				
19	Magellan Pipeline Co KS	6728 El Dorado	Tank 1212				
20	Magellan Pipeline Co KS	6729 El Dorado	Tank 1209				
21	Magellan Pipeline Co KS	6755 KC	Phillips Gas				
22	Magellan Pipeline Co KS	6760 Kansas Cit	Phillips Distil				
23	Magellan Pipeline Co KS	6902 Osage	Boyer 20				
24	Magellan Pipeline Co KS	6904 Boyer	Chase 8				
25	Magellan Pipeline Co KS	6905 Boyer	Magellan 16				
26	Magellan Pipeline Co KS	6910 Sunset	Chase 16				
27	Magellan Pipeline Co KS	6911 Sunset	Chase 8				
28	Magellan Pipeline Co KS	6912 El Dorado	Aurora 10				
29	Magellan Pipeline Co KS	6912 El Dorado	Aurora 12				
30	Magellan Pipeline Co KS	6913 El Dorado	Scott City				
31	Magellan Pipeline Co KS	6915 McPherson	Andale Jct				
32	Magellan Pipeline Co MN	6176 Des Moines	Minneapolis #2				
33	Magellan Pipeline Co MN	6185 Des Moines	Minneapolis #4				
34	Magellan Pipeline Co MN	6190 Pine Bend	Rosemount #3				
35	Magellan Pipeline Co MN	6200 Albert Lea	Mankato#3				
36	Magellan Pipeline Co MN	6205 Newport Vi	Bateman #1				
37	Magellan Pipeline Co MN	6215 Minneapoli	Duluth #2				
38	Magellan Pipeline Co MN	6250 Sioux Fall	Alexandria #1				
39	Magellan Pipeline Co MN	6255 Wilmar	Alexandria #6				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co MN	6265 Alexandria	Grand Forks #1				
2	Magellan Pipeline Co MN	6270 Alexandria	Fargo #2				
3	Magellan Pipeline Co MN	6275 Marshall	Watertown #1				
4	Magellan Pipeline Co MN	6300 St Paul Pk	Newport Villas				
5	Magellan Pipeline Co MN	6305 Rosemount	Minneapolis Arp				
6	Magellan Pipeline Co MN	6310 Rosemount	Wilmar #6				
7	Magellan Pipeline Co MN	6315 Rosemount	Rochester #5				
8	Magellan Pipeline Co MN	6335 Superior J	Superior #1				
9	Magellan Pipeline Co MN	6340 Wrenshall	Wrenshall #1				
10	Magellan Pipeline Co MN	6410 Newport Vi	St. Paul Pk #2				
11	Magellan Pipeline Co MN	6415 Pine Bend	Rosemount #2				
12	Magellan Pipeline Co MO	6130 Kansas Cit	Des Moines #4				
13	Magellan Pipeline Co MO	6135 Kansas Cit	Des Moines #6				
14	Magellan Pipeline Co MO	6350 Olathe	Columbia #7				
15	Magellan Pipeline Co MO	6355 Columbia	Palmyra #1				
16	Magellan Pipeline Co MO	6365 Humboldt	Springfield #6				
17	Magellan Pipeline Co MO	6368 Carthage J	Carthage				
18	Magellan Pipeline Co MO	6395 Wathena Jc	Des Moines #7				
19	Magellan Pipeline Co MO	6430 KSState Ln	ILState Ln #3				
20	Magellan Pipeline Co MO	6490 18th St	Riverside				
21	Magellan Pipeline Co MO	6495 Fairfax W	KCI Airport 6"				
22	Magellan Pipeline Co MO	6825 St Chas Jc	St Chas Term 12				
23	Magellan Pipeline Co NE	6220 Kansas Cit	Irvington #3				
24	Magellan Pipeline Co NE	6225 Kansas Cit	Irvington #5				
25	Magellan Pipeline Co NE	6230 Irvington	Omaha #1				
26	Magellan Pipeline Co NE	6240 Irvington	Sioux Falls #5				
27	Magellan Pipeline Co NE	6245 Omaha	Eppley #1				
28	Magellan Pipeline Co NE	6280 Nebraska C	Doniphan #1				
29	Magellan Pipeline Co NE	6285 Lincoln Jc	Burlington N #1				
30	Magellan Pipeline Co NE	6290 Lincoln	Lincoln AFB				
31	Magellan Pipeline Co NE	6810 Capehart J	Capehart Term				
32	Magellan Pipeline Co NE	6815 Capehart T	Offutt AFB				
33	Magellan Pipeline Co NM	6653 El Paso Jt	Strauss 8				
34	Magellan Pipeline Co NM	7290 El Paso	Albuquerque				
35	Magellan Pipeline Co NM	7290 El Paso	Albuquerque				
36	Magellan Pipeline Co NM	7291 Belen Lat					
37	Magellan Pipeline Co ND	6265 Alexandria	Grand Forks #1				
38	Magellan Pipeline Co ND	6270 Alexandria	Fargo #2				
39	Magellan Pipeline Co OK	6000 Ponca City	Barnsdall #1			22	8

