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Eugene "Gene" Moore Fee: $58.00
Cook County Recorder of Deeds
Date: 09/24/2004 03:45 PM Pg: 1 of 18

SPECIAL POWER OF ATTORNEY

This instrument prepared by and mail to:
Barbara Hickl
Sr. Counsel
Shell Oil Company
P.O. Box 2463
Houston, TX 77252-2463

TI 106452 10F2 DEC

SPECIAL POWER OF ATTORNEY

SHELL PIPELINE GP LLC ("**Shell Pipeline GP**"), a Delaware limited liability company, with offices at 777 Walker Street, Houston, Texas, 77002, and the General Partner of **SHELL PIPELINE COMPANY LP** ("**Shell Pipeline**"), a Delaware limited partnership, hereby nominates, appoints and authorizes G.W. Sanders as its Attorney-in-Fact to execute, deliver, accept, assign, amend, ratify, verify, terminate, release or surrender, in the name of Shell Pipeline and on its behalf, instruments and documents in the course of its business relating to the real and personal property described on Exhibit "A" and located in the counties described on Exhibit "B", both attached hereto and incorporated herein, all of which real and personal property are subject to purchase and sale as contemplated by that certain Purchase and Sale Agreement between **Shell Pipeline and Equilon Enterprises LLC dba Shell Oil Products US**, as sellers and **Buckeye Partners, L.P.**, as buyer, dated June 30, 2004, as amended, including, but not limited to, the following:

(1) easements, rights of way, licenses, permits, franchises, crossing agreements, amendments, assignments, terminations, and releases of such easements, licenses, permits, crossing agreements or franchises, whether Shell Pipeline is grantor or grantee,

(2) deeds, including quit-claim deeds, realty tax transfer forms, affidavits, or other sale or conveyance documents of real property, whether Shell Pipeline is grantor or grantee;

(3) bills of sale or other transfer or conveyance documents of tangible personal property, whether Shell Pipeline is the seller or purchaser;

(4) surface leases and leases of office, warehouse, and storage space, including subleases thereof, whether Shell Pipeline is lessor or sublessor, or lessee or sublessee;

(5) releases and quit-claim deeds for purposes of clearing public records relating to satisfaction of security interests;

(6) applications, licenses, permits and all other instruments required or allowed by governmental authorities or agencies for easements, leases, permits, or other rights in land owned or administered by such governmental authorities or agencies;

(7) applications and reports required by governmental authorities for the issuance, maintenance, amendment and renewal of permits and permissions pursuant to laws and regulations relating to protection of the environment; and

(8) assignments of leases of personal property, including subleases thereof, whether Shell Pipeline is lessor or sublessor, or lessee or sublessee and contracts, agreements or any other instruments in which Shell Pipeline is a party.

IN WITNESS WHEREOF, this Special Power of Attorney shall be effective, as of this 15th day of September 2004, and shall continue in full force and effect until April 1, 2005.

SHELL PIPELINE COMPANY LP
By its general partner
SHELL PIPELINE GP LLC

J. H. Hollowell
President

STATE OF TEXAS

COUNTY OF HARRIS

BE IT REMEMBERED, that on this 15th day of September A.D., 2004 before me, the undersigned, a Notary Public in and for the County and State aforesaid, came J. H. Hollowell, President of Shell Pipeline GP LLC, a Delaware limited liability company, General Partner of Shell Pipeline Company LP, a Delaware limited partnership, who is personally known to me to be the identical person who executed and subscribed the name of the maker thereof to the foregoing instrument, as such officer, within the instrument on behalf of said limited liability company and limited partnership, and such person duly acknowledged the execution of the same to be the free and voluntary act and deed of said limited liability company and limited partnership, for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my name and affixed my official seal the day and year last above written.

Renée C. Gagneux
Notary Public

RENEE C. GAGNEUX
NOTARY PUBLIC, STATE OF TEXAS
MY COMMISSION EXPIRES
MARCH 3, 2007

My commission expires: 3.3.07

East

Exhibit "A"

System Descriptions

(Pipelines)

NORTH LINE PRODUCTS PIPELINE

The North Line 14" is a 309 mile products pipeline system that originates at ConocoPhillips' Wood River Refinery in Wood River, Illinois, and extends approximately 237 miles to its only tank farm located at Peotone, Illinois. At Peotone, the system splits into two segments, one that extends in a northeasterly direction and terminates at Shell Pipeline' East Chicago Terminal, and the other segment that extends in a northwesterly direction and terminates at Shell's Des Plaines Terminal. Each segment has the capacity to transport approximately 96,000 bpd of refined products.

