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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
FIRST AMERICAN TITLE
BY: RDJ, DEPUTY - WI 9 P.

After Recording Return to:
Carolann Benoit NA# [Signature]
First American Title Ins. Co.
3 Greenway Plaza, Suite 1100
Houston, TX 77046

8309037

ASSIGNMENT

STATE OF Illinois
COUNTY OF Cook

§
§ KNOW ALL MEN BY THESE PRESENTS:
§

BP Pipelines (North America) Inc., a Delaware corporation, Utah Oil Refining Company, a Utah corporation, and Amoco Oil Company, a Maryland 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 Tesoro West Coast Company, a Delaware corporation (hereinafter called "Assignee"), and its successors and assigns, all of Assignor's right, title and interest in and to all of the rights of way, easements, servitudes, and pipeline permits and licenses, and any and all amendments thereto, as hereinafter set forth and more particularly described on Exhibit A, which is attached hereto and incorporated herein by reference (all of the foregoing hereinafter collectively termed the "Right of Way Interests"), 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 Interests.

TO HAVE AND TO HOLD the Right of Way Interests 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 Interests.

Assignee hereby accepts the foregoing assignment of the Right of Way Interests and assumes and agrees to pay and perform the duties, obligations, covenants and conditions of Assignor thereunder. This document may be executed in any number of counterparts, each of which shall be deemed an original but of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have caused this instrument to be executed on their behalf by their respective duly authorized officers this the 6th day of September, 2001.

ASSIGNOR:

BP PIPELINES (NORTH AMERICA) INC.

By: *Richard J. Battaglia*
Name: Richard J. Battaglia
Its: Attorney in Fact

UTAH OIL REFINING COMPANY

By: *Dan Pinkert*
Name: Dan Pinkert
Its: Vice President

AMOCO OIL COMPANY

By: *Neil R. Morris*
Name: Neil R. Morris
Its: Attorney in Fact

ASSIGNEE:

TESORO WEST COAST COMPANY

By: *James C. Reed Jr.*
Name: James C. Reed Jr.
Its: Exec. Vice President

STATE OF Illinois

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COUNTY OF Cook

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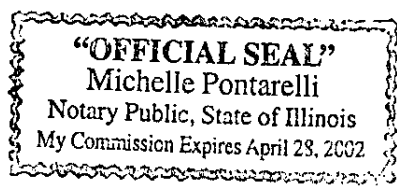
§

Personally appeared before me, the undersigned authority in and for the said county and state, on this 6 day of September, 2001, within my jurisdiction, the within named Richard J. Battaglia duly identified before me, who acknowledged that s/he is Atty. in Fact of BP Pipelines, a Delaware corporation, and that for and on behalf of said corporation, and as its act and deed, s/he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Michelle Pontarelli

NOTARY PUBLIC

My Commission Expires:



(Affix official seal)

STATE OF Illinois §

COUNTY OF Cook §

Personally appeared before me, the undersigned authority in and for the said county and state, on this 6 day of September, 2001, within my jurisdiction, the within named Dan Pinkert, duly identified before me, who acknowledged that s/he is Vice President of Utah Oil Refining, a Utah corporation, and that for and on behalf of said corporation, and as its act and deed, s/he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Michelle Pontarelli

NOTARY PUBLIC

My Commission Expires:



(Affix official seal)

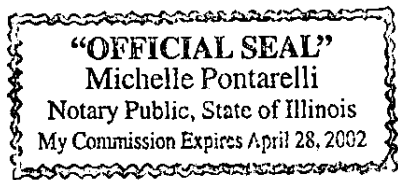
STATE OF Illinois §

COUNTY OF Cook §

Personally appeared before me, the undersigned authority in and for the said county and state, on this 6 day of September, 2001, within my jurisdiction, the within named Neil R. Morris, duly identified before me, who acknowledged that S/he is Atty. in Fact of Amoco Oil Co. a Maryland corporation, and that for and on behalf of said corporation, and as its act and deed, s/he executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Michelle Pontarelli
NOTARY PUBLIC

My Commission Expires:



(Affix official seal)

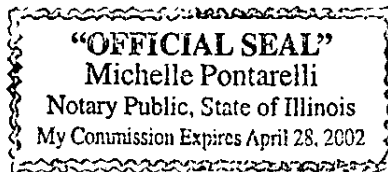
STATE OF Illinois §

COUNTY OF Cook §

Personally appeared before me, the undersigned authority in and for the said county and state, on this 6 day of September, 2001, within my jurisdiction, the within named James C. Reed and _____, duly identified before me, who acknowledged that they are exec. v.p. and _____ of Tesoro West Coast, a Delaware corporation, and that for and on behalf of said corporation, and as its act and deed, they executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Michelle Pontarelli
NOTARY PUBLIC

My Commission Expires:



(Affix official seal)