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co OK	6005 Ponca City	Barnsdall #5				
2	Magellan Pipeline Co OK	6025 Barnsdall	Kansas City #4				
3	Magellan Pipeline Co OK	6030 Barnsdall	Kansas City #5				
4	Magellan Pipeline Co OK	6045 Tulsa	Barnsdall #4				
5	Magellan Pipeline Co OK	6050 Tulsa	Barnsdall #1				
6	Magellan Pipeline Co OK	6060 Barnsdall	El Dorado #7				
7	Magellan Pipeline Co OK	6070 Tulsa	Public Serv 8			14	8
8	Magellan Pipeline Co OK	6071 Glenpool	PSO 10				
9	Magellan Pipeline Co OK	6071 Glenpool	PSO 8				
10	Magellan Pipeline Co OK	6072 W Tulsa	Sinclair			2	16
11	Magellan Pipeline Co OK	6095 Drumright	Tulsa #1				
12	Magellan Pipeline Co OK	6100 Cushing	Tulsa #2				
13	Magellan Pipeline Co OK	6103 Cushing	Boyer 8			69	8
14	Magellan Pipeline Co OK	6104 Semcrude	Lateral 8			1	8
15	Magellan Pipeline Co OK	6105 Okmulgee	Tulsa #1				
16	Magellan Pipeline Co OK	6115 Enid	Ponca City #1			46	6
17	Magellan Pipeline Co OK	6420 Cushing	OK/KS St Line				
18	Magellan Pipeline Co OK	6440 Basin Tie	Champlin #1				
19	Magellan Pipeline Co OK	6445 Okla City	Cushing Jct. #2				
20	Magellan Pipeline Co OK	6447 Cushing Jc	Cushing Stn. #2				
21	Magellan Pipeline Co OK	6450 Tulsa	Tulsa Jct. #4				
22	Magellan Pipeline Co OK	6500 Enid	Oklahoma City 1				
23	Magellan Pipeline Co OK	6501 Enid Tank	8 S				
24	Magellan Pipeline Co OK	6502 Enid Tank	8 N				
25	Magellan Pipeline Co OK	6503 OKC Sooner	Texaco/Shell 8"				
26	Magellan Pipeline Co OK	6504 Enid Tank	8 A				
27	Magellan Pipeline Co OK	6595 Allen	ARState Line 2				
28	Magellan Pipeline Co OK	6603 Heavener	Heavener 8				
29	Magellan Pipeline Co OK	6605 Allen	Drumright #3				
30	Magellan Pipeline Co OK	6615 Duncan	Allen #1				
31	Magellan Pipeline Co OK	6620 Wynnewood	OKC/Reno #3				
32	Magellan Pipeline Co OK	6625 Total Jct	Wynnewood #3				
33	Magellan Pipeline Co OK	6635 Tulsa	Glenpool 8"				
34	Magellan Pipeline Co OK	6640 Glenpool	Cimarron 8"				
35	Magellan Pipeline Co OK	6670 Tulsa Stn	Sinclair Ref 12				
36	Magellan Pipeline Co OK	6670 Tulsa Stn	Sinclair Ref 16				
37	Magellan Pipeline Co OK	6675 Tulsa Stn	Sinclair Ref 12				
38	Magellan Pipeline Co OK	6901 Glenpool	Cushing 8			43	8
39	Magellan Pipeline Co OK	6920 Henrietta	Duncan 12				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co OK	7190 Cushing	BP			1	16
2	Magellan Pipeline Co OK	7215 Cushing	Ctrl Transfer			1	12
3	Magellan Pipeline Co SD	6240 Irvington	Sioux Falls #5				
4	Magellan Pipeline Co SD	6250 Sioux Fall	Alexandria #1				
5	Magellan Pipeline Co SD	6275 Marshall	Watertown #1				
6	Magellan Pipeline Co SD	7170 Rapid City	Lateral 6				
7	Magellan Pipeline Co TX	6645 E Houston	El Paso 18				
8	Magellan Pipeline Co TX	6648 Crane	Odessa				
9	Magellan Pipeline Co TX	6649 El Paso	Kinder Mgn				
10	Magellan Pipeline Co TX	6650 El Paso	Chevron				
11	Magellan Pipeline Co TX	6651 El Paso	Kinder Mgn				
12	Magellan Pipeline Co TX	6652 Kinder Mgn	Flush Line				
13	Magellan Pipeline Co TX	6653 El Paso	Strauss 8				
14	Magellan Pipeline Co TX	6920 Henrietta	Duncan 12				
15	Magellan Pipeline Co TX	6921 Corsicana	Chico 12				
16	Magellan Pipeline Co TX	6922 Chico	Wichita Falls				
17	Magellan Pipeline Co TX	6925 Frost	White Rock Jct				
18	Magellan Pipeline Co TX	6926 Midland	Corsicana 14				
19	Magellan Pipeline Co TX	6926 Midland	Corsicana 16				
20	Magellan Pipeline Co TX	6926 Midland	Corsicana 20				
21	Magellan Pipeline Co TX	6928 Corsicana	East Houston 16				
22	Magellan Pipeline Co TX	6929 Corsicana	Tie In				
23	Magellan Pipeline Co TX	6930 Frost	Mobil 16				
24	Magellan Pipeline Co TX	6932 Midland	Odessa 12				
25	Magellan Pipeline Co TX	6950 Gal Prk	E Houston 12				
26	Magellan Pipeline Co TX	6953 Gal Prk	E Houston 16				
27	Magellan Pipeline Co TX	6954 E Houston	Fauna				
28	Magellan Pipeline Co TX	7000 Logan	Pasadena				
29	Magellan Pipeline Co TX	7005 Texas City	Pasadena				
30	Magellan Pipeline Co TX	7010 Texas City	Logan				
31	Magellan Pipeline Co TX	7025 Genoa Jct	CMS 3			27	26
32	Magellan Pipeline Co TX	7030 Genoa Jct	Speed Jct			6	24
33	Magellan Pipeline Co TX	7035 Speed Jct	Deer Park			6	24
34	Magellan Pipeline Co TX	7040 Speed Jct	Valero			1	24
35	Magellan Pipeline Co TX	7050 E Houston	Port Blvd			43	24
36	Magellan Pipeline Co TX	7055 Speed Jct	Genoa Jct 24			6	24
37	Magellan Pipeline Co TX	7060 Speed Jct	OTI Jct 24			6	24
38	Magellan Pipeline Co TX	7290 El Paso	Albuquerque				
39	Magellan Pipeline Co TX	7292 El Paso	Juarez				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	Magellan Pipeline Co WI	6205 Newport	Bateman 8				
2	Magellan Pipeline Co WI	6335 Superior	Superior 8				
3	Magellan Pipeline Co WY	7170 Rapid City	Lateral 6				
4	Magellan Pipeline Co WY	7175 Casper	Dupont				
5	.						
6	.						
7	.						
8	.						
9	.						
10	.						
11	.						
12	.						
13	.						
14	.						
15	.						
16	.						
17	.						
18	.						
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20	.						
21	.						
22	.						
23	.						
24	.						
25	.						
26	.						
27	.						
28	.						

Annual Cost of Service Based Analysis Schedule

1.) Use footnotes when particulars are required or for any explanations.
 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	287,753,946	246,420,251
2	Depreciation Expense	44,729,563	41,261,840
3	AFUDC Depreciation	2,332,685	2,008,331
4	Amortization of Deferred Earnings	15,954,427	15,542,519
5	Rate Base		
5a	Rate Base - Original Cost	1,179,702,097	1,181,115,048
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	330,130,748	329,049,514
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	1,509,832,845	1,510,164,562
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	35.16	35.19
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	64.84	64.81
6c	Rate of Return - Cost of Long Term Debt Capital	4.90	5.00
6d	Rate of Return - Real Cost of Stockholders' Equity	10.29	10.50
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.39	8.56
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	26,012,004	26,571,345
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	100,736,590	102,767,453
7c	Total Return on Rate Base - (line 7a + line 7b)	126,748,595	129,338,798
8	Income Tax Allowance	56,573,191	57,736,721
8a	Composite Tax Rate % (37.50% - 37.50)	32.37	32.56
9	Total Cost of Service	534,092,407	492,308,460
10	Total Interstate Operating Revenues	459,151,806	332,473,843
11	Total Interstate Throughput in Barrels	320,635,190	294,727,873
12	Total Interstate Throughput in Barrel-Miles	81,662,653,256	74,586,215,501

**MARATHON PIPE LINE LLC
2014 FORM NO. 6 MATERIAL
(PAGES 305, 600 - 600.1,
600.3, 602, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

Form 6 Approved
 OMB No.1902-0022
 (Expires 10/31/2016)

Form 6-Q Approved
 OMB No.1902-0206
 (Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report

 (Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

Exact Legal Name of Respondent (Company) Marathon Pipe Line LLC	Year/Period of Report End of <u>2014/Q4</u>
---	--

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	0
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	0
5	California	0	35	Ohio	1,239,173
6	Colorado	0	36	Oklahoma	0
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	439,995	43	Texas	91,255
14	Indiana	702,440	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	1,829,048	47	Washington	0
18	Louisiana	1,654,523	48	West Virginia	0
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	917,020	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	6,873,454
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	0
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	0
71	GRAND Total (Account No. 580)	6,873,454

Statistics of Operations

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
CRUDE OIL				
1	IL	334,697,057		8,866,302
2	KY	14,315,598		
3	LA			
4	MI	21,407,121		1,144,185
5	MS			
6	OH	27,915,071		49,680
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL	398,334,847		10,060,167
PRODUCTS (State of Origin and				
16	IL - 29111	6,835,316		58,714,910
17	29112	104,739		803,959
18	29113	667,441		21,090,629
19	29119	20,570,191		3,735,383
20	IN - 29111	10,046,577		4,197,782
21	29112	101,391		303,801
22	29113	517,579		1,580,336
23	29119	27,058		77,568
24	KY - 29111			4,243,373
25	LA - 29111	16,111,745		76,851,179
26	29113	7,444,786		16,837,585
27	29119			152
28	OH - 29111	188,378		
29	29113	152,530		
30				
31	TOTAL	62,767,731		188,436,657

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	PRODUCTS (State of Origin and			
16	TX - 29111	27,114,603		37,639,059
17	29113			5,330,025
18	29119	5,953,788		9,857,939
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	TOTAL	33,068,391		52,827,023

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	PRODUCTS (State of Origin and			
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	TOTAL			
	GRAND TOTAL	494,170,969		251,323,847

33a Total Number of Barrel-Miles (Trunk Lines Only):

