

PLANTATION PIPE LINE COMPANY
LOCAL, PROPORTIONAL AND VOLUME INCENTIVE TARIFF

APPLYING ON

PETROLEUM PRODUCTS

As Defined Herein

FROM

LOUISIANA
Baton Rouge
(East Baton Rouge Parish)

MISSISSIPPI
Collins (Covington County)
Pascagoula (Jackson County)

ALABAMA
Helena
(Shelby County)

TO

PIPELINE TERMINALS

AT POINTS IN:

ALABAMA, GEORGIA, MISSISSIPPI, NORTH CAROLINA,
SOUTH CAROLINA, TENNESSEE, AND VIRGINIA

Rates herein are governed by **Rules and Regulations** provided in Plantation Pipe Line Company's **Tariff FERC No. 131**, supplements thereto and reissues thereof. The rates named herein are expressed in cents per barrel of forty-two United States gallons and are subject to change as provided by law.

Issued on twenty-five days' notice under authority of 18 CFR § 341.14. This tariff is conditionally accepted subject to refund, pending a 30 day review period.

Petroleum Products transported under this tariff are entitled to such privileges and subject to such charges as published by Carrier and lawfully in effect on date of shipment and on file with the FERC.

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

Section Four Rates: This tariff contains rates that are higher for shorter than longer distances over the same route. Such departure from the terms of the amended Fourth Section of the Interstate Commerce Act is permitted by authority of the Federal Energy Regulatory Commission, Fourth Section application dated October 1, 1997, as indicated herein.

ISSUED: November 5, 2007

EFFECTIVE: December 1, 2007

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ITEM 10 - TABLE OF LOCAL RATES * ⑪

(Rates in cents per Barrel)

[U] Unchanged. All rates in this table are unchanged.

To	FROM		
	① Baton Rouge, LA (East Baton Rouge Parish)	Pascagoula, MS (Jackson County)	Collins, MS (Covington County)
Athens, GA (Clarke County)	② 70.50	② 70.50	② 61.77
Atlanta (Doraville), GA (DeKalb County)	73.23	73.23	64.49
Atlanta (Chattahoochee), GA (Fulton County)	73.23	73.23	64.49
Atlanta (Hartsfield Airport), GA ③	85.30	85.30	77.25
Belton, SC (Anderson County)	② 72.87	② 72.87	② 64.16
Birmingham, AL (Jefferson County)	60.58	60.58	51.87
Bremen, GA (Haralson County)	72.74	72.74	64.03
Charlotte, NC (Mecklenburg County)	83.87	83.87	75.16
Charlotte (Douglas Airport), NC ③	96.01	96.01	87.76
Chattanooga, TN (Hamilton County)	85.58	85.58	76.88
Cockpit Point, VA (Prince William County)	98.75	98.75	90.04
Collins, MS (Covington County)	39.93	④ 39.93	-----
Columbus, GA (Muscogee County)	76.52	76.52	67.75
Dulles International Airport, VA ③ ⑤	101.65	101.65	93.27
Fredericksburg, VA (Spotsylvania County)	98.75	98.75	90.04
Greensboro, NC (Guilford County)	87.61	87.61	78.91
Hartwell, GA (Hart County)	78.54	78.54	69.84
Knoxville, TN (Knox County)	89.63	89.63	80.89
Lockhart, MS (Lauderdale County)	51.85	④ 51.85	④ 43.10
Macon, GA (Bibb County)	78.37	78.37	69.65
Meridian, MS (Lauderdale County)	47.75	④ 47.75	④ 39.02
Montgomery, AL (Montgomery County)	75.78	75.78	67.06
Moundville, AL (Hale County)	57.83	57.83	49.11
Oxford, AL (Calhoun County)	67.90	67.90	58.64
Richmond, VA (Chesterfield County)	93.44	93.44	84.73
Roanoke, VA (Roanoke County)	97.17	97.17	88.44
Ronald Reagan Washington National Airport, VA ③ ⑤	107.91	107.91	99.54
Spartanburg, SC (Spartanburg County)	81.26	81.26	72.56
Newington, VA (Fairfax County)	98.75	98.75	90.04

* See note ⑪ on Page 11. Add to the above local rates an ULSD Recovery Fee of [U] 4.28 cents per Barrel for all diesel movements.

