PACIFIC ENERGY PARTNERS LP
Form 10-K
March 13, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

**FOR ANNUAL AND TRANSITION REPORTS PURSUANT TO SECTIONS 13 OR 15(d)
OF THE SECURITIES AND EXCHANGE ACT OF 1934**

(Mark One)

ý **Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2005**

or

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to**

1-31345
(Commission File Number)

PACIFIC ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware (State or jurisdiction of incorporation or organization)	**68-0490580** (I.R.S. Employer Identification No.)
5900 Cherry Avenue **Long Beach, California** (Address of principal executive offices)	**90805** (Zip Code)

562-728-2800
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
Common Units representing limited partner interests	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer Yes o No o Accelerated filer Yes ý No o Non-accelerated filer Yes o No o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý

The aggregate market value of the common units held by non-affiliates of the registrant (treating directors and executive officers of the registrant and holders of 10% or more of the common units outstanding, for this purpose, as if they were affiliates of the registrant) as of June 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $610,000,000, based on a price per common unit of $31.75, the closing price of the common units as reported on the New York Stock Exchange on such date. There were approximately 31,450,000 of the registrant's common units and 7,848,750 of the registrant's subordinated units outstanding as of February 28, 2006.

Documents incorporated by reference: None.

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References in this annual report on Form 10-K to "Pacific Energy Partners," the "Partnership," "we," "ours," "us" or like terms refer to Pacific Energy Partners, L.P. and its subsidiaries.

References in this annual report on Form 10-K to our "General Partner" refer to Pacific Energy GP, Inc. prior to March 3, 2005, and from and after March 3, 2005 to Pacific Energy GP, LP and/or Pacific Energy Management LLC, the general partner of Pacific Energy GP, LP, as appropriate.

Glossary of Terms

In addition, the following is a list of certain acronyms and terms used throughout the document:

Anschutz	The Anschutz Corporation
Aurora	Aurora Pipeline Company Ltd.
bbl	Barrels
bpd	Barrels per day
Colorado PUC	Colorado Public Utilities Commission
CPUC	California Public Utilities Commission
dark products	Crude oil and refinery feedstocks such as gas oil and heavy fuel oils
DOT	U.S. Department of Transportation
EUB	Alberta Energy and Utilities Board
FERC	Federal Energy Regulatory Commission
Frontier	Frontier Pipeline Company
LB Acquisition	The purchase on March 3, 2005 by Lehman Brothers Merchant Banking Group of its interest in Pacific Energy Partners, L.P.
LBMB	Lehman Brothers Merchant Banking Group
LBP	LB Pacific, LP
mbpd	One thousand barrels per day
NEB	Canadian National Energy Board
PAT	Pacific Atlantic Terminals LLC
PEG	Pacific Energy Group LLC
PEM	Pacific Energy Management LLC, the general partner of Pacific Energy GP, LP
PMT	Pacific Marketing and Transportation LLC
PPS	Pacific Pipeline System LLC
Predecessor	The group of entities consisting of PPS, PMT, RMPS and Ranch, for which the financial data and results of operations are presented prior to the initial public offering on July 26, 2002
PT	Pacific Terminals LLC
RMC	Rangeland Marketing Company
RMPS	Rocky Mountain Pipeline System LLC
RNPC	Rangeland Northern Pipeline Company
RPC	Rangeland Pipeline Company
Ranch	Ranch Pipeline LLC
Rangeland Partnership	Rangeland Pipeline Partnership
SEC	Securities and Exchange Commission
Valero Acquisiton	The purchase by the Partnership on September 30, 2005 of certain San Francisco area and Philadelphia area terminals, and the West Pipeline system, from Valero, L.P. (See "Items 1&2. Business and Properties Significant Events in 2005")
Wyoming PSC	Wyoming Public Service Commission

Information Regarding Forward-Looking Statements

This annual report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements are identified as any statements that do not relate strictly to historical or current facts, including statements that use terms such as "anticipate," "assume," "believe," "estimate," "expect," "forecast," "intend," "plan," "position," "predict," "project," or "strategy" or the negative connotation or other variations of such terms or other similar terminology. In particular, statements, express or implied, regarding our future results of operations or our ability to generate sales, income or cash flow or to make distributions to unitholders are forward-looking statements. Forward-looking statements are not guarantees of performance. Such statements are based on management's current plans, expectations, estimates, assumptions and beliefs concerning future events impacting us and therefore involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of operations may differ materially from those expressed in these forward-looking statements. Many of the factors that will determine these results are beyond our ability to control or predict.

