

PLAINS PIPELINE, L.P.

PROPORTIONAL TARIFF

THE RATES AND CHARGES NAMED IN THIS TARIFF ARE FOR THE
TRANSPORTATION AND DELIVERY
OF

CRUDE PETROLEUM

FROM POINTS NAMED IN:

LOUISIANA
and
MISSISSIPPI

TO POINT NAMED IN:

ILLINOIS

Governed, except as otherwise provided herein, by rules and regulations published in Plains Pipeline, L.P.'s F.E.R.C. No. 2, supplements thereto or reissues thereof.

This tariff publication is filed in accordance with indexing and tariff ceiling provisions of 18 CFR 342.3.

ISSUED: May 27, 2010

EFFECTIVE: July 1, 2010

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

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**LIST OF POINTS FROM AND TO WHICH RATES APPLY AND
RATES ON CRUDE PETROLEUM IN CENTS PER BARREL OF 42 UNITED STATES GALLONS**

ROUTE NO.	ORIGIN	DESTINATION	THROUGH RATE TO ESTABLISHED DESTINATION
02	St. James, St. James Parish, Louisiana	Patoka, Marion County, Illinois	[U] 54.53
03	Liberty, Amite County, Mississippi		[U] 54.53

DRA SURCHARGE: An additional surcharge of [D] 29.33 cents per barrel will be added to the through rate, as defined below.

VISCOSITY SURCHARGE: In addition to all other charges for transportation hereunder, all Crude Petroleum having a viscosity in excess of 55 Saybold Universal Seconds (SUS) or greater at 100 degrees Fahrenheit, based upon the most recent Crude Petroleum Viscosities published by the operator of the Capline System, shall be subject to a surcharge of [U] 0.38 cents per barrel for each unit SUS in excess of 55 SUS.

SPILL RESPONSE SURCHARGE: As mandated by the Oil Pollution Act of 1990 (33 U.S.C. Section 1321, et seq.), the Operator of the Capline System has designated the Marine Spill Preparedness Corporation (MSRC) as the contractor that will respond to a catastrophic discharge of Crude Petroleum at the Capline System facilities at St. James, Louisiana. The MSRC receives financial support from the Marine Preservation Association (MPA). Plains Pipeline, L.P. will charge all Shippers who are not members of the MPA an additional [U] **4.00** cents per barrel for Crude Petroleum unloaded from barges or marine tankers into the Capline System facility at St. James.

No gathering service will be performed under this tariff, and the rates named herein are for trunk line transportation only.

EXCEPTIONS AND ADDITIONS TO PLAINS F.E.R.C. NO. 2

ITEM NO. 5: In addition to the definitions stated in Item No. 5 of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, the following definitions will apply to movements listed herein:

"Capline System" means the undivided interest pipeline that originates in St. James, St. James Parish, Louisiana and terminates in Wood River, Marion County, Illinois.

"DRA" means Drag Reducing Agent.

"Standard Capacity" means pipeline capacity of 1,140,000 barrels per day.

ITEM NO. 10: In lieu of the provisions stated in Item No. 10 (a) of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, supplements thereto or reissues thereof, the following rule will apply to movements listed herein:

Nominations for the transportation of Crude Petroleum under this tariff publication will be accepted in quantities of not less than forty thousand (40,000) Barrels aggregate from one or more Shippers as operations permit and provided such Crude Petroleum is of similar quality and characteristics as is being

transported from receipt point to destination point; except that Carrier reserves the right to accept any quantity of Crude Petroleum from lease tanks or other facilities to which Carrier's facilities are connected if such quantity can be consolidated with other Crude Petroleum such that Carrier can make a single delivery of not less than forty thousand (40,000) Barrels.

ITEM NO. 10: In lieu of the provisions stated in Item Nos. 10(c)-(d) of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, the following rule will apply to movements listed herein:

Carrier will accept Nominations from Shipper(s) three times during the month preceding the month during which the transportation is requested. During the first Nomination period, Carrier will only accept Nominations received BEFORE 12:00 noon Central Standard Time/Central Daylight Saving Time, whichever is applicable, on the tenth (10th) of the month preceding the movement. Barrels Nominated must be in writing. If Carrier's space is Nominated either full or beyond Standard Capacity during either the tenth (10th) or fourteenth (14th) of the month Nomination period, then Item No. 75 (APPORTIONMENT WHEN NOMINATIONS ARE IN EXCESS OF FACILITIES) of Plains Pipeline, L.P.'s F.E.R.C. No. 2, supplements thereto and reissues thereof, will apply, and shippers Nominating barrels to Carrier during this tenth (10th) of the month Nomination period will be charged the transportation rate for all Nominated barrels, adjusted for proration, unless Carrier is unable to transport the barrels due to force majeure. Should a Shipper's actual volumes delivered exceed the Nominated volumes, adjusted for proration, Shipper will be obligated to pay for actual volumes delivered. When the tenth (10th) of the month falls on a weekend or a holiday, Nominations will be required prior to 12:00 noon Central Standard Time/Central Daylight Saving Time, whichever is applicable, on the preceding workday.