(1) Crude Oil	<u>60,187,499,151</u>
(2) Products	<u>19,373,331,276</u>

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
(A) OWNED AND OPERATED BY RESPONDENT							
1	MPL LLC - ILLINOIS	various	various			8	6
2	MPL LLC - ILLINOIS	various	various			43	10
3	MPL LLC - ILLINOIS	various	various			226	20
4	MPL LLC - ILLINOIS	various	various			25	22
5	MPL LLC - ILLINOIS	various	various			1	24
6	MPL LLC - INDIANA	various	various			13	12
7	MPL LLC - INDIANA	various	various			66	20
8	MPL LLC - INDIANA	various	various			164	22
9	MPL LLC - KENTUCKY	various	various			1	20
10	MPL LLC - KENTUCKY	various	various			265	24
11	MPL LLC - KENTUCKY	various	various				
12	MPL LLC - KENTUCKY	various	various				
13	MPL LLC - LOUISIANA	various	various				
14	MPL LLC - LOUISIANA	Zachary	Zach-Colonial				
15	MPL LLC - LOUISIANA	Zachary	Zach-Colonial				
16	MPL LLC - MICHIGAN	various	various			45	16
17	MPL LLC - OHIO	various	various			37	22
18	MPL LLC - OHIO	various	various			1	24
19	MPL LLC - ILLINOIS - WOODPAT	Wood River	Patoka			55	22
20	MPL LLC - TEXAS	various	various				
21	MPL LLC - TEXAS	Pasadena	Pasa-Colonial				
22	MPL LLC - TEXAS	Psaadena	Pasa-Colonial				
23	MPL LLC - ILLINOIS	WR Barge Dock	WR MPL			2	14
40	Subtotal					952	
(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT							
40	Subtotal						
(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS							
40	Subtotal						
(D) OWNED BY OTHERS BUT OPERATED BY RESPONDENT							
1	Two Rivers System	Hartford	Patoka WPAT			57	12
2	Two Rivers System	Patoka WPAT	Clay City				
3	Two Rivers System	Clay City	Kirkwood				
4	Two Rivers System	Kirkwood	IL/IN State Ln				
5	Two Rivers System	IL/IN State Ln	Mt Vernon				
6	Two Rivers System	Robinson RIO	Kirkwood				
7	Two Rivers System	WR Explorer	Hartford			1	20
8	Romulus to Detroit System	Romulus MI	Oakwood MI			16	16
9	Capline Crude System	St James LA	Patoka IL			635	40
40	Subtotal					709	
GRAND TOTAL						1,661	

Annual Cost of Service Based Analysis Schedule

- 1.) Use footnotes when particulars are required or for any explanations.
- 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
- 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
- 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
- 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
- 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
- 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	280,295,942	265,059,696
2	Depreciation Expense	26,864,413	25,172,566
3	AFUDC Depreciation	3,122,060	2,999,319
4	Amortization of Deferred Earnings	5,503,317	5,267,449
5	Rate Base	[REDACTED]	
5a	Rate Base - Original Cost	482,475,411	500,221,825
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	87,346,274	85,974,545
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	569,821,685	586,196,370
6	Rate of Return % (10.25% - 10.25)	[REDACTED]	
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	31.21	19.36
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	68.79	80.64
6c	Rate of Return - Cost of Long Term Debt Capital	3.28	5.29
6d	Rate of Return - Real Cost of Stockholders' Equity	10.50	10.69
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.25	9.64
7	Return on Trended Original Cost Rate Base	[REDACTED]	
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	5,833,196	6,003,494
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	41,157,935	50,532,565
7c	Total Return on Rate Base - (line 7a + line 7b)	46,991,131	56,536,060
8	Income Tax Allowance	28,963,484	32,189,323
8a	Composite Tax Rate % (37.50% - 37.50)	37.60	37.60
9	Total Cost of Service	391,740,347	387,224,413
10	Total Interstate Operating Revenues	400,711,366	373,057,860
11	Total Interstate Throughput in Barrels	642,876,151	664,724,093
12	Total Interstate Throughput in Barrel-Miles	78,266,374,896	80,572,549,055

**MID-AMERICA PIPELINE
COMPANY, LLC
2014 FORM NO. 6 MATERIAL
(PAGES 109.1, 123.1 - 123.2,
305, 602 - 602.13, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

Form 6 Approved
 OMB No.1902-0022
 (Expires 10/31/2016)

Form 6-Q Approved
 OMB No.1902-0206
 (Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report

 (Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

<p>Exact Legal Name of Respondent (Company) Mid-America Pipeline Company, LLC</p>	<p>Year/Period of Report End of <u>2014/Q4</u></p>
---	--

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Mid-America Pipeline Company, LLC	(1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	/ /	2014/Q4
Important Changes During the Quarter/Year (continued)			

1. There were no changes or important additions to franchise rights during the year ending December 31, 2014.
2. During the year ending December 31, 2014, Mid-America Pipeline Company LLC did not, by any means, acquire any form of ownership in any other carrier operations.
3. Mid-America Pipeline is currently looping its existing Rocky Mountain system. Approximately \$509 Million of the expansion went into service in 2014. Mid-America spent approximately \$115 million towards this expansion during the year ending December 31, 2014.
4. Refer to page 122, Notes to Financial Statements, for a discussion of any materially important legal proceedings.
5. The respondent does not issue an annual report to stockholders.

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Mid-America Pipeline Company, LLC	(1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	/ /	2014/Q4
Notes to Financial Statements (continued)			

The Company

Mid-America Pipeline Company, LLC (Mid-America) is a Delaware limited liability company and a wholly-owned subsidiary of Mapletree, LLC also a Delaware limited liability company. Mapletree, LLC is a wholly-owned subsidiary of Enterprise Products Operating LLC (EPOLLC), a Texas limited liability company. EPOLLC is the operator of Mid-America.

Description of the Property

Mid-America is a natural gas liquids (NGL) pipeline system that is approximately 8,000 miles in length. It consists of three primary systems: the 2,800 mile Rocky Mountain System, the 3,100 mile Northern system and the 2,100 mile Central System.

Mid-America's operations cover thirteen states: Wyoming, Utah, Colorado, New Mexico, Texas, Oklahoma, Kansas, Missouri, Nebraska, Iowa, Illinois, Minnesota and Wisconsin. The Rocky Mountain System transports mixed natural gas liquids from the Rocky Mountain Overthrust and San Juan Basin areas to the Hobbs hub, located on the Texas New Mexico border. The Northern system links the NGL hub at Conway, Kansas to refineries, petrochemical plants and propane markets in the upper Midwest. The Central System connects the Conway hub with Kansas refineries and transports NGLs between Conway, Kansas and the Hobbs hub.

Mid-America's property, plant and equipment assets are recorded at original cost.

Revenue Recognition

Mid-America's revenues are primarily derived from transportation of natural gas liquids under intrastate and interstate tariffs. The tariffs specify the amounts to be paid by shippers for service between receipt and delivery locations and the general terms and conditions of transportation services on the pipeline system. Revenues are recognized upon delivery of products to customers.

Employees

Mid-America has no employees of its own. All operations, management and administrative functions are performed by employees of Enterprise Products Company on behalf of EPOLLC, the operator.

Income Taxes

Mid-America is a limited liability company that passes income tax liability through the company to the unitholders and, with the exception of the Revised Texas Franchise Tax, does not recognize this liability on Mid-America's financial statements. For purposes of calculating income taxes for the annual cost of service (shown on page 700 of the Annual Report), Mid-America employs FERC's Policy Statement on Income Tax Allowances.

FERC Proceedings

Docket No. IS05-216-000 et al

On October 23, 2009, FERC approved a settlement agreement that resolved all matters involving Mid-America's Northern System at issue in FERC Docket Nos. IS05-216-000, IS06-238-000 and IS09-364-000.

Name of Respondent	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
Mid-America Pipeline Company, LLC			
Notes to Financial Statements (continued)			

The settlement did not cover a protest in Docket No. IS06-520-000 with respect to certain rates on Mid-America's Rocky Mountain System. On February 18, 2010, FERC ruled on the Initial Decision regarding the Rocky Mountain System rates. On March 22, 2010, Mid-America filed a compliance filing and new rates consistent with that order.

As shown in the compliance filing, FERC's order required Mid-America to lower certain of its Rocky Mountain System/Seminole Pipeline Company joint rates. Mid-America's compliance filing and new rates were protested by Williams Energy Services, LLC and Williams NGL Marketing, LLC. FERC did not reject or suspend the new rates or rule on the protest of the compliance filing. Mid-America is unable to predict the outcome of that litigation.

Docket No. IS14-157-000

On July 1, 2014, Mid-America filed Tariff No. 74.1.0 to revise the penalty provision for delivery by shippers of product that does not conform to Mid-America's specifications. On July 16, 2014, ConocoPhillips Company filed a protest. On July 31, 2014 FERC rejected the protest and allowed the tariff to take effect as filed without suspension or investigation.