The Peotone Tank Farm is a products storage facility with three tanks having a combined nominal storage capacity of 620,000 barrels. The North Line receives products from ConocoPhillip's Wood River Refinery, Explorer Pipeline at Peotone and East Chicago, and West Shore Pipeline and TEPPCO at Argo. Products are delivered to terminals located at Harristown, East Chicago, Argo and Des Plains for subsequent terminal deliveries to trucks and other pipelines.

The North Line has pump stations located at Wood River, Barnett (Raymond), Auburn, DeWitt, Sibley, Bradley (Bourbonnais) and Peotone, Illinois. Scraper traps are located are at Auburn, Sibley, Peotone, East Chicago, Argo and Des Plaines.

EAST LINE PRODUCTS PIPELINE

The East Line 12" is a 354 mile products pipeline system that originates at the ConocoPhillips Refinery in Wood River, Illinois and terminates at the Shell Pipeline' marketing terminal in Lima, Ohio. The three other SOPUS terminals connected to this system are located in Effingham, Illinois and Zionsville and Muncie, Indiana.

The East Line has pumping stations at Wood River, Casey and Carmel and has pumping capacity of approximately 80,000 bpd of refined products. Vandalia and Carbon stations have been retired. The line fill is approximately 275,400 bbls. There are no mainline tanks as a part of this system.

The East Line 12" has receipt connections with ConocoPhillips at Wood River and TEPPCO at Effingham. In addition to having the ability to make deliveries to trucks via the local rack, the Shell Pipeline Lima Terminal also has the ability to make subsequent deliveries to the Inland and Buckeye pipeline systems.

ST. LOUIS 6" PIPELINE

The St. Louis 6" is a 16.47 mile products pipeline that originates at the ConocoPhillips' Refinery in Wood River, Illinois and terminates at the Shell Pipeline marketing terminal in St. Louis, Missouri (St. Louis North). The St. Louis pipeline stretches across Madison County, Illinois to St. Louis County, Missouri. The St. Louis 6" has a line fill of approximate 3,100 bbls and pumping capacity of approximately 30,000 bpd. All pumping equipment is located at ConocoPhillips' Wood River Refinery.

Approximately one mile of the St. Louis pipeline system is currently located above ground where the pipeline is suspended underneath an Illinois terminal railroad trestle (Merchants Bridge). Merchants Bridge crosses the Mississippi River. A project to move the crossing off of the trestle with a directional dig under the Mississippi is under review in conjunction with a trestle upgrade being performed by the railroad. After crossing the Mississippi River, the pipeline is buried and runs parallel to the Chain of Rocks Canal inside the canal levee.

ST. LOUIS ATF PIPELINE

The ATF (Aviation Turbine Fuel) 10" is a 21.66 mile pipeline that carries jet fuel product from the ConocoPhillips Refinery located in Wood River, Illinois to Allied tankage at the Lambert - St. Louis Airport terminal. The line is metered at the ConocoPhillips' Southwest Property meter/pump station (SWP) and the St. Louis Airport terminal (SLAP). There is a spare 10" river crossing that is 3.37 miles in length.

The line fill is approximately 12,750 barrels and capacity is approximately 28,000 bpd. The booster pump is located near ConocoPhillips' jet fuel products tank, and the mainline units and receipt custody transfer meters are located at ConocoPhillips' Southwest Property.

Southwest Property Station is a main line station of the 10" ATF Pipeline System. It is the custody transfer point for Jet-A that is received from the Wood River Phillips Refinery for transport via the 10" pipeline. The station includes the following equipment - main line pump, receiver and launcher scrapper traps, prover loop, meter run, and filtration equipment. It is located approximately ¾ of a mile southwest of the Phillips Refinery off Illinois Highway 111.

The ATF 10 inch airport meter station operates to filter, and deliver Jet-A to Ogden Allied Fueling Company at the St. Louis Lambert Airport. It is located just South of Lambert Airport in St. Louis, Missouri, adjacent to the short-term parking lot. A dual filtration system consisting of an in-line pre-filter, clay filter, and coalescer water separator. There is no differential alarm on the clay filter. Maximum differential pressure for the clay filter is 25 PSI. The facility is equipped with a relief valve and 190-bbl relief tank.