ITEM 20 - TABLE OF PROPORTIONAL RATES * ⑪

(Rates in cents per Barrel)

[U] Unchanged. All rates in this table are unchanged.

To	From	Rate
Montgomery, AL (Montgomery County)	Helena, AL (Shelby County) <i>For volumes originating on Colonial Pipeline Company</i>	⑧ ⑫ 45.59
Atlanta (Doraville), GA (DeKalb County)		⑧ 64.62
Belton, SC (Anderson County)	Baton Rouge, LA (East Baton Rouge Parish)	⑧ 64.62
Birmingham, AL (Jefferson County)	<i>For volumes originating on Marathon Pipe Line LLC</i>	⑧ 51.63
Charlotte, NC (Mecklenburg County)	<i>At Garyville, LA (St. John the Baptist Parish)</i>	⑧ 74.21
Greensboro, NC (Guilford County)		⑧ 77.32
Macon, GA (Bibb County)		⑧ 68.13
Greensboro, NC ③ (Guilford County)	Baton Rouge, LA (E. Baton Rouge Parish)	66.52
<i>For volumes destined to Piedmont Triad International Airport</i>	Pascagoula, MS (Jackson County)	66.52
<i>Transported via tank truck.</i> ⑨	Collins, MS (Covington County)	57.68

* See note ⑪ on Page 11. Add to the above proportional rates an ULSD Recovery Fee of [U] 4.28 cents per Barrel for all diesel movements.

ITEM 30 - RATES AND CHARGES FOR MOVEMENTS THROUGH SHIPPER IN-TRANSIT STORAGE

Applicable rates and charges from Shipper in-transit storage location to final Destination shall be the sum of the following:

- (1) Injection Charge – **[U]** 7.0 cents per Barrel, the provisions of which do not apply to Origin locations.
- (2) Transportation Rate – The difference between the rates, Baton Rouge, LA to in-transit storage location and Baton Rouge, LA to final Destination, in effect at the time shipments reenter Carrier's System.

The provisions of the above injection charge and transportation rate do not apply to movements under proportional rates. It being impracticable to maintain the absolute identity of Petroleum Products stopped in-transit; reasonable substitution of Barrels of the same kind of commodity shall be permitted.

Volume deduction (Item 110.3 of Carrier's Rules and Regulations Tariff) will not apply to volumes reentering Carrier's System from in-transit tankage provided by Shipper.

ITEM 40 - RECEIVING CHARGES FOR SHIPMENTS

In addition to trunkline rates from Baton Rouge, LA to Destination, all Petroleum Products accepted for transportation at Dock Station, Baton Rouge, LA will be subject to the following receiving charge:

- (1) **[U]** 5.0 cents per Barrel for all Petroleum Products which are offered to Carrier for transportation at Carrier's Dock Station, Baton Rouge, LA.