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	3,974,378
2	Alaska	0	32	New York	0
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	0
5	California	0	35	Ohio	0
6	Colorado	1,293,435	36	Oklahoma	555,260
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	25,301	43	Texas	1,036,141
14	Indiana	0	44	Utah	1,777,979
15	Iowa	1,188,098	45	Vermont	0
16	Kansas	7,931,452	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	30,958
20	Maryland	0	50	Wyoming	668,188
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	0	52	Other (Specify):	0
23	Minnesota	393,945	53		0
24	Mississippi	0	54		0
25	Missouri	1,332,418	55		0
26	Montana	0	56		0
27	Nebraska	127,336	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	20,334,889
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	1,218,982
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	1,218,982
71	GRAND Total (Account No. 580)	21,553,871

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	MID-AMERICA PIPELINE						
2	LLC, State of Colorado	NM/CO St Ln	Dolores Sta				
3	LPG Rocky Mountain System	Dolores Sta	MP 505.49				
4	Four Corners Lateral Loop		Montezuma				
5		MP 505.49	CO/UT St Ln				
6		UT/CO St Ln	CO/UT St Ln				
7		MP 683.85					
8		UT/CO St Ln	CO/UT St Ln				
9		MP 760.54					
10		Dolores Sta	CO/UT St Ln				
11		Celcius Egy	Rocky Mtn				
12		Dove Crk	Red Sys				
13		Gasco S. Plt	Rocky Mtn				
14		Tie-in	Red Sys				
15		Duke Egy Inj	Rocky Mtn				
16			Red Sys				
17		Chevron Rangely	MP 764				
18		Weber Sand					
19							
20	Rocky Mountain Expansion	CO/NM St Ln	Dolores Sta				
21		Dolores Sta	CO/UT St Ln				
22			MP 546.5				
23		CO/UT St Ln	CO/UT St Ln				
24		MP 683.8	MP 729.3				
25		UT/CO St Ln	CO/UT St Ln				
26		MP 760.54	MP 767.6				
27		Dolores Sta	CO/UT St Ln				
28							
40	Subtotal						

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Iowa						
2	LPG Blue System						
3	Main Line West	NE/IA St Ln	Whiting Term				
4		Whiting Term	Sanborn Term				
5		Sanborn Term	IA/MN St Ln				
6	Central Iowa Lateral	Whiting Term	Ogden Term				
7	Main Line East	MO/IA St Ln	Birmingham Jct				
8		Birmingham	IA City Term				
9	East Leg Main Line	IA City Term	IA/IL St Ln				
10		Cantril Deliv	Cantril Deliv				
11	Cavern #1 Lateral	IA City Term	IA City UG				
12	Clinton Lateral	IA City Term	Chemplex Plt				
13	Clinton Lateral Loop	IA City Term	Clinton Plt Jct				
14	Clinton Blending	Clinton Chemplx	Clinton Plt Jct				
15		Clinton Chemplx	Clinton Plt Jct				
16	Farmington Lateral	Birmingham Jct	IA/IL St Ln				
17	Dubuque Terminal	Dubuque Term	E Blue Sys				
18	Ft. Madison Injection	Ft. Madison	Farmington Lat				
19	Morris Lateral	Chemplex Plt Jc	IA/IL St Ln				
20		Willow Loop	Morris Lateral				
21	.						
22	LPG Red System Loop						
23	Main Line West	NE/IA St Ln	Whiting Term				
24		Whiting Term	Sanborn Term				
25		Sanborn Term	IA/MN St Ln				
26	Main Line East	MO/IA St Ln	Birmingham Jct				
27		Birmingham Jct	IA City Term				
28	.						

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Illinois						
2	LPG Blue System						
3	Main Line East	IA/IL St Ln	Dubuque Sta				
4		Dubuque Sta	IL/WI St Ln				
5	Farmington Lateral	IA/IL St Ln	Farmington Term				
6	Morris Lateral	IA/IL St Ln	Morris Term				
7		Collins Lake	Morris Scraper				
8		Scraper Trp	Trp				
9		USI Quantum	Morris Lat				
10		USI Quantum	Morris Lat				
11		Morris Lat	USC Tuscola				
12		MP 116.05					
13		Morris Lat	USC Tuscola				
14		MP 118.06					
15		Aux Sable West	Morris Lat				
16							

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Kansas						
2	LPG Blue System						
3	Ashland Loop	MP 358.9	MP 403.6				
4	Main Line South	OK/KS St Ln	Wellsford				
5		Wellsford Sta	Conway				
6	Langdon Loop	MP 442.9	MP 499.6				
7	Main Line West	Conway Sta	Abilene Sta				
8		Abilene Sta	Linn Sta				
9		Linn Sta	KS/NE St Ln				
10	Main Line East	MP 23	Eskridge Sta				
11		Eskridge Sta	McLouth Sta				
12		McLouth Sta	KS/MO St Ln				
13	Hutchinson Main Line	Hutchinson	Loop				
14		Hutchinson Sta	Conway Sta				
15	Hutchinson Lateral	Sinclair-Hutch	Jct w/10" Main				
16		Jct	MP 452.1				
17		Patridge Sta	Hutch Sta				
18		Hutchinson Sta	Koch Hutch				
19		MP 492.1	Empire Gas				
20			Storage				
21	Petrofina Lateral	Eldorado Jct	Fina Plant Jct				
22		MP 67					
23	Eldorado Lateral	Conway Sta	Eldorado Deliv				
24		Eldorado	Coffeyville				
25		Burden Jct	Coffeyville CR				
26		El Dorado	Coffeyville Lat				
27	Conway Lateral	Conway Sta	Sec-Conway Jct				
28		Conway	Home Oil				
29		Conway	Lecompton				
30		Conway	Clay Ctr Inj				
31	Augusta Lateral	Eldorado Tie-in	Magnolia Pit				
32	Western Okla Lateral	OK/KS St Ln	Natl Helium Jct				
33		OK/KS St Ln	Liberal Sta				
34		Shamrock McGee	West OK Lat				
35		Anadarko Cimarron	West OK Lat				
36		Trident Jayhawk	Mesa Satanta				
37		Mesa Satanta	Liberal Sta				
38	Consolidated Lateral	Willowbrook Sta	Consolidated				
39			PT MP 496.134				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Kansas (continued)						
2	Sentry Lateral	Sentry UG Stor	Conway Sta				
3		Sentry UG Stor	Conway Sta				
4	Mitchell Lateral	Mitchell Sta	Conway Sta				
5		Mitchell Stor	Conway Sta				
6		Mitchell Sta	Conway Sta				
7		Amoco Bushton	Conway Sta				
8	LPG Red System Loops						
9	Main Line South	OK/KS St Ln	Wellsford Sta				
10		Wellsford Sta	Conway Sta				
11	Main Line East	Conway Sta	Herrington Sta				
12		Conway Sta	MP 23.0				
13		Herrington Sta	Eskridge Sta				
14		MP 23.0	Herrington Sta				
15		Eskridge Sta	McLouth Sta LP1				
16		Eskridge Sta	MP 107.6 LP2				
17		McLouth Sta	KS/MO St Ln				
18		East Leg Main	East Leg Loop				
19	Main Line West	Conway Sta	Abilene Sta LP1				
20		Abilene Sta	Linn Sta LP1				
21		Linn Sta	KS/NE St Ln				
22	Lateral Loops						
23	Conway 8" Red	Conway Sta	NCRA UG Stor				
24		NCRA UG Stor	Home Oil Stor				
25		NCRA UG Stor	Home Oil Stor				
26	Consolidated Lateral	Willowbrook Sta	MP 496.134 Cons				
27	Petrofina Lateral	Eldorado Jct	Fina/Eldorado				
28	Hutchinson Main Line Loop	Hutchinson Sta	Conway Sta				
29		Hutchinson Sta	Conway Sta				
30	Brown Line	Brown Line	S. Leg Loops				
31	.						