EXHIBIT A

SALT LAKE COUNTY, UTAH

Series Name	Line Section	Grantor(s)	Grantee	Contract Type	Date	Recording Data
	3466 - 0755 5	PORTLAND CEMENT COMPANY OF UTAH	UTAH OIL REFINING COMPANY	EASE	10/9/1953	DOC 1370145 BK 1083 PG 153
	3466 - 0755 6	STATE HIGHWAY COMMISSION OF UTAH	UTAH OIL REFINING COMPANY	EASE	10/21/1953	BK 1083 P 161
	3466 - 0755 6A	HORMAN CONSTRUCTION	AMOCO PIPELINE COMPANY	EASE	4/30/1991	DOC 5068690 BK 6317 PG 1714
	3466 - 0755 6B	ROCKY MOUNTAIN FABRICATION	AMOCO PIPELINE COMPANY	EASE	4/3/1991	DOC 5048678 BK 6304 PG 1199
	3466 - 0755 6C	DEAN ROGER	AMOCO PIPELINE COMPANY	EASE	11/6/1990	DOC 4993948 BK 6271 PG 0746
	3466 - 0755 6D	WOLFF THOMAS A	AMOCO PIPELINE COMPANY	EASE	11/6/1990	DOC 4993947 BK 6271 PG 0743
	3466 - 0755 6E	AMOCO OIL COMPANY	AMOCO PIPELINE COMPANY	EASE	2/26/1991	DOC 5056834 BK 6309 PG 1532
	3466 - 0755 6E	AMOCO OIL COMPANY	AMOCO PIPELINE COMPANY	EASE	10/14/1991	DOC 5145627 BK 6369 PG 2776
	3466 - 0755 6E	AMOCO OIL COMPANY	AMOCO PIPELINE COMPANY	VSC	1/27/1992	DOC 5207891 BK 6418 PG 1788
	3466 - 0755 7	WOODBURY HARVEY C ET UX	UTAH OIL REFINING COMPANY	EASE	10/26/1953	DOC 1370147 BK 1083 PG 159
	3466 - 0755 8	STAUFFER SAND AND GRAVEL COMPANY	UTAH OIL REFINING COMPANY	EASE	12/7/1953	DOC 1370146 BK 1083 PG 156
	3466 - 0755 8	UTAH SAND AND GRAVEL PRODUCTS CORPORATION	AMOCO PIPELINE COMPANY	CPU	10/5/1972	DOC 2503511 BK 3212 PG 420
	3466 - 0755 10	SALT LAKE CITY CORPORATION	AMOCO PIPELINE COMPANY	EASE	11/8/1972	DOC 2516123 BK 3251 PG 194

EXHIBIT A

SALT LAKE COUNTY, UTAH

Series Name	Line Section	Grantor(s)	Grantee	Contract Type	Date	Recording Data
3466 - 0756		LAGOON COMPANY	UTAH OIL REFINING COMPANY	EASE	8/30/1939	BK M PG 322
3466 - 0757		OPENSHAW SARAH D BUTLER ET AL	UTAH OIL REFINING COMPANY	EASE	8/2/1939	BK 0 PG 480
3466 - 0758		BAMBERGER COMPANY	UTAH OIL REFINING COMPANY	EASE	9/30/1939	BK M PG 328
3466 - 0758		BAMBERGER COMPANY	UTAH OIL REFINING COMPANY	EASE	5/12/1945	BK 0 PG 465
3466 - 0758A		BAMBERGER COMPANY	UTAH OIL REFINING COMPANY	EASE	9/30/1939	BK 231 PG 328
3466 - 0758A		ALLEN LOUISE P	UTAH OIL REFINING COMPANY	EASE	5/12/1945	BK 426 PG 328
3466 - 0758B		SALT LAKE CITY	UTAH OIL REFINING COMPANY	EASE	9/12/1939	BK 239 PG 338
3466 - 0759		BREEN ELIZABETH	UTAH OIL REFINING COMPANY	EASE	10/7/1939	BK 239 PG 327
3466 - 0760		PORTLAND CEMENT COMPANY OF UTAH	UTAH OIL REFINING COMPANY	EASE	11/21/1939	BK 231 PG 327
3466 - 0760		PORTLAND CEMENT COMPANY OF UTAH	UTAH OIL REFINING COMPANY	EASE	5/10/1945	DOC 1002059 BK 424 PG 427
3466 - 0761A		STAUFFER SAND AND GRAVEL CO	UTAH OIL REFINING COMPANY	EASE	4/5/1955	DOC 1425549 BK 1194 PG 590
3466 - 0761B		STAUFFER SAND AND GRAVEL CO	UTAH OIL REFINING COMPANY	EASE	4/5/1955	DOC 1425548 BK 1194 PG 587
3466 - 0762		SALT LAKE INVESTMENT COMPANY	UTAH OIL REFINING COMPANY	EASE	6/20/1945	DOC 1007011 BK 432 PG 130

EXHIBIT A

SALT LAKE COUNTY, UTAH

Series Line Name	Section	Grantor(s)	Grantee	Contract Type	Date	Recording Data
3655-0005		J D MCNEIL CONSTRUCTION COMPANY, INC.	AMOCO PIPELINE COMPANY	EASE	11/30/1993	DOC 5817936 BK 6936 PG 1465
3655-0006		HORMAN CONSTRUCTION COMPANY	AMOCO PIPELINE COMPANY	EASE	10/26/1993	DOC 5817935 BK 6936 PG 1462
3655-0007		ROCKY MOUNTAIN FABRICATION	AMOCO PIPELINE COMPANY	EASE	10/27/1993	DOC 5817937 BK 6936 PG 1469
3655-0007		ROCKY MOUNTAIN FABRICATION	AMOCO PIPELINE COMPANY	EASE	10/27/1993	DOC 5817938 BK 6936 PG 1471
3655-0008		CRAIG AND ROGER DEAN REAL ESTATE LIMITED PARTNERSHIP	AMOCO PIPELINE COMPANY	EASE	9/23/1993	DOC 5817934 BK 6936 PG 1460
3655-0009		WOLFF LOUIS F	AMOCO PIPELINE COMPANY	EASE	9/24/1993	DOC 5817933 BK 6936 PG 1458