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ITEM 50 - COLLINS ORIGIN VOLUME INCENTIVE PROGRAM

50.1	<u>GENERAL TERMS</u> Carrier's Collins Origin Volume Incentive Program (Collins VIP) rate incentives shall be available to all Shippers whose shipments originate on Carrier's System at Collins, MS and are subsequently delivered to any of the Destinations designated in 50.3 (1) or 50.4 (1) below, subject to Carrier's Rules and Regulations Tariff. During the Program Year, all Shippers shall be invoiced for transportation services at Carrier's base rates (see Tables of Local and Proportional Rates above). Collins VIP rate incentives will be remitted to each Shipper as described later in 50.5 below.	
50.2	<u>TERM</u> This item expires December 31, 2007 unless amended, extended or previously canceled.	
50.3	<u>COLLINS ORIGIN VOLUME INCENTIVE PROGRAM – GROUP I</u> (1) <u>Applicable Destinations</u> Listed below are the Destinations on Carrier's System to which Group I Incentives are applicable:	
	Meridian, MS Lockhart, MS Moundville, AL Birmingham, AL Oxford, AL	Bremen, GA Columbus, GA Macon, GA Atlanta (Doraville), GA Atlanta (Chattahoochee), GA
	(2) <u>Group I Incentive Levels</u> There are five levels of Group I Incentives:	
	Group I, Level A -	This incentive level applies to any Shipper who ships 2,500,000 Program Barrels during the Program Year.
	Group I, Level B -	This incentive level applies to any Shipper who ships between 2,500,001 and 5,000,000 Program Barrels during the Program Year.
	Group I, Level C -	This incentive level applies to any Shipper who ships between 5,000,001 and 10,000,000 Program Barrels during the Program Year.
	Group I, Level D -	This incentive level applies to any Shipper who ships between 10,000,001 and 13,000,000 Program Barrels during the Program Year.
	Group I, Level E -	This incentive level applies to any Shipper who ships between 13,000,001 and 40,000,000 Program Barrels during the Program Year.
	(3) The incentives, per Program Barrel, applicable for Group I are as follows:	
	Group I, Level A -	[U] 4.0 cents
	Group I, Level B -	[U] 6.0 cents
	Group I, Level C -	[U] 8.0 cents
	Group I, Level D -	[U] 11.0 cents
	Group I, Level E -	[U] 15.0 cents

ITEM 50 - COLLINS ORIGIN VOLUME INCENTIVE PROGRAM (CONTINUED)

50.4	<u>COLLINS ORIGIN VOLUME INCENTIVE PROGRAM – GROUP II</u> (1) <u>Applicable Destinations</u> Listed below are the Destinations on Carrier's System to which Group II incentives are applicable:					
	Wm. B, Hartsfield Atlanta International Airport – Atlanta, GA Douglas International Airport – Charlotte, NC					
	(2) <u>Group II Incentive Levels</u> There are four levels of Group II Incentives:					
	Group II, Level A -	This incentive level applies to any Shipper who ships 500,000 Program Barrels during the Program Year.				
	Group II, Level B -	This incentive level applies to any Shipper who ships between 500,001 and 1,000,000 Program Barrels during the Program Year.				
	Group II, Level C -	This incentive level applies to any Shipper who ships between 1,000,001 and 1,500,000 Program Barrels during the Program Year.				
	Group II, Level D -	This incentive level applies to any shipper who ships between 1,500,001 and 10,000,000 Program Barrels during the Program Year.				
	(3) The incentives, per Program Barrel, applicable for Group II are as follows:					
	Group II, Level A -	[U] 4.0 cents				
	Group II, Level B -	[U] 6.0 cents				
	Group II, Level C -	[U] 8.0 cents				
	Group II, Level D -	[U] 10.0 cents				
50.5	<u>COLLINS ORIGIN INCENTIVE REMITTANCE</u> (1) Carrier will issue an initial remittance to any Shipper (see Carrier's Rules and Regulations Tariff, Item 10 – Definitions) who achieves the minimum volume requirement(s) specified for the Level A incentives. Thereafter, as additional Program Barrels are shipped, Carrier shall issue a monthly remittance to each qualifying Shipper based on the prior month's shipments. These monthly remittances shall be based on the applicable incentive level(s) achieved by Shipper as described in 50.3 and 50.4 above, for Program Barrels shipped in the prior month.					
	(2) Examples of Collins Origin Volume Incentive Program application: Example 1 – The monthly shipments of Program Barrels into Group I destinations for Shipper "A" during the Program Year are as follows:					
	January	1,000,000 bbls.	May	1,300,000 bbls.	September	1,500,000 bbls.
	February	1,000,000 bbls.	June	1,300,000 bbls.	October	1,500,000 bbls.
	March	1,000,000 bbls.	July	1,500,000 bbls.	November	1,500,000 bbls.
	April	1,300,000 bbls.	August	1,500,000 bbls.	December	1,500,000 bbls.
	Total Program Barrels shipped during the Program Year = 15,900,000					