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Minnesota						
2	LPG Blue System						
3	Main Line West	IA/MN St Ln	Pine Bend Term				
4		Pine Bend Term	NSP Stor Plant				
5		Pine Bend Term	Koch Refy S.P.				
6		IA/MN St Ln	Mankato Term				
7		Great North Ref	West Red Sys				
8		Cochin Jct Inj	West Red Sys				
9			Blue Earth				
10							
11							
12	State of Missouri						
13	LPG Blue System						
14	Main Line East	KS/MO St Ln	Kearney Term				
15		Kearney Term	Bosworth Sta				
16		Bosworth Sta	Moberly Term				
17		Moberly Term	Memphis Sta				
18		Memphis Sta	MO/IA St Ln				
19		Carrollton Inj	East Blue Sys				
20		Chillicothe	Loop to Pump E				
21			Leg				
22	LPG Red System Loop						
23	Main Line East	KS/MO St Ln	Kearney Term				
24		Kearney Term	Browning Sta				
25		Browning Sta	MO/IA St Ln				
26							
27							
28	State of Nebraska						
29	LPG Blue System						
30	Main Line West	KS/NE St Ln	Beatrice Sta				
31		Beatrice Sta	Greenwood Term				
32		Greenwood Term	Herman Sta				
33		Herman Sta	NE/IA St Ln				
34		KS/NE St Ln	Beatrice Sta				
35		Beatrice Sta	Greenwood Term				
36		Greenwood Term	Herman Sta				
37		Herman Sta	NE/IA St Ln				
38		Main Line	System Loops				
39							

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of New Mexico						
2	LPG Blue System						
3	Hobbs 4" Lateral	Jct MP 13.48	TX/NM St Ln				
4		TX/NM St Ln	Eunice Sta				
5		TX/NM St Ln	Eunice Jct				
6		TX/NM St Ln	Eunice				
7	Four Corners Lateral	TX/NM SL Hobbs	White Lakes Sta				
8	El Paso Bloomfield Lateral	Kutz Sta	El Paso Blmfld				
9		El Paso Blmfld	San Juan				
10		El Paso Blmfld	San Juan				
11	El Paso Bloomfield Loop	Kutz Sta	San Juan				
12		El Paso	Chaco				
13	LPG Rocky Mountain System	TX/NM St Ln	MP 31.07				
14		MP 31.07	White Lakes Sta				
15		MP 73.12	Kndy Wht Ranch				
16	Four Corners Lateral	White Lakes	Kutz Sta				
17		Rocky Mtn Blue	Amoco Gallegos				
18		White Lakes	MP 107.96				
19		MP 107.96	Duran Station				
20		White Lakes	Duran Station				
21		Duran Station	MP 188.76				
22		MP 188.76	Edgewood Sta				
23		Edgewood Sta	MP 276.83				
24		MP 276.83	San Luis Sta				
25		Loop	San Luis Sta				
26		LP Edgewood	Lybrook Sta				
27		San Luis Sta	MP 351.58				
28		MP 351.58	Lybrook Sta				
29		Lybrook Sta	Huerfano Sta				
30		TX/NM St Ln	Huerfano Sta				
31		Chaco Plant	Huerfano Sta				
32		Huerfano Sta	Kutz Sta				
33		Kutz Sta	MP 434.07				
34		Chavez	Kutz Sta				
35		MP 434.07	NM/CO St Ln				
36	Rocky Mountain Expansion	Huerfano Sta	Kutz Sta				
37		Kutz Sta	NM/CO St Ln				
38		Loop WEP 8	Lybrook				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of New Mexico						
2	(continued)						
3	Rocky Mountain Expansion	Loop WEP 9	San Ysidro				
4	(continued)	Loop WEP 10	Estancia				
5		Loop WEP 11	Mesa				
6		Loop WEP 12	Mesa				
7		Loop WEP 13	Caprock				
8	.						
9	.						

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Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Texas						
2	LPG Blue System						
3	Hobbs Lateral	NM/TX St Ln	Hobbs Sta				
4	Four Corners Lateral	Hobbs Sta	TX/NM St Ln				
5	Dollarhide Lateral	Dollarhide Jct	TX/NM St Ln				
6		NM/TX St Ln	Hobbs Sta				
7	Pampa Lateral	Cities Svc	Jct Skellytown				
8		Cabot Gray Cty	Pampa Lat				
9		Celanese	Pampa Lat				
10		Kerr McGee Plt	MP 5.35				
11		Cities Svc	Dorchester Car				
12			gray Plant				
13		Tuco Carson	Pampa Jct				
14		S. Leg Tie-In	Dorchester Car				
15			gray Plant				
16	Plains Wellman Lateral	Wellman Plant	Plains Sta				
17	Fritch Lateral	Westpan Sta	Skellytown Sta				
18		NGPL Stinnet	MP 7.73				
19		Rock Island	Westpan Sta				
20		Turkey Creek					
21		MP 21.203	Liquid Energy				
22			Canadian Riv				
23		Texaco Burnett	Fritch Lateral				
24		Ranch					
25		Skellytown Sta	Fritch Loop				
26		CIG Fourway Plt	CIG Bivins Plt				
27		Fritch Lateral	Getty Burnett				
28		MP 17.0	Ranch				
29	Mesa Fain Lateral	Mesa Fain	Westpan Sta				
30		Mesa Fain	Westpan Sta				
31	Fourway Lateral	Fourway Sta	Westpan Sta				
32		Fourway Sta	Westpan Sta				
33	Brown Line	Hobbs	TX/OK St Ln				
34		Liquid Energy	Fourway Sta				
35		Brent Ranch					
36							
37							

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Texas (continued)						
2	Cabot Levelland Lateral	Cabot Levelland	MP 57 S. Leg				
3		Amoco Levelland	S. Blue Ln				
4		Altura Slaght	S. Blue Ln				
5		Altura Slaght	S. Blue Ln				
6		Hobbs Sta	Plains Sta				
7		Plains Sta	Levelland Sta				
8		Levelland Sta	Oilton Sta				
9		Oilton Sta	Tulia Sta				
10		Tulia Sta	Claude Sta				
11		Claude Sta	Skellytown Sta				
12		Skellytown Sta	TX/OK St Ln				
13		IPM	Spearman Inj				
14	LPG Red System Loop	Hobbs Sta	Plains Sta				
15		Plains Sta	Levelland Sta				
16		Levelland Sta	Oilton Sta				
17		Oilton Sta	Tulia Sta				
18		Tulia Sta	Claude Sta				
19		Claude Sta	Skellytown Sta				
20		Skellytown Sta	TX/OK St Ln				
21	LPG Rocky Mountain System	Hobbs Sta	TX/NM St Ln				
22	Four Corners Pipeline	Hobbs Sta	Gaines				
23	Four Corners Lateral Loop	Hobbs Sta	Gaines				
24	.						
25	.						

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Utah						
2	LPG Rocky Mountain System	CO/UT St Ln	Lisbon Sta				
3		Lisbon Sta	Thompson Sta				
4		Thompson Sta	UT/CO St Ln				
5		UT/CO St Ln	Dragon Sta				
6		MP 729.26					
7		Dragon Sta	UT/CO St Ln				
8		UT/CO St Ln	MP 828.11				
9		MP 767.57					
10	Four Corners Lateral Loop	MP 828.11	UT/WY St Ln				
11	Rocky Mountain Expansion	UT/CO St Ln	Thompson Sta				
12		MP 546.4					
13		Thompson Sta	UT/CO St Ln				
14			MP 683.8				
15		UT/CO St Ln	Dragon Sta				
16		MP 729.3					
17		Dragon Sta	UT/CO St Ln				
18			MP 760.5				
19		UT/CO St Ln	Dinosaur Sta				
20		MP 767.6					
21		Dinosaur Sta	Browns Park				
22			MP 828.1				
23		Red Wash	Dinosaur Sta				
24		Lateral					
25	West Leg LPG Rocky Mountain	WY/UT St Ln	American Quasar				
26			Pineview				
27		WY/UT St Ln	MP 34				
28		Unocal Lisbon	Rocky Mtn W Leg				
29		MP 34	Yellow Creek				
30			Tie-In MP 10				
31		WY/UT St Ln	Yellow Creek				
32			Tie-In				
33		RM West Lat	West Lat				

Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Wisconsin						
2	LPG Blue System						
3	Main Line East	Enmarc	East Blue Sys				
4		Janesvl Inj					
5		IL/WI St Ln	Janesvl Term				
6							
7							
8							

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Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	State of Wyoming						
2	LPG Rocky Mountain System	UT/WY St Ln	Rock Spg Sta				
3	Canyon Creek Lateral	Questar Vermil	MP 854.5				
4	East Lateral LPG Rocky Mtn	Rock Spg Sta	MP 28.69				
5	Rocky Mtn E Leg Loop 1	MP 8.1	Rock Spg Sta				
6	Rocky Mtn E Leg Loop 2	MP 44.44	Rock Spg Sta				
7	Patrick Draw Lateral	MP 46.44 E Lat	Champ Pt Dr Plt				
8		MP 46.44 E Lat	Champ Pt Dr Plt				
9		Pat Draw LP	Sweetwater				
10	Wamsutter Lateral	Citgo Red Dsr	Amoco Wams				
11		Echo Spgs	MP 4.08				
12	Red Desert Lateral	Red Desert	Tipton				
13		Citgo Red Dsr	Wamsutter				
14	W Lateral LPG Rocky Mtn System	Rock Springs	MP 90.52				
15		MP 90.52	WY/UT St Ln				
16		MP 113.30 W Leg	Amoco Anschutz				
17	Rocky Mountain W Leg Loop	MP 35.0	MP 45.4				
18	Rocky Mountain Lateral Loop	North Lateral	Loop				
19	Yellow Creek Loop	MP 115.26 W Leg	Yell Crk WY/UT				
20		MP 113.30 W Leg	YellowCrk Tieln				
21		YellCrk Tie In	WY/UT St Ln				
22	North Lateral	MP 50.82 W Lat	NW PL Opal Plt				
23	North Lateral Loop	Rocky Mtn W Lat	Opal Plant				
24	Echo Springs Loop	Rocky Mtn W Lat	Echo Spgs Plt				
25	Northwest Lateral	MP 90.52	MP 12.017 NW La				
26		MP 12.017 NW La	Ryckman Crk				
27		Amoco Ryckmn Cr	Amoco Whitney C				
28		MP 12.017 NW	Chevron Painter				
29		NW Lateral	Chevron E Paint				
30		Painter Tie-In	Amoco Anschutz				
31		NW Lateral	Chev Cart Crk				
32		Amoco Whit Sta	Chev Cart Crk				
33		Amoco Whit Sta	Injection				
34		Chev Cart Crk	Uinta				
35		Coastal Blk Frk	Uinta				
36		Lincln Rd Lat	Sweetwater				

Annual Cost of Service Based Analysis Schedule

1.) Use footnotes when particulars are required or for any explanations.
 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	189,769,924	161,988,026
2	Depreciation Expense	39,703,969	32,471,446
3	AFUDC Depreciation	2,203,859	2,074,216
4	Amortization of Deferred Earnings	8,689,941	8,581,976
5	Rate Base		
5a	Rate Base - Original Cost	1,276,387,941	812,584,837
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	219,415,538	225,006,673
5d	Total Rate Base - Trended Original Cost - (line 5a + line 5b + line 5c)	1,495,803,479	1,037,591,510
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	42.88	41.29
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	57.12	58.71
6c	Rate of Return - Cost of Long Term Debt Capital	4.81	5.80
6d	Rate of Return - Real Cost of Stockholders' Equity	12.56	13.44
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	9.24	10.29
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	30,851,365	24,848,449
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	107,313,010	81,872,444
7c	Total Return on Rate Base - (line 7a + line 7b)	138,164,375	106,720,893
8	Income Tax Allowance	46,700,033	42,954,141
8a	Composite Tax Rate % (37.50% - 37.50)	31.66	32.00
9	Total Cost of Service	425,232,101	354,790,698
10	Total Interstate Operating Revenues	368,961,472	344,970,224
11	Total Interstate Throughput in Barrels	174,122,538	173,704,532
12	Total Interstate Throughput in Barrel-Miles	88,018,690,800	87,433,219,465

SFPP. L.P.
2014 FORM NO. 6 MATERIAL
(PAGES 305, 602, 700)

Check appropriate box:

An Initial (Original) Submission

Resubmission No. _____

Form 6 Approved
OMB No.1902-0022
(Expires 10/31/2016)

Form 6-Q Approved
OMB No.1902-0206
(Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
Quarterly Financial Report

 (Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

Exact Legal Name of Respondent (Company) SFPP, L.P.	Year/Period of Report End of <u>2014/Q4</u>
---	---

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	425,017
2	Alaska	0	32	New York	0
3	Arizona	1,403,919	33	North Carolina	0
4	Arkansas	0	34	North Dakota	0
5	California	6,109,969	35	Ohio	0
6	Colorado	0	36	Oklahoma	0
7	Connecticut	0	37	Oregon	143,793
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	0	43	Texas	1,196,051
14	Indiana	0	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	0	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	111,080	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	9,389,829
30	New Jersey	0			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	2,287,181
62	Unemployment Insurance	179,344
63	Other U.S. Taxes (Specify, Except Income Taxes)	0
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	2,466,525
71	GRAND Total (Account No. 580)	11,856,354

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
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Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
(A) OWNED AND OPERATED BY RESPONDENT							
1	California	Watson	Colton				
2	California	Norwalk	AZ state line				
3	Arizona	Ca state line	Phoenix				
4	California	Watson	Colton				
5	California	Watson	Mission Valley				
6	California	Various	Various				
7	Arizona	NM state line	Tuscon				
8	California	Amorco	Oakland				
9	California	Oakland	San Francisco				
10	California	Concord	Sacramento				
11	California	Concord	Sacramento				
12	Arizona, California and Texas	Various	Various				
13	California and Texas	Various	Various				
14	New Mexico	TX state line	AZ state line				
15	Arizona	NM state line	Phoenix				
16	California	Colfax	NV state line				
17	Oregon	Portland	Eugene				
18	California	Bakersfield	Fresno				
19	California	Roseville	Chico				
20	Arizona	NM state line	Tuscon				
21	California and Oregon	Various	Various				
22	Arizona	Phoenix	Tucson				
23	Nevada	CA state line	Fallon NAS				
24	California	Concord	Fresno				
25	New Mexico	TX state line	AZ state line				
26	Texas	El Paso	NM state line				
27	Arizona and Texas	Various	Various				
28	California	Concord	NV state line				
29	California	Concord	San Jose				
30	New Mexico	TX state line	AZ state line				
31	California	Richmond	Brisbane				
32	California and Nevada	Various	Various				
33	Texas	El Paso	NM state line				
34	Arizona	Weymouth St	Naviska				
35	California	Sacramento	Roseville				
36	California	Richmond	Suisun				
37	California	Niland	Imperial				
38	California	Fresno	Lemoore NAS				
39	Texas	El Paso	NM state line				
40	Subtotal						
(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT							
40	Subtotal						
(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS							
40	Subtotal						

Annual Cost of Service Based Analysis Schedule

- 1.) Use footnotes when particulars are required or for any explanations.
- 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
- 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
- 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
- 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
- 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
- 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	58,149,033	62,894,662
2	Depreciation Expense	21,138,014	20,707,883
3	AFUDC Depreciation	590,238	576,903
4	Amortization of Deferred Earnings	2,514,968	2,469,559
5	Rate Base	[REDACTED]	
5a	Rate Base - Original Cost	505,203,701	468,823,046
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	62,087,531	61,996,764
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	567,291,232	530,819,810
6	Rate of Return % (10.25% - 10.25)	[REDACTED]	
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	48.36	47.40
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	51.64	52.60
6c	Rate of Return - Cost of Long Term Debt Capital	5.47	5.54
6d	Rate of Return - Real Cost of Stockholders' Equity	9.19	11.02
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	7.39	8.42
7	Return on Trended Original Cost Rate Base	[REDACTED]	
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	15,006,509	13,939,115
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	26,922,030	30,769,076
7c	Total Return on Rate Base - (line 7a + line 7b)	41,928,540	44,708,192
8	Income Tax Allowance	17,344,097	18,331,556
8a	Composite Tax Rate % (37.50% - 37.50)	36.94	33.56
9	Total Cost of Service	141,664,890	149,688,755
10	Total Interstate Operating Revenues	170,062,515	157,953,704
11	Total Interstate Throughput in Barrels	136,629,856	141,581,882
12	Total Interstate Throughput in Barrel-Miles	40,456,195,712	40,373,898,620

