

PREPARED BY, AND AFTER
RECORDING RETURN TO:

Fort Laramie - Salt Lake City
Morgan County, UT

Holme Roberts & Owen LLP
1700 Lincoln Street, Suite 4100
Denver, Colorado 80203-4541
Attn. Debe Thomas

E 087733 B 178 P 1183
Date 25-MAR-2002 3:32pm
Fee: 1,778.00 Check
BRENDA NELSON, Recorder
Filed By MBA
For HOLME ROBERTS & OWEN LLP
MORGAN COUNTY

ASSIGNMENT

STATE OF ILLINOIS §
 §
COUNTY OF COOK §

KNOW ALL MEN BY THESE PRESENTS:

BP Pipelines (North America) Inc., a Maine corporation, successor in interest to (i) Amoco Pipeline Company, a Maine corporation, and (ii) Service Pipe Line Company, a Maine corporation, and Utah Oil Refining Company, a Utah corporation, (collectively, hereinafter called "Assignor"), for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound, does hereby assign, transfer, convey, set over to, and divest in Rocky Mountain Pipeline System LLC, a Delaware limited liability company, whose mailing address is 555 Seventeenth Street, Denver, Colorado 80202, (hereinafter called "Assignee"), and its successors and assigns all of the property constituting the servitudes, rights of way, and easements as amended to date set forth and more particularly described on Exhibit A, which is attached hereto and incorporated herein by reference (hereinafter collectively termed the "Right of Way Interest"), together with all right, title, interest, estate, benefits and privileges, whether legal or equitable, in, to, under, and by virtue of the Right of Way Interest.

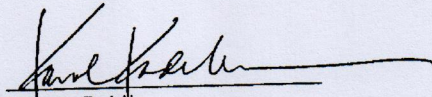
TO HAVE AND TO HOLD the Right of Way Interest and all such associated rights unto Assignee, its successors and assigns; subject, however, to all of the covenants, terms, and conditions as set forth in the Right of Way Interest.

Assignee hereby accepts the foregoing assignment of the Right of Way Interest and assumes and agrees to pay and perform the duties, obligations, covenants and conditions of Assignor thereunder which arise or accrue on or after the date hereof.

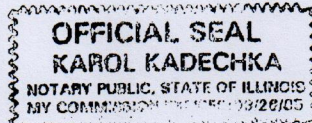
STATE of Illinois
COUNTY of Cook

The foregoing instrument was acknowledged before me this 1st day of March, 2002 by Daniel Pindus the Vice President of BP Pipelines (North America) Inc., a Maine corporation.
+ Director

Witness my hand and official seal.


Notary Public
Residing at 700 E. Randolph, Chicago
My Commission Expires: 3.26.05

(SEAL)



IN WITNESS WHEREOF, Assignor and Assignee have caused this instrument to be executed on their behalf by their respective duly authorized officers and their corporate seals to be affixed to this instrument this the 1st day of March, 2002.

ASSIGNOR:

BP PIPELINES (NORTH AMERICA) INC.

By: *Daniel B. Pinkert*
Name: Daniel B. Pinkert
Its: Vice President + Director

UTAH OIL REFINING COMPANY

By: *Daniel B. Pinkert*
Name: Daniel B. Pinkert
Its: Vice President + Director

ASSIGNEE:

ROCKY MOUNTAIN PIPELINE SYSTEM LLC

By: _____
Name: Douglas L. Polson
Its: Chairman

IN WITNESS WHEREOF, Assignor and Assignee have caused this instrument to be executed on their behalf by their respective duly authorized officers and their corporate seals to be affixed to this instrument this the 1st day of March, 2002.

ASSIGNOR:

BP PIPELINES (NORTH AMERICA) INC.

By: _____
Name: _____
Its: _____

UTAH OIL REFINING COMPANY

By: _____
Name: _____
Its: _____

ASSIGNEE:

ROCKY MOUNTAIN PIPELINE SYSTEM LLC

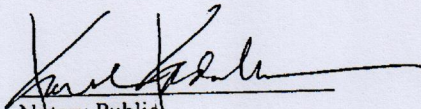
By: *Douglas L. Polson*
Name: Douglas L. Polson
Its: Chairman

STATE of Illinois
COUNTY of Cook

The foregoing instrument was acknowledged before me this 1st day of March, 2002 by Daniel Pankrat the Vice Pres & Director of Utah Oil Refining Company, a Utah corporation.

Witness my hand and official seal.