ITEM 50 - COLLINS ORIGIN VOLUME INCENTIVE PROGRAM (CONCLUDED)

Based on the incentives for Group I Destinations, the monthly remittances received by Shipper "A" will be as follows:		
<u>Month</u>	<u>Remittance</u>	<u>Explanation</u>
February	None	Cumulative Program Barrels less than 2,500,000
March	None	Cumulative Program Barrels less than 2,500,000
April	\$130,000	(2,500,000 bbls. x 4 cents) + (500,000 bbls. X 6 cents)
May	\$ 78,000	1,300,000 bbls. x 6 cents
June	\$ 90,000	(700,000 bbls. x 6 cents) + (600,000 bbls. X 8 cents)
July	\$104,000	1,300,000 bbls. x 8 cents
August	\$120,000	1,500,000 bbls. x 8 cents
September	\$120,000	1,500,000 bbls. x 8 cents)
October	\$162,000	(100,000 bbls. x 8 cents) + (1,400,000 bbls. x 11 cents)
November	\$165,000	1,500,000 bbls x 11 cents
December	\$221,000	(100,000 bbls. x 11 cents) + (1,400,000 bbls. x 15 cents)
January	\$225,000	1,500,000 bbls. x 15 cents

Note that remittances are issued by Carrier in the month subsequent to the month during which the Program Barrels are actually shipped.

Example 2 – The monthly shipments of Program Barrels into Group II Destinations for Shipper "B" during the Program Year are as follows:

January	200,000 bbls.	May	125,000 bbls.	September	150,000 bbls.
February	150,000 bbls.	June	125,000 bbls.	October	200,000 bbls.
March	150,000 bbls.	July	125,000 bbls.	November	200,000 bbls.
April	150,000 bbls.	August	125,000 bbls.	December	200,000 bbls.

Total Program Barrels shipped during the Program Year = 1,850,000

Based on the incentive for Group II Destinations, the monthly remittances received by Shipper "B" will be as follows:

<u>Month</u>	<u>Remittance</u>	<u>Explanation</u>
February	None	Cumulative Program Barrels less than 500,000
March	None	Cumulative Program Barrels less than 500,000
April	\$20,000	500,000 bbls. x 4 cents
May	\$ 9,000	150,000 bbls. x 6 cents
June	\$ 7,500	125,000 bbls. x 6 cents
July	\$ 7,500	125,000 bbls. x 6 cents
August	\$ 8,000	(100,000 bbls. x 6 cents) + (25,000 bbls. x 8 cents)
September	\$10,000	125,000 bbls. x 8 cents
October	\$12,000	150,000 bbls. x 8 cents
November	\$12,000	150,000 bbls. x 8 cents
December	\$19,000	(50,000 bbls. x 8 cents) + (150,000 bbls. x 10 cents)
January	\$20,000	200,000 bbls. x 10 cents