**SUNOCO PIPELINE L.P.
2014 FORM NO. 6 MATERIAL
(PAGES 123.1 - 123.3, 305,
600 - 600.3, 602 - 602.3, 700)**

Check appropriate box:

- An Initial (Original) Submission
- Resubmission No. _____

Form 6 Approved
 OMB No.1902-0022
 (Expires 10/31/2016)

Form 6-Q Approved
 OMB No.1902-0206
 (Expires 06/30/2016)



FERC Financial Report
FERC Form No. 6: ANNUAL REPORT
OF OIL PIPELINE COMPANIES and
Supplemental Form 6-Q:
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 (Formerly ICC Form P)

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Exact Legal Name of Respondent (Company)	Year/Period of Report
Sunoco Pipeline L.P.	End of <u>2014/Q4</u>

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Sunoco Pipeline L.P.	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	05/26/2015	2014/Q4
Notes to Financial Statements (continued)			

Summary of Significant Accounting Policies

Narrative Description of Business:

Sunoco Pipeline L.P. ("SPLP") is principally engaged in the transportation of products and crude oil located in the Northeast, Midwest and Southwest United States. The Partnership's operations and reporting are divided into the following segments:

The Products Pipeline System consists of approximately 2,100 miles of products pipelines in several regions of the United States. The pipelines primarily transport refined products and natural gas liquids in the northeast, midwest, and southwest United States. This segment also includes: a 13.3% percent interest in Explorer Pipeline Company, a joint venture that owns a 1,850-mile refined product pipeline; an 83.8 percent economic interest (a 70.0 percent voting interest) in Inland Corporation, a joint venture that owns a 350-mile refined product pipeline; a 31.5 percent interest in Wolverine Pipe Line Company, a joint venture that owns a 700-mile refined product pipeline; a 17.1 percent interest in West Shore Pipe Line Company, a joint venture that owns a 650-mile refined product pipeline; and a 14.0 percent interest in Yellowstone Pipe Line Company, a joint venture that owns a 700-mile refined product pipeline.

The Crude Oil Pipeline System consists of approximately 4,200 miles of crude oil trunk and gathering pipelines in the southwest and midwest United States plus a 88.6 percent interest in West Texas Gulf Pipe Line Company, a joint venture that owns a 580-mile crude oil pipeline; a 100 percent interest in Excel Pipeline LLC, the owner of the 49-mile Excel Pipeline System; and through its 100 percent ownership of Sunoco Pipeline Acquisition LLC, a 91.0 percent economic interest (a 100 percent voting interest) in Mid-Valley Pipeline Company, a joint venture that owns an approximate 1000-mile crude oil pipeline.

Regulations:

SPLP crude oil and products transportation activities are subject to regulation by the Federal Energy Regulatory Commission ("FERC") and various state authorities. Regulatory bodies exercise statutory authority over matters such as rates and underlying accounting practices, as well as rate making agreements with customers.

Basis of Presentation:

The financial statements of SPLP are prepared in accordance with accounting requirements of the FERC, as set forth in the applicable Uniform System of Accounts and published accounting releases, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Sunoco Pipeline L.P.	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	05/26/2015	2014/Q4
Notes to Financial Statements (continued)			

Revenue:

Revenues are primarily generated by charging tariffs for transporting refined products, natural gas liquids, crude oil and other hydrocarbons through the pipelines. Affiliated revenue consists of pipeline transportation to Sunoco L.P., Energy Transfer Partners L.P., Sunoco Logistics Partners L.P. and their subsidiaries.

Receivables from Affiliated Companies:

This account includes amounts receivable from affiliated companies subject to settlement within one year from the balance sheet date.

Accounts Receivable:

Accounts receivable represent valid claims against non-affiliated customers for products sold or services rendered. SPLP extends credit terms to certain customers after review of various credit indicators, including the customer's credit rating. Outstanding customer receivable balances are regularly reviewed for possible non-payment indicators and reserves are recorded for doubtful accounts based upon management's estimate of collectability at the time of review. Actual balances are charged against the reserve when all collection efforts have been exhausted.

Investment in Affiliates:

Investments in affiliates, which consist of corporate joint ventures, are accounted for under the equity method of accounting in accordance with section 2-2 under 18 CFR Part 352 of the Commission's regulations. Under this method, an investment is carried at acquisition cost, increased for the equity in income or decreased for the equity in loss from the date of acquisition, and reduced for dividends received.

SPLP's equity in investments in corporate joint ventures was \$794 million as of December 31, 2014. During 2014, SPLP received year to date distributions in the amount of \$22 million from its investments in corporate joint ventures.

Environmental Remediation:

SPLP accrues environmental remediation costs for work at identified sites where an assessment has indicated that cleanup costs are probable and reasonably estimable. Such accruals are undiscounted and are based on currently available information, estimated timing of remedial actions and related inflation assumptions, existing technology and presently enacted laws and regulations. If a range of probable environmental cleanup costs exists for an identified site, the minimum of the range is accrued unless some other point or points in the range are more likely, in which case the most likely amount in this range is accrued.

Properties, Plant and Equipment:

FERC FORM NO. 6 (REV. 12-95)	123.2
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Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Sunoco Pipeline L.P.	(1) <input type="checkbox"/> An Original (2) <input checked="" type="checkbox"/> A Resubmission	05/26/2015	2014/Q4
Notes to Financial Statements (continued)			

For financial reporting purposes, depreciation is computed on a composite straight-line method at rates based on the expected economic lives of the various classes of assets. These rates are the same as those authorized by the FERC. SPLP capitalized expenditures related to property, plant and equipment that have a useful life greater than one year for (1) assets purchased or constructed; (2) existing assets that are replaced or improved; or (3) land regardless of cost. During construction, SPLP capitalized direct costs, such as labor and materials, and overhead. Pipelines and equipment are stated at historical cost.

Impairment of Long Lived assets:

Long-lived assets are reviewed for impairment whenever events or circumstances indicate that the carrying amount of the assets may not be recoverable. Such events and circumstances include, among other factors: operating losses; unused capacity; market value declines; technological developments resulting in obsolescence; changes in demand for products manufactured by others utilizing the SPLP's services or for the SPLP's products; changes in competition and competitive practices; uncertainties associated with the United States and world economies; changes in the expected level of environmental capital, operating or remediation expenditures; and changes in governmental regulations or actions.

Other Deferred Charges:

Pursuant to 18 CFR sections 352-1, FERC accounting regulations state that the purchase of a proportionate share of an undivided joint interest pipeline system shall be recorded at the amount that the percentage acquired bears to the whole. The deficiency is being amortized over the remaining service life of the system through income. At December 31 2014, deferred charges related to the deficiency in the undivided joint interest net of amortization were \$2.2 million and \$8.9 million respectively for Mesa and Harbor Pipeline system.

Income Taxes:

No provision for U.S. federal income taxes is included in the accompanying financial statements. As a partnership, SPLP is not a taxable entity for U.S. federal income tax purposes, or for the majority of states that impose income taxes. Taxable income, which may vary substantially from the net income reported for financial reporting purposes, is includable in the federal and state income tax returns of unit holders of Sunoco Logistics Partners L.P. which owns SPLP. There are some states, however, in which SPLP operates where the partnership is subject to state and local income taxes.

Treasury Services Agreement:

Sunoco Logistics Partners L.P. which owns SPLP, had a treasury services arrangement with Sunoco,

Pipeline Taxes (Other than Income Taxes)

1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year.
 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.