(SEAL)


Notary Public
Residing at 200 E Randolph Chicago
My Commission Expires: 3-24-05

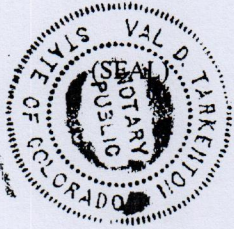


STATE of Colorado
COUNTY of Denver

The foregoing instrument was acknowledged before me this 1st day of March, 2002 by Douglas L. Polson the Chairman of Rocky Mountain Pipeline System LLC, a Delaware limited liability company.

Witness my hand and official seal.

Val D. Tarkenton
Notary Public
Residing at Denver
My Commission Expires: 1/20/06



rocky mountain utah.wpd

E 087733 B 178 P 1188

EXHIBIT A

Series Name	Line Section	Grantor(s)	Grantee(s)	Contract Type	Date	Recording Data
FT LARAMIE - SALT LAKE CITY - Series 3466 - MORGAN COUNTY, UTAH						
3466	0508A	DESERET LIVE STOCK COMPANY	UTAH OIL REFINING COMPANY	EASE	9/21/39	DOC 20593 BK 2 PG 395
3466	0511	DESERET LIVE STOCK COMPANY	UTAH OIL REFINING COMPANY	EASE	9/21/39	DOC 20593 BK 2 PG 395
3466	0512	PHILLIPS ELIZABETH A	UTAH OIL REFINING COMPANY	EASE	9/9/39	DOC 19106 BK 2 PG 186
3466	0513	S FRANCIS AND SONS	UTAH OIL REFINING COMPANY	EASE	9/23/39	DOC 19108 BK 2 PG 188
3466	0518	PHILLIPS REED ET UX	UTAH OIL REFINING COMPANY	EASE	9/8/39	DOC 19107 BK 2 PG 187
3466	0521	EDDINGTON GRANT S ET UX	UTAH OIL REFINING COMPANY	EASE	9/15/39	DOC 19109 BK 2 PG 189
3466	0522	EDDINGTON LAURA ET VIR	UTAH OIL REFINING COMPANY	EASE	9/15/39	DOC 19110 BK 2 PG 191
3466	0522	TOONE CLAUDIUS C ET UX	UTAH OIL REFINING COMPANY	EASE	11/10/39	DOC 19325 BK 2 PG 307
3466	0525	TOONE DEAN WILLIAM	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19111 BK 2 PG 192
3466	0525	WILSON JAMES E	UTAH OIL REFINING COMPANY	EASE	10/22/41	BK 2 PG 350
3466	0526	MEREDITH JONES ESTATE	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19188 BK 2 PG 280
3466	0527	TOONE JAMES WELLINGTON ET UX	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19112 BK 2 PG 193
3466	0527	JENSEN RICHARD C	AMOCO PIPELINE COMPANY	CPU	6/27/78	DOC 44583 BK M26 PG 205
3466	0528	TOONE JOHN ET AL	UTAH OIL REFINING COMPANY	EASE	9/16/39	BK 2 PG 194
3466	0528A	TOONE BROOM SWAN ET AL	UTAH OIL REFINING COMPANY	EASE	11/4/39	BK 2 PG 308
3466	0528B	TOONE L L ET AL	UTAH OIL REFINING COMPANY	EASE	11/6/39	BK 2 PG 307
3466	0529	TOONE FRANK ET UX	UTAH OIL REFINING COMPANY	EASE	9/20/39	DOC 19114 BK 2 PG 196
3466	0532	THACKERAY MARK ET UX	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19115 BK 2 PG 197
3466	0533	CROUCH H B ET UX	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19116 BK 2 PG 198
3466	0534	WILDE EDWIN ALBERT ET UX	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19117 BK 2 PG 200
3466	0535	TOONE WILFORD ET UX	UTAH OIL REFINING COMPANY	EASE	9/20/39	DOC 19118 BK 2 PG 201
3466	0537	TOONE CLAUDIUS C ET UX	UTAH OIL REFINING COMPANY	VSC	10/18/39	DOC 19187 BK 2 PG 279