We caution you that the forward-looking statements in this Annual Report on Form 10-K are subject to all of the risks and uncertainties, many of which are beyond our control, incident to gathering, transporting, storing and distributing crude oil, refined products and other dark products and buying and selling crude oil. Please see "Item 1A-Risk Factors" below for a more detailed description of these risks and other factors that may affect the forward-looking statements. The risk factors could cause our actual results to differ materially from those contained in any forward-looking statement. You should not put undue reliance on these forward-looking statements. We disclaim any obligation to announce publicly the result of any revision to any of the forward-looking statements to reflect future events or developments.

Part I

ITEMS 1 and 2. Business and Properties

Overview

We are a publicly traded Delaware limited partnership formed in February 2002. On July 26, 2002, we completed an initial public offering of common units representing limited partner interests.

We are engaged principally in the business of gathering, transporting, storing, and distributing crude oil, refined products and other related products. We generate revenue primarily by transporting such commodities on our pipelines, by leasing capacity in our storage tanks, and by providing other terminaling services. We also buy and sell crude oil, activities that are generally complementary to our other crude oil operations. We conduct our business through two business units, the West Coast Business Unit, which includes activities in California and the Philadelphia, Pennsylvania area, and the Rocky Mountain Business Unit, which includes activities in five Rocky Mountain states and Alberta, Canada. Information about us, including our Annual Report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K that we file with, or furnish to, the Securities and Exchange Commission (the "SEC"), pursuant to Sections 13(a) or 15(d) of the Exchange Act, are accessible, free of charge, on our website, www.PacificEnergy.com, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our website also includes our Corporate Governance Guidelines, Code of Business Conduct and Ethics and charters of our Audit Committee, Compensation Committee and Nominating and Governance Committee.

We are managed by our general partner, Pacific Energy GP, LP, a Delaware limited partnership, which, prior to its conversion to a limited partnership on March 3, 2005, was Pacific Energy GP, Inc., a corporation owned 100% by a subsidiary of The Anschutz Corporation ("Anschutz") (see "Significant

Developments in 2005 Sale of The Anschutz Corporation's Interest in Us"). Pacific Energy GP, LP is managed by its general partner, Pacific Energy Management LLC ("PEM"), a Delaware limited liability company, thus the officers and Board of Directors of PEM manage the business affairs of the Partnership and Pacific Energy GP, LP. Our General Partner is owned by LB Pacific, LP ("LBP"), which is owned by private equity funds managed by Lehman Brothers, Inc. and First Reserve Corporation ("First Reserve"). References to our "General Partner" refer to Pacific Energy GP, Inc. prior to March 3, 2005, and from and after March 3, 2005 to Pacific Energy GP, LP and/or Pacific Energy Management LLC, the general partner of Pacific Energy GP, LP, as appropriate.

Our General Partner does not receive any management fee or other compensation in connection with its management of our business, but is entitled to reimbursement for all direct and indirect expenses incurred on our behalf. Our principal executive offices are located at 5900 Cherry Avenue, Long Beach California 90805, and our phone number is (562) 728-2800.

We hold a 100% ownership interest in Pacific Energy Group LLC ("PEG"), whose 100% owned subsidiaries consist of:

(i) Pacific Pipeline System LLC ("PPS"), owner of Line 2000 and the Line 63 system;

(ii) Pacific Terminals LLC ("PT"), owner of the Pacific Terminals storage and distribution system;

(iii) Pacific Atlantic Terminals LLC ("PAT"), owner of the California and East Coast assets we purchased on September 30, 2005 as part of the acquisition of assets from Valero, L.P. (see "Significant Events in 2005 Acquisition of Assets From Valero" below);

(iv) Pacific Marketing and Transportation LLC ("PMT"), owner of the PMT gathering system and marketing business;

(v) Rocky Mountain Pipeline System LLC ("RMPS"), owner of the Western Corridor system, the Salt Lake City Core system and the Rocky Mountain Products Pipeline (formerly the West Pipeline System), which was acquired on September 30, 2005 as part of the acquisition of assets from Valero, L.P.; and

(vi) Ranch Pipeline LLC ("Ranch"), the owner of a 22.22% partnership interest in Frontier Pipeline Company ("Frontier"), a Wyoming general partnership.