A. STATE, LOCAL, AND OTHER TAXES

Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	637,148
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	0
5	California	0	35	Ohio	149,040
6	Colorado	0	36	Oklahoma	1,713,608
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	1,521,755
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	0	43	Texas	5,970,522
14	Indiana	0	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	0
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	1,380,942	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	0	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	12,441,146
30	New Jersey	1,068,131			0

B. U.S. GOVERNMENT TAXES

Line No.	Kind of Tax (a)	Amount (in dollars) (b)
61	Old-Age Retirement	0
62	Unemployment Insurance	0
63	Other U.S. Taxes (Specify, Except Income Taxes)	297
64		0
65		0
66		0
67		0
68		0
69		0
70	TOTAL - U.S. Government Taxes	297
71	GRAND Total (Account No. 580)	12,441,443

Statistics of Operations

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
CRUDE OIL				
1	Michigan	55,860,888		
2	Oklahoma	29,625,262	3,026,310	29,674,150
3	Texas	277,743,952	49,215,351	62,246,750
4	Louisiana	11,548,046		
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL	374,778,148	52,241,661	91,920,900
PRODUCTS (State of Origin and				
16	MASSACHUSETTS			
17	Kerosene-29112	8,825,062		
18				
19	MICHIGAN			
20	Gasoline-29111	67,079		
21	Kerosene-29112			
22	Fuel Oil-29117	1,370,728		
23	But/Pro/Iso-29119	1,255,032		
24				
25	NEW JERSEY			
26	Gasoline-29111	12,433,468		717,209
27	Kerosene-29112	21,221,611		
28	Fuel Oil-29117	10,957,713		426,554
29				
30				
31	TOTAL	56,130,693		1,143,763

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	PRODUCTS (State of Origin and			
16				
17				
18				
19				
20				
21	NEW YORK			
22	Gasoline-29111	1,226,906		1,016,633
23	Kerosene-29112	515,964		
24	Fuel Oil-29117			63,238
25				
26	TEXAS			
27	Gasoline-29111	2,028,900		12,736,671
28	Kerosene-29112			3,046,599
29	Fuel Oil-29112	2,847,877		5,620,056
30				
31	TOTAL	6,619,647		22,483,197

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	PRODUCTS (State of Origin and			
16	PENNSYLVANIA			
17	Gasoline -29111	11,870,438		11,050,095
18	Kerosene-29112	47,027		
19	Fuel Oil-29117	9,789,692		5,618,829
20	But/Pro/Iso 29119	7,682,645		
21	OHIO			
22	Gasoline-29111	2,844,386		525,753
23	Kerosene-29112	5,796,395		
24	Fuel Oil-29117	1,327,963		24,009
25	But/Pro/Iso-29119	1,590,790		
26				
27	CANADA			
28	But/Pro/Iso-29119	414,149		
29				
30				
31	TOTAL	41,363,485		17,218,686

Statistics of Operations (continued)

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	CRUDE OIL			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	PRODUCTS (State of Origin and			
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	TOTAL			
	GRAND TOTAL	478,891,973	52,241,661	132,766,546

33a Total Number of Barrel-Miles (Trunk Lines Only):

(1) Crude Oil	<u>42,102,417,743</u>
(2) Products	<u>10,333,861,837</u>

Miles of Pipeline Operated at end of Year

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
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(A) OWNED AND OPERATED BY RESPONDENT

1	REFINED PRODUCTS						
2	Magtex Pipeline Sys-Texas	Hebert	Hearne				
3		Hebert	Aldine				
4		Hebert	Waskom				
5		Port Arthur	Hebert				
6		Beaumont	Hebert				
7		Mont Belvieu	Nederland				
8		Various					
10	Ohio	Toledo	Fostoria				
11		Fostoria	Hudson				
12		Hudson	OH State Line				
13		Various	Various				
15	Michigan	Toledo	Inkster(Rouge)				
16		Inkster	Sarnia				
17		Millard	Inkster				
18		Toledo	Inkster(Sarnia)				
19		Various	Various				
21	New York	Caledonia	Rochester				
22		Bald Eagle	Buffalo				
24	New Jersey	NJ State Line	NJ State Line				
25		NJ State Line	Newark				
26		Various	Various				
28	Delaware	DE State Line	DE State Line				
30	Massachusetts	East Boston	Logan				
32	Pennsylvania	Houston	Vanport				
33		Boot	Fullerton				
34		Montello	Berne Jct				
35		Berne Jct	Tamaqua				
36		Tamaqua	Kingston				
37		Hudson	Vanport Jct				
38		Twin Oaks	Newark				
39		Point Breeze	Montello				
40	Subtotal			544		3,498	

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Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
----------	----------------------------------	--------------------------	------------------------	--	--	--	--

(A) OWNED AND OPERATED BY RESPONDENT

1		Ft. Mifflin	Phila Refinery			3	16
2		Hog Island	Darby Creek			6	30
3		Hog Island	Ft. Mifflin			1	24
5	Ohio	OH State Line	Toledo			7	16
6		Pickle Street	Toledo			4	16
7	Louisiana	Haynesville	Winn Bottom			1	8
9	CRUDE GATHERING SYSTEM						
10	TX-Sour Lake	Various	Various	119			
11	TX-Corsicana	Various	Various	28			
12	TX-Abilene	Various	Various	167			
13	OK-Drumright	Various	Various	78			
14	OK- Maysville	Various	Various	152			

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Miles of Pipeline Operated at end of Year (continued)

- 1.) Give particulars (details) called for by State and termini, concerning the miles of all pipeline operated, and size of each line at end of year, according to the classifications given.
- 2.) Report miles of pipeline operated to the nearest whole mile adjusted to footings, i.e.: count ½ mile and over as a whole mile disregarding any fraction less than ½ mile. Report fractional size line in the next smaller whole size, e.g.: report 2-1/2" and 6-5/8" lines as 2" and 6" lines, respectively. Size of line is defined as inside diameter.
- 3.) Report under (A), the lines wholly owned and operated by respondent, including wholly owned minor facilities temporarily idle or in standby service.
- 4.) Report under (B), the total miles of pipeline owned in undivided joint interests and operated by respondent. Name each pipeline and give names of

Line No.	Name of Company and State (a)	TERMINI From - (b)	TERMINI TO - (c)	OP AT END OF YR GATHERING LINES Miles (d)	OP AT END OF YR GATHERING LINES Size of Line (in inches) (e)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Miles (f)	OP AT END OF YR TRUNK LINES FOR CRUDE OIL Size of Lines (in inches) (g)
(B) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY RESPONDENT							
1	Harbor Pipeline System, NJ	Woodbury	Linden				
40	Subtotal						
(C) OWNED IN UNDIVIDED JOINT INTEREST AND OPERATED BY OTHERS							
1	Mesa Pipeline System-TX	Midland	Colorado City			80	24
40	Subtotal					80	
(D) OWNED BY OTHERS BUT OPERATED BY RESPONDENT							
40	Subtotal						
GRAND TOTAL				544		3,578	

Annual Cost of Service Based Analysis Schedule

- 1.) Use footnotes when particulars are required or for any explanations.
- 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
- 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
- 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
- 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
- 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
- 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	157,268,889	128,611,415
2	Depreciation Expense	32,080,785	16,774,890
3	AFUDC Depreciation	2,383,952	1,020,445
4	Amortization of Deferred Earnings	3,647,268	3,590,784
5	Rate Base	[REDACTED]	
5a	Rate Base - Original Cost	1,086,326,806	671,809,479
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	105,889,134	104,146,900
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	1,192,215,940	775,956,379
6	Rate of Return % (10.25% - 10.25)	[REDACTED]	
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	34.78	23.71
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	65.22	76.29
6c	Rate of Return - Cost of Long Term Debt Capital	4.97	5.12
6d	Rate of Return - Real Cost of Stockholders' Equity	10.29	10.39
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.44	9.14
7	Return on Trended Original Cost Rate Base	[REDACTED]	
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	20,608,239	9,419,737
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	80,011,256	61,506,422
7c	Total Return on Rate Base - (line 7a + line 7b)	100,619,496	70,926,160
8	Income Tax Allowance	48,553,535	35,468,148
8a	Composite Tax Rate % (37.50% - 37.50)	36.14	34.95
9	Total Cost of Service	344,553,925	256,391,842
10	Total Interstate Operating Revenues	344,056,952	229,640,466
11	Total Interstate Throughput in Barrels	445,799,621	384,164,015
12	Total Interstate Throughput in Barrel-Miles	34,267,841,684	31,742,533,132