3466	0538	IDEAL CEMENT COMPANY	UTAH OIL REFINING COMPANY	EASE	8/14/39	DOC 19261 BK 2 PG 293
3466	0538	IDEAL CEMENT COMPANY	UTAH OIL REFINING COMPANY	CPU	5/23/47	DOC 23096 BK 2 PG 587
3466	0538 1	TOONE E G	UTAH OIL REFINING COMPANY	EASE	11/29/46	DOC 22926 BK 2 PG 569
3466	0538B	M R WILDE & SONS LLC	AMOCO PIPELINE COMPANY	EASE	1/6/99	DOC 00078151 BK M0146 PG 627
3466	0540	O'NEILL J P	UTAH OIL REFINING COMPANY	EASE	8/7/39	DOC 19120 BK 2 PG 204
3466	0540	MORGAN COUNTY	UTAH OIL REFINING COMPANY	EASE	10/2/39	DOC 19119 BK 2 PAGE 202
3466	0541	WILDE E A ET UX	UTAH OIL REFINING COMPANY	EASE	8/7/39	DOC 19121 BK 2 PG 205
3466	0542	SCHMALZ BROTHERS COMPANY	UTAH OIL REFINING COMPANY	EASE	8/7/39	DOC 19218 BK 2 PG 284
3466	0543	ESTATE OF EPHRAIM ROBISON SR	UTAH OIL REFINING COMPANY	EASE	9/27/39	DOC 19186 BK 2 PG 278
3466	0544	CHANEY HENRY F	UTAH OIL REFINING COMPANY	EASE	9/16/39	DOC 19122 BK 2 PG 206
3466	0545	TAGGART ALBERT DEWEY ET AL	UTAH OIL REFINING COMPANY	EASE	8/9/39	DOC 19123 BK 2 PG 207
3466	0547	BOWMAN GEORGE P ET UX	UTAH OIL REFINING COMPANY	EASE	8/25/39	DOC 19124 BK 2 PG 209
3466	0548	HEINER LAFAYETTE ET UX	UTAH OIL REFINING COMPANY	EASE	8/10/39	DOC 19125 BK 2 PG 211
3466	0550	WEST GEORGE T ET UX	UTAH OIL REFINING COMPANY	EASE	8/9/39	DOC 19126 BK 2 PG 212
3466	0551	J E REES AND SONS	UTAH OIL REFINING COMPANY	EASE	8/16/39	DOC 19225 BK 2 PG 291
3466	0552	TONKS CHARLES ET UX	UTAH OIL REFINING COMPANY	EASE	8/18/39	DOC 19127 BK 2 PAGE 213
3466	0553	TONKS CHARLES ET AL	UTAH OIL REFINING COMPANY	EASE	10/30/39	DOC 19184 BK 2 PG 275
3466	0553	DAVIS OLGA J	UTAH OIL REFINING COMPANY	EASE	10/30/39	DOC 19185 BK 2 PG 277
3466	0554	LITTLEFIELD J G ET UX	UTAH OIL REFINING COMPANY	EASE	8/11/39	DOC 19128 BK 2 PG 215
3466	0555	STEWART MARY R	UTAH OIL REFINING COMPANY	EASE	10/19/39	DOC 19183 BK 2 PG 274
3466	0557	HALE OREN ET AL	UTAH OIL REFINING COMPANY	EASE	8/12/39	DOC 19209 BK 2 PG 281
3466	0557A	STEWART VIRGIL	SERVICE PIPE LINE COMPANY	EASE	2/6/60	DOC 30288 BK 4 PG 288
3466	0558	RAWLE MARGARET	UTAH OIL REFINING COMPANY	EASE	8/14/39	DOC 19129 BK 2 PG 216
3466	0559	STATE OF UTAH ROAD COMMISSION	UTAH OIL REFINING COMPANY	EASE	10/16/39	DOC 19182 BK 2 PG 273
3466	0560	ROBISON EMMA	UTAH OIL REFINING COMPANY	EASE	8/15/39	DOC 19130 BK 2 PG 217
3466	0561	ROBISON EMMA	UTAH OIL REFINING COMPANY	EASE	8/15/39	DOC 19130 BK 2 PG 217
3466	0563	SMITH WILLIAM M	UTAH OIL REFINING COMPANY	EASE	8/17/39	BK 2 PG 219
3466	0564	CALIFORNIA PACKING CORPORATION	UTAH OIL REFINING COMPANY	EASE	9/26/39	DOC 19181 BK 2 PG 272
3466	0566	ROBISON DELBERT S ET UX	UTAH OIL REFINING COMPANY	EASE	8/17/39	DOC 19132 BK 2 PG 220
3466	0567	SPACKMAN HEBER C ET UX	UTAH OIL REFINING COMPANY	EASE	8/24/39	DOC 19133 BK 2 PG 221
3466	0568	HEINER MORONI ET AL	UTAH OIL REFINING COMPANY	EASE	8/25/39	DOC 19315 BK 2 PG 305