ITEM 60 – BENGAL PIPELINE ORIGIN ULSD VOLUME INCENTIVE PROGRAM

60.1	<p><u>GENERAL TERMS</u></p> <p>Carrier's Bengal Pipeline Origin Volume Incentive Program (Bengal VIP) [C] rate incentives shall be available to all Shippers on Bengal Pipeline [C] System [N] Company LLC's pipeline who deliver Ultra-Low Sulfur Diesel (ULSD) onto Carrier's System at Baton Rouge, LA and are subsequently delivered to any of the Destinations designated in 60.3 (1) below, subject to Carrier's Rules and Regulations Tariff. During the term of the Bengal VIP [C] (Bengal VIP Term), all Shippers shall be invoiced for transportation services at Carrier's base rates (see Tables of Local and Proportional Rates above). Bengal VIP [C] rate incentives will be remitted to each Shipper as described later in 60.4 below.</p>		
60.2	<p><u>TERM</u></p> <p>The Bengal VIP term begins [W] December 1, 2007 and expires [W] November 30, 2008 unless amended, extended or previously canceled.</p>		
60.3	<p><u>BENGAL PIPELINE ORIGIN VOLUME INCENTIVE PROGRAM</u></p> <p>(1) <u>Applicable Destinations</u></p> <p>Listed below are the Destinations on Carrier's System to which Bengal VIP incentives are applicable:</p>		
	<p>Athens, GA Belton, SC Charlotte, NC Greensboro, NC Spartanburg, SC</p>	<p>Atlanta (Doraville), GA Birmingham, AL Chattanooga, TN Knoxville, TN Oxford, AL</p>	<p>Atlanta (Chattahoochee), GA Bremen, GA Collins, MS Macon, GA Richmond, VA</p>
	<p>(2) <u>Incentive Levels</u></p> <p>There are three incentive levels:</p>		
	<p>Level A -</p>	<p>This incentive level applies to any Shipper who ships between [W] 750,000 and 8,000,000 ULSD barrels during the Bengal VIP Term.</p>	
	<p>Level B -</p>	<p>This incentive level applies to any Shipper who ships between 8,000,001 ULSD barrels and 10,000,000 ULSD barrels during the Bengal VIP Term.</p>	
	<p>Level C -</p>	<p>This incentive level applies to any Shipper who ships in excess of 10,000,000 ULSD barrels during the Bengal VIP Term.</p>	
	<p>(3) The incentives [C] rates in cents per barrel, applicable to ULSD shipments received by Carrier from the Bengal Pipeline System and subsequently delivered to applicable destinations:</p>		
	<p>Level A -</p>	<p>[U] 12.0 cents</p>	
	<p>Level B -</p>	<p>[U] 13.5 cents</p>	
	<p>Level C -</p>	<p>[U] 15.0 cents</p>	

ITEM 60 – BENGAL PIPELINE ORIGIN ULSD VOLUME INCENTIVE PROGRAM (CONCLUDED)