TWO RIVERS PIPELINE

The Two Rivers pipeline is a 12"/ 10" products pipeline originating in Hartford, Illinois (Shell Pipeline' Hartford Terminal) and terminating at Mt. Vernon, Indiana (Shell Pipeline' Mt. Vernon North Property terminal), and a 10" segment that extends from the Lawrenceville, Illinois area to Robinson, Illinois. The Hartford Terminal receives product for injection into the Two Rivers pipeline system from Explorer. Deliveries are made to the Mt. Vernon Terminal for subsequent transportation on the Ohio River. There are no mainline tanks as part of this system.

The mainline includes 57-miles of 12-inch pipeline, installed in 2003, connecting Hartford Terminal to Patoka, Illinois. At Patoka, the new pipeline is connected to a 12-inch that extends to the Lawrenceville, Illinois area. The segment from Kirkwood Station (Lawrenceville area) south to Mt Vernon is a 10". The system has a pump station at Hartford, a metering station at Clay City, and a pump station at Kirkwood.

The 10" segment of Two Rivers from Kirkwood Station to Robinson, Illinois is currently isolated and idle. This line was in product service and has been purged. There is also an idle 10" in the ROW from Clay City, Illinois to Lawrenceville, and an idle 6" line, including the old Lawrenceville pump station, extending from Lawrenceville to Mt Vernon that is included in this system. (Lawrenceville station is the original pump station and is located about 1 mile from Kirkwood Station).

Kirkwood is an unmanned pump station. It consists of an incoming 12" line from Clay City. The 12" line ends at the 16" receiving scraper trap and continues through the Kirkwood pump station as a 10" line. The Kirkwood pump station consists of a 2500-barrel trans-mix/surge relief tank and surge relief valve, one (1) – 1000 HP mainline pump, one (1) -1500 HP mainline pump, sonic meter, suction/discharge pressure control valve, sump, and 14" scraper launcher.

EAST LINE 8" PIPELINE

The East Line 8" is a 353 mile products pipeline runs parallel to the East Line 12" products line. It originates at ConocoPhillips' Wood River Refinery and terminates at Shell Pipeline' Lima, Ohio Terminal. The East Line is currently idle with the exception of a 116 mile segment between Casey Pump Station and Zionsville, Indiana that is leased to and operated by Marathon Oil.

The cathodic protection on the idle sections has been turned off, and all of the equipment associated with the East Line 8"on the idle sections has also been idled.

This 8" system had pump stations located at Wood River, Vandalia, Casey, Terre Haute, Carbon and Carmel. There are no mainline tanks as part of this idle system.

AMOCO-WOOD RIVER 6" PRODUCTS PIPELINE

An idle 6" products pipeline approximately 3,243 feet in length extending from ConocoPhillips' Wood River Refinery across Highway 111 to a tie-in point with BPAmoco. This line has been purged with nitrogen. There are no pumps or tanks as a part of this pipeline.

OHIO 10" PIPELINE

An idle 10" pipeline running from ConocoPhillips' Southwest Property to Marathon's Wood River Terminal. This line has been purged with nitrogen. There are no pumps or tanks as part of the pipeline.

(ON SYSTEM TERMINALS)

HARRISTOWN PRODUCTS TERMINAL

Harristown Terminal receives gasoline and diesel from the North Line Pipeline and distributes it to customers via common carrier truck. It is located off of State Highway 36, approximately 2 miles west of Interstate Highway 72, in Harristown, Illinois. The facility includes delivery and tank manifold piping, five (5) tanks with a storage capacity of 113,000 bbls and two (2) truck-loading bays. The 6" remote take-off manifold at the mainline is located 4765 feet west of the terminal and the 4"/8"/4" lateral line has a linefill of 131 barrels. The system has 10 tanks with a nominal capacity of 136,000 barrels located on a 11 acre site.

Truck Rack: This two-lane truck rack is designed to deliver premium and regular gasoline, low sulfur diesel, and ethanol. Equipment exists for injection of three different types of gasoline additive and red dye.
1-ethanol rec. area, piping to unload

Vapor System: Vapor Recovery Unit – John Zink Model AA-261-7-7 with Graham vacuum pump model 5220-68143-1 and Carbon type WV-B 4X14 & 10X25.