EXHIBIT A

Series Name	Line Section	Grantor(s)	Grantee(s)	Contract Type	Date	Recording Data
3466	0569	MORGAN CITY CORPORATION	UTAH OIL REFINING COMPANY	EASE	9/5/39	DOC 19180 BK 2 PG 270
3466	0570	HEINER LULU	UTAH OIL REFINING COMPANY	EASE	8/21/39	DOC 19134 BK 2 PG 223
3466	0571	HEINER JOHN L ET UX	UTAH OIL REFINING COMPANY	EASE	8/21/39	DOC 19135 BK 2 PG 224
3466	0572	HARDY JAMES E ET UX	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19136 BK 2 PG 225
3466	0573	HEINER MELVIN ET AL	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19137 BK 2 PG 227
3466	0574	POPE LUCY	UTAH OIL REFINING COMPANY	EASE	8/23/39	DOC 19138 BK 2 PG 228
3466	0575	DAVIES THOMAS J ET UX	UTAH OIL REFINING COMPANY	EASE	8/26/39	DOC 19139 BK 2 P 229
3466	0576	THACKERAY FLORENCE D	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19140 BK 2 PG 231
3466	0577	EDDINGTON DAVID ET UX	UTAH OIL REFINING COMPANY	EASE	8/29/39	DOC 19141 BK 2 PG 232
3466	0579	ROBISON EMMA	UTAH OIL REFINING COMPANY	EASE	8/15/39	DOC 19130 BK 2 PG 217
3466	0580	DAVIES THOMAS J ET UX	UTAH OIL REFINING COMPANY	EASE	8/26/39	DOC 19139 BK 2 PG 229
3466	0581	HYRUM SMITH ESTATE COMPANY	UTAH OIL REFINING COMPANY	EASE	8/22/39	DOC 19219 BK 2 PG 286
3466	0582	LYON PAUL I	UTAH OIL REFINING COMPANY	EASE	8/28/39	DOC 19142 BK 2 PG 234
3466	0584	LYON GEORGE B	UTAH OIL REFINING COMPANY	EASE	8/18/39	DOC 19143 BK 2 PG 235
3466	0585	HEINER CONRAD ET UX	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19144 BK 2 PG 236
3466	0586	ROBISON GEORGE M ET UX	UTAH OIL REFINING COMPANY	EASE	8/18/39	DOC 19145 BK 2 PG 238
3466	0587	FRONGNER JAMES ET UX	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19146 BK 2 PG 239
3466	0588	ROBISON ELIZA	UTAH OIL REFINING COMPANY	EASE	8/24/39	DOC 19147 BK 2 PG 240
3466	0589	ROLLINS GHOMER ET UX	UTAH OIL REFINING COMPANY	EASE	8/21/39	DOC 19148 BK 2 PG 241
3466	0591	HEINER ROY ET UX	UTAH OIL REFINING COMPANY	EASE	8/22/39	DOC 19149 BK 2 PG 243
3466	0592	HEINER CONRAD ET UX	UTAH OIL REFINING COMPANY	EASE	8/19/39	DOC 19144 BK 2 PG 236
3466	0593	MADSEN ARCHIE ET AL	UTAH OIL REFINING COMPANY	EASE	8/22/39	DOC 19150 BK 2 PG 244
3466	0594	NIELS OLSEN ESTATE	UTAH OIL REFINING COMPANY	EASE	8/24/39	DOC 19220 BK 2 PG 287
3466	0595	MADSEN RALPH ET UX	UTAH OIL REFINING COMPANY	EASE	8/22/39	DOC 19151 BK 2 PG 245
3466	0596	JOHNSON FERN ET AL	UTAH OIL REFINING COMPANY	EASE	12/18/39	DOC 19262 BK 2 PG 295
3466	0597	ANDERSON WILLIAM ET UX	UTAH OIL REFINING COMPANY	EASE	8/28/39	DOC 19152 BK 2 PG 247
3466	0598	ANDERSON WESLEY ET UX	UTAH OIL REFINING COMPANY	EASE	8/28/39	DOC 19153 BK 2 PG 248
3466	0599	CLARA E PETERSON ESTATE	UTAH OIL REFINING COMPANY	EASE	8/26/39	DOC 19154 BK 2 PG 249