60.4	<u>BENGAL PIPELINE ORIGIN VOLUME INCENTIVE REMITTANCE</u>																																									
(1) Carrier will issue an initial remittance to any Shipper who achieves the minimum volume requirement(s) specified for the Level A incentive. Thereafter, as additional ULSD barrels are shipped, Carrier shall issue a monthly remittance to each qualifying Shipper based on the prior month's shipments. These monthly remittances shall be based on the applicable incentive level(s) achieved by Shipper as described in 60.3 above, for ULSD barrels shipped in the prior month.																																										
(2) Example calculation of Bengal VIP Incentive Remittance: Example – The monthly shipments of ULSD barrels by Shipper "A" originating from Bengal Pipeline and delivered to applicable destinations as stated in 60.3 (1) above during the Bengal VIP term are as follows:																																										
[W] December 700,000 bbls. January 850,000 bbls. February 850,000 bbls. March 800,000 bbls.	April 900,000 bbls. May 950,000 bbls. June 950,000 bbls. July 950,000 bbls.	August 900,000 bbls. September 850,000 bbls. October 950,000 bbls. November 950,000 bbls.																																								
Total ULSD barrels shipped during the Bengal VIP term = [W] 10,600,000																																										
Based on the monthly volumes above, the monthly remittances to Shipper "A" would be as follows:																																										
<table border="1"> <thead> <tr> <th><u>Month</u></th> <th><u>Remittance</u></th> <th><u>Explanation</u></th> </tr> </thead> <tbody> <tr> <td>January</td> <td>None</td> <td>Cumulative ULSD barrels less than [W] 750,000</td> </tr> <tr> <td>February</td> <td>[W] \$186,000</td> <td>[W] 1,550,000 x 12 cents</td> </tr> <tr> <td>March</td> <td>[W] \$102,000</td> <td>[W] 850,000 x 12 cents</td> </tr> <tr> <td>April</td> <td>[W] \$96,000</td> <td>[W] 800,000 x 12 cents</td> </tr> <tr> <td>May</td> <td>[W] \$108,000</td> <td>[W] 900,000 x 12 cents</td> </tr> <tr> <td>June</td> <td>[W] \$114,000</td> <td>[W] 950,000 x 12 cents</td> </tr> <tr> <td>July</td> <td>[W] \$114,000</td> <td>[W] 950,000 x 12 cents</td> </tr> <tr> <td>August</td> <td>[W] \$114,000</td> <td>[W] 950,000 x 12 cents</td> </tr> <tr> <td>September</td> <td>[W] \$108,000</td> <td>[W] 900,000 bbls x 12 cents)</td> </tr> <tr> <td>October</td> <td>[W] \$112,500</td> <td>[W] (150,000 bbls x 12 cents) + (700,000 bbls x 13.5 cents)</td> </tr> <tr> <td>November</td> <td>[W] \$128,250</td> <td>[W] 950,000 bbls x 13.5 cents</td> </tr> <tr> <td>December</td> <td>[W] \$137,250</td> <td>[W] (350,000 bbls x 13.5 cents) + (600,000 bbls x 15 cents)</td> </tr> </tbody> </table>	<u>Month</u>	<u>Remittance</u>	<u>Explanation</u>	January	None	Cumulative ULSD barrels less than [W] 750,000	February	[W] \$186,000	[W] 1,550,000 x 12 cents	March	[W] \$102,000	[W] 850,000 x 12 cents	April	[W] \$96,000	[W] 800,000 x 12 cents	May	[W] \$108,000	[W] 900,000 x 12 cents	June	[W] \$114,000	[W] 950,000 x 12 cents	July	[W] \$114,000	[W] 950,000 x 12 cents	August	[W] \$114,000	[W] 950,000 x 12 cents	September	[W] \$108,000	[W] 900,000 bbls x 12 cents)	October	[W] \$112,500	[W] (150,000 bbls x 12 cents) + (700,000 bbls x 13.5 cents)	November	[W] \$128,250	[W] 950,000 bbls x 13.5 cents	December	[W] \$137,250	[W] (350,000 bbls x 13.5 cents) + (600,000 bbls x 15 cents)			
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EXPLANATION OF REFERENCE MARKS

[C]	Cancel
[N]	New
[W]	Change in Wording Only.
[U]	Unchanged rate.
①	Also applicable as proportional rates on volumes received from Shell Pipeline Company LP's Norco, LA to Baton Rouge, LA pipeline for further transportation. See Shell Pipeline Company LP Tariff FERC No. 75, supplements thereto or successive issues thereof, for proportional rates, Norco, LA to Baton Rouge, LA. Shell Pipeline Company LP tariffs can be viewed at www.shellpipeline.com .
②	Section Four rates, Fourth Section application dated 10/1/97, effective 11/1/97
③	Shipments limited to the movement of commercial aviation turbine engine fuel.
④	Intrastate application only.
⑤	Shippers must provide tankage at the following locations: (1) Newington, VA (Washington, DC) terminal for shipments destined to Dulles International Airport and Ronald Reagan Washington National Airport.
⑧	Applicable only as proportional rate for traffic received from connecting carrier at designated origin and destined to terminal(s) shown.
⑨	Proportional rate includes delivery to shipper-designated terminal at Greensboro, NC. Shipper shall be responsible for additional terminalling and/or truck haul costs.
⑪	To recover the costs of complying with the Environmental Protection Agency's (EPA's) regulation of 40 CFR Part 80 Subpart 1, Carrier has established a diesel handling recovery fee for the recovery of prudently incurred costs necessary for Carrier to facilitate the handling of diesel products as defined in Carrier's Rules and Regulations Tariff, FERC No. 131, Item 295, supplements thereto and reissues thereof. The ULSD Recovery Fee is [U] 4.28 cents per Barrel on all diesel movements.
⑫	Shipments limited to the movement of gasoline.