ARGO PRODUCTS TERMINAL

Argo Terminal receives gasoline, diesel, and jet fuel from TEPPCO pipeline, Badger pipeline, and North Line pipeline. It receives ethanol by tank car and tank truck. There are also dock facilities. Argo Terminal is also the originating point for the pumping to Des Plaines. The system has 17 tanks with a nominal capacity of 993,000 barrels located on a 41.9 acre site.

Truck Rack: The seven-lane truck rack is designed to deliver low sulfur diesel, ethanol, and regular, mid-grade and premium gasoline. There is equipment for injection of three different additive types.

Dock Facilities: currently in maintain only status; unloading of gasoline, distillates, and ethanol (3 lines coming from dock, one abandoned, one connects to TEPPCO, one idle, hydrotested and ready to go)

Rail Facilities: Ethanol Offloading facilities

Vapor System: Vapor Recovery Unit – McGill model AT-609-8-6.75 with Travaini vacuum pump model TRHE 100-1260 and Carbon Type BPL F3 6X16.

EAST CHICAGO PRODUCTS TERMINAL

The East Chicago Terminal receives products via Shell Pipeline – North Line, Explorer, Marathon, Wolverine, and Badger Pipeline Companies. Jet A, Gasoline, and diesel are delivered

to customers via Wolverine, Buckeye, Marathon, Badger, and West Shore Pipeline Companies and common carrier trucks. The system has 26 tanks with a nominal capacity of 1.3 MM barrels located on a 120 acre site.

Truck Rack: The terminal has an eight lane loading facility. Five lanes at the truck rack are currently in service. Low Sulfur Diesel and Ethanol can be loaded on two lanes each. Jet-A can be loaded on one lane. Two lanes are set-up to off-load ethanol / transmix. Gasoline cannot be loaded onto tank trucks at the facility without Vapor Handling Systems.

Vapor System: No Vapor Handling System exists at this facility.

EFFINGHAM PRODUCTS TERMINAL

The Effingham Terminal is located approximately two miles north of Effingham, IL on US Highway 45. The terminal is situated on approximately 10 acres and consists of 6 storage tanks with a total storage capacity of approximately 90,000 barrels and an additional 25,000 barrel tank which is currently not in service. It operates four additive tanks (Shell, Amoco, Generic, and Red Dye). Products offered include Conventional Regular 87, Conventional Premium 93, Low sulfur #2, and Ethanol. The terminal receives product off the Shell East Line Pipeline and is equipped with a two bay loading rack. The loading racks have a total of 5 product meters with approximately 5,000 barrels per day throughput. The rack is equipped with an oil/water separator, carbon water remediation system, and a vapor recovery unit. Approximately forty-five common carriers provide 300 drivers access to the fully automated loading rack. The system has 13 tanks with a nominal capacity of 112,000 barrels located on an 8.75 acre site.

Truck Rack: The two-lane truck rack is designed for loading premium gasoline, regular gasoline, low sulfur diesel, and ethanol.

Vapor System: Vapor Recovery Unit – McGill Model AT-124-5.5-6 with 2 Nash vacuum pumps model AT-124. Carbon Type BPL-F3

INDIANAPOLIS (ZIONSVILLE) PRODUCTS TERMINAL

The Indianapolis (Zionsville) Terminal receives products via Shell Pipeline--East Line and TET Pipeline Company and delivers gasoline and diesel to customers via common carrier trucks. The facility also has Jet-A loading facilities that are currently idle. There are two separate manifolds for delivery of gasoline and distillate into Zionsville terminal. The system has 19 tanks with a nominal capacity of 627,000 barrels located on a 47 acre site.

Truck Rack: Four-lane truck rack design for gasoline, diesel, and Jet-A. There are 10 gasoline meters, 2 Jet-A meters, and 2 diesel meters. Truck rack is capable of shell additive, generic additive and red dye injection.
*Terminal has truck pump back to storage capabilities thru manifold.

Vapor System: Vapor Recovery Unit – John Zink Model AA-825-6-13-B with one Travaini

vacuum pump model PL73 and carbon type ZX8020.

LIMA SOUTH PRODUCTS TERMINAL

Lima South Receives gasoline, diesel, and jet fuel from East Line and Buckeye PL products pipeline. Product is then shipped to Inland Pipeline System and Buckeye Pipeline. Product is also delivered to customers via common carrier pipeline. The system has 25 tanks with a nominal capacity of 1.2 MM barrels located on a 47.7 acre site.