3466	0600	ADAIR ELEANOR H	UTAH OIL REFINING COMPANY	EASE	9/13/39	DOC 19155 BK 2 PG 251
3466	0601	WHITTIER HERBERT J ET UX	UTAH OIL REFINING COMPANY	EASE	8/30/39	DOC 19156 BK 2 PG 252
3466	0602	HULET NEPIH J ET UX	UTAH OIL REFINING COMPANY	EASE	8/28/39	DOC 19157 BK 2 PG 253
3466	0603	GARDER EDGAR ET AL	UTAH OIL REFINING COMPANY	EASE	8/28/39	DOC 19158 BK 2 PG 255
3466	0604	ADAMS JOB ET UX	UTAH OIL REFINING COMPANY	EASE	8/29/39	DOC 19159 BK 2 PG 256
3466	0605	VICTOR R BOHMAN ESTATE	UTAH OIL REFINING COMPANY	EASE	9/5/39	DOC 19179 BK 2 P 269
3466	0606	ALFRED F BOHMAN ESTATE	UTAH OIL REFINING COMPANY	EASE	8/30/39	DOC 19178 BK 2 PG 267
3466	0606	BOHMAN FRANK W	AMOCO PIPELINE COMPANY	CPU	9/14/78	DOC 44835 BK M26 PG 668
3466	0607	SARAH ALICE WHITTIER ESTATE	UTAH OIL REFINING COMPANY	EASE	9/1/39	DOC 19221 BK 2 P 288
3466	0608	CARRIGAN AGNES	UTAH OIL REFINING COMPANY	EASE	9/15/39	DOC 19222 BK 2 PG 290
3466	0609	CARRIGAN IRVEN	UTAH OIL REFINING COMPANY	EASE	9/13/39	DOC 19177 BK 2 PG 266
3466	0609	CARRIGAN IRVIN WALKEN ET AL	AMOCO PIPELINE COMPANY	VSC	8/15/73	DOC 40021 BK M13 PG 622
3466	0610	WHITEAR CLARA	UTAH OIL REFINING COMPANY	EASE	8/30/39	DOC 19160 BK 2 PG 257
3466	0611	OLSEN AGNES WOLD	UTAH OIL REFINING COMPANY	EASE	9/2/39	DOC 19161 BK 2 PG 259
3466	0613	SARAH ALICE WHITTIER ESTATE	UTAH OIL REFINING COMPANY	EASE	9/1/39	DOC 19221 BK 2 PG 288
3466	0614	YOUNG JOHN L ET UX	UTAH OIL REFINING COMPANY	EASE	9/1/39	DOC 19263 BK 2 PG 296
3466	0614A	OLSEN H HUGO ET UX	UTAH OIL REFINING COMPANY	EASE	8/12/54	DOC 26890 BK 3 PG 495
3466	0615	CARRIGAN JAMES W ET UX	UTAH OIL REFINING COMPANY	EASE	9/11/39	DOC 19162 BK 2 PG 260
3466	0616	GAILEY JOHN R	UTAH OIL REFINING COMPANY	EASE	9/19/39	DOC 19163 BK 2 PG 261
3466	0616 1	POLL VERL J ET AL	SERVICE PIPE LINE COMPANY	EASE	4/15/64	DOC 32839 BK 4 PG 614
3466	0616 2	BARNES H J ET AL	SERVICE PIPE LINE COMPANY	EASE	4/24/64	DOC 32840 BK 4 PG 615
3466	0616 3	SWAN J W ET AL	SERVICE PIPE LINE COMPANY	EASE	4/27/64	DOC 32841 BK 4 PG 616
3466	0616 4	SWAN LAND AND LIVESTOCK COMPANY	SERVICE PIPE LINE COMPANY	EASE	4/27/64	DOC 32842 BK 4 PG 618
3466	0618	JOHN HEBER ROBINSON ESTATE	UTAH OIL REFINING COMPANY	EASE	9/5/39	DOC 19164 BK 2 P 262
3466	0619	ROBINSON MARY R WATTS	UTAH OIL REFINING COMPANY	EASE	8/29/39	DOC 19165 BK 2 PG 264

Exhibit B

The Right of Way Interest referred to herein affects the following:

Township	Range	Sections
4N	2E	6, 7, 8, 16, 17, 21, 22, 23, 25, 26, 27, 31, 36
4N	3E	23, 24, 26, 27, 28, 29, 30, 31
4N	4E	3, 4, 9, 16, 17, 19, 20
5N	1E	26, 27, 28, 35, 36
5N	2E	31
5N	4E	24, 25, 26, 34, 35
5N	5E	1, 2, 4, 8, 9, 10, 11, 17, 18, 19, 31, 32, 33, 34, 35, 36
5N	6E	6
6N	6E	1, 2, 4,