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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.

ASSIGNMENTRIGHTOFWAYSLTLCRUD

ACCOMMODATION RECORDING ONLY.
FIRST AMERICAN TITLE MAKES NO
REPRESENTATION AS TO CONDITION OF
TITLE, NOR DOES IT ASSUME
ANY RESPONSIBILITY FOR VALIDITY,
SUFFICIENCY OR AFFECT OF DOCUMENT.

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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

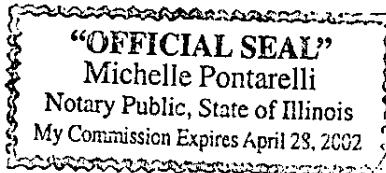
By: James C. Reed Jr.
Name: James C. Reed Jr.
Its: Exec. Vice President

STATE OF Illinois §
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 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:



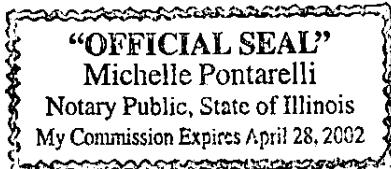
(Affix official seal)

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 Asst. in Faef 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:



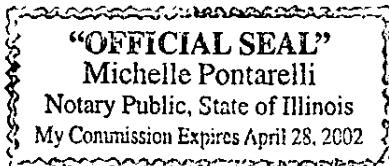
(Affix official seal)

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 | Line | Section | Grantor(s) | Grantee | Contract Type | Date | Recording Data |
|----------------|---------|----------------------------------|---------------------------|---------|---------------|--------------------------------|-------------------------------|
| Name | Section | | | | EASE | 10/9/1953 | DOC 1370145 BK 1083 PG 153 |
| 3466 - 0755 5 | 5 | PORTLAND CEMENT COMPANY OF UTAH | UTAH OIL REFINING COMPANY | EASE | 10/21/1953 | BK 1083 P 161 | |
| 3466 - 0755 6 | 6 | STATE HIGHWAY COMMISSION OF UTAH | UTAH OIL REFINING COMPANY | EASE | 4/30/1991 | DOC 5068690 BK 6317 PG 1714 | |
| 3466 - 0755 6A | | HORMAN CONSTRUCTION | AMOCO PIPELINE COMPANY | EASE | 4/3/1991 | DOC 5048678 BK 6304 PG 1199 | |
| 3466 - 0755 6B | 6B | ROCKY MOUNTAIN FABRICATION | AMOCO PIPELINE COMPANY | EASE | 11/6/1990 | DOC 4993948 BK 6271 PG 0746 | |
| 3466 - 0755 6C | | DEAN ROGER | AMOCO PIPELINE COMPANY | EASE | 11/6/1990 | DOC 4993947 BK 6271 PG 0743 | |
| 3466 - 0755 6D | | WOLFF THOMAS A | 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 6E | | AMOCO OIL COMPANY | AMOCO PIPELINE COMPANY | EASE | 10/26/1953 | DOC 1370147 BK 1083 PG 159 | |
| 3466 - 0755 7 | 7 | WOODBURY HARVEY C ET UX | UTAH OIL REFINING COMPANY | EASE | 12/7/1953 | DOC 1370146 BK 1083 PG 156 | |
| 3466 - 0755 8 | | STAUFFER SAND AND GRAVEL COMPANY | 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 | |

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EXHIBIT A

SALT LAKE COUNTY, UTAH

| Series Name | Line Section | Grantor(s) | Grantee | Contract Type | Date | Recording Data |
|----------------|---------------------------------|---------------------------|---------|------------------|------|----------------------------|
| | | | | | | BK M PG 322 |
| 3466 - 0756 | LAGOON COMPANY | UTAH OIL REFINING COMPANY | EASE | 8/30/1939 | | |
| 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 |

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EXHIBIT A

SALT LAKE COUNTY, UTAH

| Series Name | Line 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 | |

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