Truck Rack: Two-lane truck rack with Gasoline additive system for two additives and diesel additive system

Vapor System: McGill Model AT-94-5-5.16 Vapor Recovery Unit with 2 Nash Model AT94 vacuum pumps

Other: Two 90,000 gallon butane bullets (this is an agreement with Mid Continent Energy over 5 year period)

MUNCIE PRODUCTS TERMINAL

The Muncie Terminal receives products via Shell Pipeline East Line and delivers gasoline and diesel to customers via common carrier trucks. Muncie terminal is a delivery terminal for Shell Marketing. The system has 12 tanks with a nominal capacity of 188,000 barrels located on a 15.8 acre site.

Truck Rack: One lane truck rack designed for gasoline and diesel. There are 2 gasoline meters and 1 diesel meter. Truck Rack has the capability to inject two types of additives.

Vapor System: Vapor Recovery Unit – John Zink Model AA-355-6-7 with one Graham vacuum pump model 2V-6216. Carbon Type BPL F3 6X16.

St. Louis Terminal is a Shell Marketing facility that receives gasoline and low sulfur diesel from St. Louis 6 inch pipeline and distributes it to customers through common carrier trucks. The system has 12 tanks with a nominal capacity of 85,000 barrels located on a 14.3 acre site.

Truck Rack: Four lane truck rack designed to deliver premium, midgrade, and regular gasoline as well as low sulfur diesel. Equipment exists for injection of four types of gasoline additive and red diesel dye. This rack uses Accuload presets and ratio blending.

Rail Facilities: Rail spur goes through property (currently leased to NutraSweet)

Vapor System: Vapor Recovery Unit – John Zink model AA-825-7-10 with Travaini vacuum pump model PL-73 and Carbon Type ZX 8020.

MT VERNON TERMINAL MP 184.1

The Mt Vernon Terminal receives gasoline and diesel from the Two Rivers pipeline system. Deliveries are made to barges on the Ohio River and trucks. The barge loading system is designed for up to six different products while the truck rack system is designed for four. Mt. Vernon North Property Terminal is the termination point of the Two Rivers pipeline system. Also included in this system is a 20" pipeline approximately one mile in length that connects the Hartford Terminal to Explorer Pipeline. The system has 29 tanks with a nominal capacity of 1.3 MM barrels.

Truck Rack: The products available at the two-lane truck rack are high sulfur diesel; low sulfur diesel; and conventional regular, midgrade, and premium gasoline. Each loading bay has four loading arms (two diesel and two gasoline blend). One lane has an additional loading spot for low sulfur diesel. The bays are equipped to load two types of additive. One of the bays houses a product offloading pump and additive offloading lines.

Dock Facilities: The Mt Vernon barge loading system is certified to load barges end to end or in tandem. There are two loading spots with three product hoses and one vapor hose at each spot. The system is also set up for offloading, but only one product at a time can be offloaded due to manifold constraints.

A climate controlled, pressurized dock operators shelter is located on the barge.

The shell of the floating deck was coated with a fiberglass bottom in 2003; however, there is a slight leak in the side of one of the compartments of the shell. A small sump pump was installed in this cell to empty any water that gets into that compartment.

Vapor System: Vapor Recovery Unit-A John Zink Model AA-6800-12-15(2X) unit was installed at the Mt Vernon Terminal in 2003. The capacity of the VRU is 15,400 BPH with a regeneration cycle of thirteen minutes. Emissions are guaranteed at 10 Mg/liter of product loaded. Gasoline recovery ranges from one to three gallons per thousand gallons of gasoline loaded. This unit is tied to tanks 15 and 17 for the supply of gasoline required to circulate through the system for the recovery process. Both barge and truck loading vapor systems are tied into this VRU.

(OFF SYSTEM TERMINALS)

CINCINNATI ASPHALT AND PRODUCTS TERMINAL

The Cincinnati Terminal, located in Cincinnati, Ohio, is a combination asphalt and oil products distribution terminal. All products are received via barge on the Ohio River and distributed via trucks. There is no marine vapor control system so the terminal is not equipped to load oil products into barges. The system has 22 tanks with a nominal capacity of 396,000 barrels located on 15.55 acres.

Truck Rack (Oil Products): The Cincinnati truck rack has two loading bays and one offloading bay. The products available in each bay are low sulfur diesel; reformulated regular, midgrade, and premium gasoline; and conventional regular, midgrade, and premium gasoline. One lane has high and low sulfur diesel and the other lane has an additional loading spot for low sulfur diesel. Each loading bay has six loading arms (two diesel, two reformulate blend and two conventional blend). The loading bays are equipped to load two additive types. They are also equipped for ethanol blending. The third bay of this three bay rack houses a product offloading pump, additive offloading lines, and an ethanol offloading pump. The rack utilizes the multiload system and 4" positive displacement meters.