Barrels Nominated by Shipper(s) in writing to Carrier AFTER 12:00 noon Central Standard Time/Central Daylight Saving Time, whichever is applicable, on the tenth (10th) day of the month preceding the movement and prior to 12:00 noon Central Standard Time/Central Daylight Saving Time, whichever is applicable, on the fourteenth (14th) of the month preceding the movement will be part of the second Nomination period. When the fourteenth (14th) of the month falls on a weekend or a holiday, Nominations will be required prior to 12:00 noon Central Standard Time/Central Daylight Saving Time, whichever is applicable, on the preceding workday. This Nomination period is available for Carrier to accept Nominations for remaining space available, if any, subsequent to the first Nomination period. Shipper(s) Nominating barrels to Carrier during this period are not obligated to pay transportation charges on Nominated barrels; rather, transportation will be charged on barrels transported and delivered out of Carrier's System. Item No. 75 (APPORTIONMENT WHEN NOMINATIONS ARE IN EXCESS OF FACILITIES) of Plains Pipeline, L.P.'s F.E.R.C. No. 2, supplements thereto and reissues thereof, will apply when there are Nominated to Carrier more barrels during this Nomination period than the remaining available space.

Nominations are required on capacity created by DRA injection. When the System is Nominated to the Standard Capacity** on the fifteenth (15th) of the month preceding movement, Carrier will notify Shipper(s) via email or other agreed upon method that Nominations are being accepted. Should the System be Nominated to Standard Capacity between the fifteenth (15th) and the eighteenth (18th) of the month preceding movement, Carrier will notify the Shipper(s) via email or other agreed upon method that Nominations will be received in writing before 12:00 noon Central Standard Time/Central Daylight Savings Time, whichever is applicable, on the eighteenth (18th) of the month preceding movement. When the eighteenth (18th) of the month falls on a weekend or holiday, Nominations will be required in writing BEFORE 12:00 noon Central Standard Time/Central Daylight Savings Time, whichever is applicable, the preceding workday. Shipper(s) Nominating barrels to Carrier during this Nomination period will be charged a DRA surcharge of **[D] 29.33** cents per barrel plus transportation for barrels moved. Shippers Nominating barrels to the Carrier during this period, will be charged the DRA surcharge of **[D] 29.33** cents per barrel plus a **[U] 10.00** cents per barrel penalty for barrels not moved. Item No. 75 (APPORTIONMENT WHEN NOMINATIONS ARE IN EXCESS OF FACILITIES) of Plains Pipeline, L.P.'s F.E.R.C. No. 2, supplements thereto and reissues thereof, will apply when there are Nominated to Carrier more barrels during this Nomination period than the remaining available capacity.

ITEM NO. 25: In addition to the provisions stated in Item No. 25(a) of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, the following rule will apply to movements listed herein: No Crude

Petroleum will be accepted for transportation except Crude Petroleum of the gravity of twenty degrees (20°) A.P.I. (American Petroleum Institute) or higher.

ITEM NO 75: In addition to the provisions stated in Item No. 75(b)(1) of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, the following rule will apply to movements listed herein:

During the first Nomination period, as provided for IN Item No. 10, up to five percent (5%) of Plains Pipeline, L.P.'s capacity will be reserved for New Shippers. Up to five percent (5%) will be allocated on a current tender basis among all New Shippers during the second Nomination period.

ITEM NO. 95: In addition to the provisions stated in Item No. 95 of Plains Pipeline, L.P.'s rules and regulations tariff, F.E.R.C. No. 2, the following rule will apply to movements listed herein:

Carrier will receive Crude Petroleum across its dock facilities at St. James Terminal, St. James Parish, Louisiana, from tankers.

Shipper shall be responsible – at its own expense – for berthing of tankers at docks. Shipper shall furnish – at its own expense – all labor required for unloading, including connecting and disconnecting unloading arms to the tanker manifold. No pumping equipment for the unloading of Crude Petroleum from tankers will be furnished by Carrier.

Carrier will not provide any tanker storage facilities, and no provisions will be made for tanker loading, bunkering of tugs or tankers, deballasting, or water bottom treating.

EXPLANATION OF REFERENCE MARKS:

- [U] Unchanged rate
- [D] Decrease