Truck Rack (Asphalt): There is a three bay asphalt rack. One bay is out of service. The other two bays each have a top loading spot and a dedicated Tek BT-7010-200-FESD-SL-U Full electronic "Ultra Low" Motor Truck Scale with a capacity of 200,000 lbs.

Dock Facilities: The Cincinnati dock contains two separate systems - one for the asphalt and one for the oil products. The asphalt offloading system has one offloading arms. The gasoline system has two offloading hoses with a hose-handling crane. A new dock operator's shelter complete with intrinsically safe heating and air conditioner was installed in 2003. A new dock capture structure and four new mooring dolphins were also installed in 2003.

Vapor System: Vapor Combustion Unit-A new John Zink Model ZCT-2-8-35-X-2/8-X-X Vapor Combustion unit was installed at the Cincinnati Terminal in 2003. The capacity of the VCU is 640 SCFM with a hydrocarbon emission level of 10 Mg/liter of product loaded.

CLERMONT PRODUCTS TERMINAL

The Clermont Terminal, located on the south side of Indianapolis, Indiana, has the ability to receive products from the Marathon Wabash and Buckeye Pipeline systems, and to deliver products to trucks via a three-lane rack. The facility is currently idle. The terminal has 11 tanks with a nominal capacity of 283,000 bbls located on a 23 acres tract of land. The terminal also has two buildings, a main office consisting of approximately 2600 square feet, and a warehouse consisting of approximately 1200 square feet. The system includes the 8" connection line from Buckeye (75 bbl line fill) and the 8" connection line from Marathon (120 bbl line fill).

Truck Rack: Three-lane truck rack designed for gasoline, high sulfur diesel, and low sulfur diesel. There are 9 gasoline meters, 1 high sulfur diesel meter, and 1 low sulfur diesel meter. Truck rack ethanol blending capabilities.

Vapor System: Vapor Combustion Unit – John Zink Model ZCT-2-8-35-2-3/6-X-X

CLEVELAND PRODUCTS TERMINAL

The Cleveland Products Terminal, located in Cleveland, Ohio, receives product from Inland Pipeline System and makes deliveries to trucks via a three-lane rack. The terminal has 10 tanks with a nominal capacity of 154,000 bbls located on a 12.1 acre tract of land.

Truck Rack: Three-lane truck rack designed to load premium and regular gasoline. Each lane has two loading positions for each product. Equipment is available to inject two types of additive.

Vapor System: Vapor Recovery Unit – John Zink Model GV-ZTOF-7200-2. One Travaini Vacuum Pump model PL-73. Rated at 6,440,000 gallons/day

COLUMBUS EAST PRODUCTS TERMINAL

Columbus East Terminal, located in Columbus, Ohio, receives gasoline and low sulfur diesel from Buckeye Pipeline and Inland Pipeline System. The product is delivered to trucks via a two-lane rack. The terminal has 11 tanks with a combined nominal capacity of 143,000 bbls.

Truck Rack: The two-lane truck rack is designed to deliver regular, mid grade, premium unleaded gasoline and low sulfur diesel. One lane also has a loading spot for high sulfur diesel. The equipment exists to inject two different additives.

Vapor System: Vapor Recovery Unit – McGill Model AT704-8-8. Carbon Type BPL F3 6X16. One Nash vacuum pump model number AT-704.

COLUMBUS WEST PRODUCTS TERMINAL

Columbus West Terminal, located in Columbus, Ohio, receives gasoline from Buckeye and Inland Pipeline Systems. The product is delivered to trucks via a two-lane rack. The system has 9 tanks with a combined nominal capacity of 142,000 barrels.

Truck Rack: The two-lane sequential blending truck rack is designed to load out regular, midgrade, and premium gasoline. Only one type of additive can be injected.

Vapor System: John Zink Carbon Adsorption-Absorption unit. Model #AA-355-6-6. Emissions test due in 2006.

DAYTON PRODUCTS TERMINAL

Dayton Terminal, located in Dayton, Ohio receives gasoline and low sulfur diesel from Inland Pipeline and from tank trucks. Products are delivered to trucks via a three-lane rack. There are 14 tanks with a nominal capacity of 162,000 barrels located on a 15 acre tract.

Truck Rack: The three-lane truck rack is designed to load regular, midgrade, and premium unleaded, low sulfur diesel, and interface. The first two lanes have loading spots for the gasoline and the final lane has the loading spots for the low sulfur diesel and interface. This truck rack can load two different additives.

Vapor System: Vapor Recovery Unit – McGill Model AT-124-5.5-7.25 One Nash AT-404 vacuum pump

DETROIT RIVER ROUGE PRODUCTS TERMINAL

Shell Oil Products Detroit River Terminal is located at 700 S. Decor Street, Detroit Michigan. The terminal is located approximately two miles west of the Detroit River and approximately one mile south of Interstate 75. Products are received from Wolverine, BP Amoco and Buckeye pipelines and products are delivered to trucks via a four-lane rack. The terminal has 14 tanks with a combined nominal capacity of 592,000 barrels located on a 33 acre tract of land.

Vapor System: Vapor Recovery Unit – John Zink

Dock Facilities (idled): Steel construction, approximately 400 feet long with 21 ft draft
Approximately 1,244 feet of 10" Pipeline from dock to Terminal
Approximately 1,177 feet of 10" Pipeline from dock to Terminal
Approximately 1,017 feet of 10" Pipeline from dock to Terminal
Dock House

FERRYSBURG PRODUCTS TERMINAL

The Ferrysburg Terminal, located in Ferrysburg, Michigan, receives products via Wolverine Pipeline Company and delivers products to trucks via a three-lane rack. The terminal has 8 tanks with a combined nominal capacity of 315,000 barrels.

Truck Rack: Three-lane truck rack designed for gasoline and diesel. There are 5 gasoline meters and 5 diesel meters. Equipment exists for injection of red dye and two types of gasoline additives.

Vapor System: Load Rack Vapor Control Systems:
Primary- John Zink Model AAT-X-825-8/10-1-X with Travaini vacuum pump model number PL73 and carbon type ZX 8020 / BPL-F3.
Backup- National Air Vapor Flare system S/N 14C24NVC – Loading rack volume limited to 1500 GPM when using backup.

JACKSON PRODUCTS TERMINAL

The Jackson Terminal, located in Jackson, Michigan, receives products via Wolverine Pipeline Company and delivers products to trucks via a one-lane rack. The terminal has 7 tanks with a combined nominal capacity of 84,000 barrels located on a 41.4 acre tract of land.

Truck Rack: One lane truck rack designed for gasoline and diesel. There are 4 gasoline meters. The rack has the capability of injecting two gasoline additives.

Vapor System: Vapor Recovery System – John Zink model AA-355-6-5 with one Graham vacuum pump model 2V-6216

LIMA NORTH PRODUCTS TERMINAL

Lima North Terminal, located in Lima, Ohio, receives gasoline and diesel from the Premcor Lima Refinery. Products are delivered to trucks via a six-lane rack. The terminal has 8 tanks with a combined nominal capacity of 25,000 barrels located on a 10 acre tract of land.

Truck Rack: Six lane truck rack designed to load out premium, regular and midgrade blend gasoline, low sulfur diesel #2, low sulfur diesel supreme, high sulfur diesel and high sulfur diesel supreme. Equipment is capable of injecting two gasoline additives.

Vapor System: Vapor Recovery Unit – John Zink Model 2X-AT-124x7'x6'8"

MARSHALL PRODUCTS TERMINAL

The Marshall Terminal, located in Marshall, Michigan, receives products via Wolverine Pipeline Company and delivers products to trucks via a two-lane rack. The terminal has 9 tanks with a combined nominal capacity of 281,000 barrels located on a 74 acre tract of land.

East

Truck Rack: Two-lane truck rack designed for gasoline and high and low sulfur diesel. There are 4 gasoline meters, 3 high sulfur diesel meters, and 2 low sulfur diesel meters. The rack has the capability to inject 2 gasoline additives.

Vapor System: National Air Oil Vapor Burner

NILES PRODUCTS TERMINAL

The Niles Terminal, located in Niles, Michigan, receives products via the Wolverine Pipeline Company and delivers gasoline and diesel to customers via Wolverine Pipeline Company and to trucks via a three lane rack. The terminal has 22 tanks with a combined nominal capacity of 634,000 barrels located on a 33.6 acre tract of land.

Truck Rack: Three lane truck rack designed for gasoline and diesel. There are 7 gasoline meters and 2 diesel meters. Equipment exists for injection of red dye and two types of gasoline additive.

Vapor System: North Load Rack-Vapor Combustion System – NAO model number 48C28. South Load Rack- Zink Mod. AA-35-6-5

PADUCAH PRODUCTS TERMINAL

The Paducah Terminal, located near Paducah, Kentucky, receives products via barge and delivers gasoline and diesel to trucks via a one-lane rack. The terminal has 13 tanks with a combined nominal capacity of 61,000 barrels located on a 7 acre tract of land. This terminal is currently idle.

Truck Rack: 1 truck rack

Dock Facilities: Dock facilities include a 22'x25' dock, 2 mooring dolphins, and 489.9' of river front on the Tennessee River

ROCKFORD PRODUCTS TERMINAL

The Rockford Terminal, located near Rockford, Illinois, receives gasoline and diesel from West Shore Pipeline and receives ethanol and additive via tank truck. All products are delivered to trucks via two-lane rack. The terminal has 11 tanks with a combined nominal capacity of 148,000 barrels located on a 22 acre tract of land.

Truck Rack: The two-lane truck rack is designed to deliver low sulfur diesel, ethanol, and regular and premium gasoline. (Midgrade gasoline is blended) This rack utilizes Accuload presets and can inject three different additive types. The terminal has a John Zink vapor combustion unit.

ST LOUIS SOUTH PRODUCTS TERMINAL

The South St. Louis Terminal, located near St. Louis, Missouri, is a combination clean products and asphalt terminal. The terminal receives gasoline and diesel from barges and Explorer Pipeline. Ethanol is received from barges, rail cars and tank trucks. Additive is received from tank truck. Gasoline, diesel, and ethanol are loaded onto trucks for delivery via a three bay rack. The terminal also receives asphalt from barges and delivers asphalt to customers through a two bay top loading truck rack. The dock is designed for offloading only.

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The terminal has 10 clean products tanks with a combined nominal capacity of 260,000 barrels The terminal also has one 45,000 bbl tank dedicated to ethanol storage, and six tanks dedicated to asphalt storage with 172,000 barrels of capacity. The terminal is located on 17.4 acres of land.

Truck Rack: A three bay truck rack is used to load premium, mid grade, and regular gasoline, low sulfur and high sulfur diesel, and ethanol. This rack is capable of injecting three different additive types as well as red dye. This rack uses multiload presets and wild-stream blending. Two-lane top loading asphalt truck rack. The License for the Diamond inventory management system is included.

Dock Facilities: There is a floating dock with unloading capabilities only. This dock is used for both the asphalt and light oil receipts into the terminal. There is a single offloading arm for light oil products and one for asphalt. The dock is equipped with a small pump for stripping barges. Two asphalt pipelines run from the dock to the terminal.

Rail Facilities: There is a rail spur that is used to unload ethanol. Four railcars can be unloaded at a time through stainless steel hoses. The ethanol is delivered to tank #94. Two pumps are dedicated to moving the product.

Vapor System: Vapor Recovery Unit – McGill VRU with Nash vacuum pump model AT-404.

TAYLOR PRODUCTS TERMINAL

The Taylor Terminal, located near Detroit, Michigan, is an idle terminal connected to Buckeye and Wolverine Pipelines. There is no existing truck rack at the terminal. The terminal has 8 tank for a combined nominal capacity of 310,000 barrels located on a 15 acre site. The terminal has a NAO Vapor Combustor Unit and three buildings (Office: 80' x 32', Shop: 33'x 20' and Firehouse 37'x 12')

East

Exhibit "B"

Counties

Illinois:

Madison, Macoupin, Montgomery, Christian, Macon, Dewitt, McLean, Ford, Livingston, Iroquois, Kankakee, Will, Cook, DuPage, Effingham, Winnebago, Bond, Fayette, Cumberland, Clark, Edgar; Clay, Richland, Lawrence, Wabash, Crawford, Marion

Indiana:

Lake, Vigo, Parke, Putnam, Hendricks, Marion, Boone, Hamilton, Madison, Delaware, Jay, Gibson, Posey

Ohio:

Mercer, Auglaize, Allen, Cuyahoga, Franklin, Hamilton, Montgomery

Missouri:

St. Louis

Kentucky:

McCracken

Michigan:

Berrien, Calhoun, Jackson, Ottawa, Wayne