We hold a 100% ownership interest in PEG Canada GP LLC, the general partner of PEG Canada, L.P. ("PEG Canada"), the holding company of our Canadian subsidiaries. We own 100% of the limited partner interests in PEG Canada, whose 100% owned subsidiaries consist of:

(i) Rangeland Pipeline Company ("RPC"), which owns 100% of Aurora Pipeline Company Ltd. ("Aurora") and a partnership interest in Rangeland Pipeline Partnership ("Rangeland Partnership"),

(ii) Rangeland Northern Pipeline Company ("RNPC"), which owns the remaining partnership interest in Rangeland Partnership, and

(iii) Rangeland Marketing Company ("RMC").

Rangeland Partnership owns all of the assets that make up the Rangeland pipeline system except the Aurora pipeline, which is owned by Aurora.

We also own 100% of Pacific Energy Finance Corporation, co-issuer of our $7^1/_8$% senior notes due 2014 and $6^1/_4$% senior notes due 2015.

The chart that follows depicts the organization and ownership of the Partnership as of January 31, 2006. The chart does not include Pacific L.A. Marine Terminals LLC, which was established to

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construct and operate Pier 400. See "West Coast Business Unit Pier 400" below for further discussion of our Pier 400 project.

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Significant Events in 2005

Acquisition of Assets from Valero, L.P.

On September 30, 2005, we completed the purchase of certain terminal and pipeline assets (the "Valero Acquisition") from Support Terminals Operating Partnership, L.P., Kaneb Pipe Line Operating Partnership, L.P. and Shore Terminals LLC (the "Sellers") for an aggregate purchase price of approximately $455 million, plus $11.5 million for the assumption of certain environmental and operating liabilities and $3.7 million for closing costs. The assets purchased consist of (i) the Martinez terminal and Richmond terminal in the San Francisco, California area, (ii) the North Philadelphia and South Philadelphia terminals and the Paulsboro, New Jersey terminal in the Philadelphia, Pennsylvania area, and (iii) a 550-mile refined products pipeline system, formerly known as the West Pipeline System, with four terminals in the U.S. Rocky Mountains (collectively, the "Valero Assets").

The Martinez and Richmond terminals currently have 4.1 million barrels of combined storage capacity. The terminals handle refined products, blend stocks and crude oil, and are connected to a network of owned and third-party pipelines that carry crude oil and light products to and from area refineries. These terminals also receive and deliver crude oil and light products by marine vessel or barge. The Richmond terminal has a rail spur for delivery and receipt of light products and a truck rack for product delivery.

The North Philadelphia, the South Philadelphia and the Paulsboro, New Jersey terminals handle refined products and have a combined storage capacity of 3.1 million barrels. The terminals receive product via connections to third-party pipelines and have truck racks for deliveries. The North Philadelphia and Paulsboro terminals can also deliver and receive products by marine vessel or barge.

The 550-mile refined products pipeline system, now called the Rocky Mountain Products Pipeline, extends from Casper, Wyoming east to Rapid City, South Dakota and south to Colorado Springs, Colorado. The pipeline system includes products terminals at Rapid City, South Dakota, Cheyenne, Wyoming and Denver and Colorado Springs, Colorado with a combined storage capacity of 1.7 million barrels. The Rocky Mountain Products Pipeline has various segments with different receipt and delivery points. The various segments of the trunk line have a combined current throughput capacity of approximately 85,000 barrels per day.

We have integrated the operations, maintenance, marketing and business development of the Rocky Mountain Products Pipeline with our existing pipeline activities in the Rocky Mountain Business Unit. We have also similarly integrated the San Francisco area terminals and Philadelphia area terminals with our existing pipeline and terminal activities in our West Coast Business Unit.

Sale of The Anschutz Corporation's Interest in Us

On March 3, 2005, Anschutz completed the sale of its interest in the Partnership to LBP an entity formed by Lehman Brothers Merchant Banking Group. The acquisition by LBP (the "LB Acquisition") included the purchase of a 100% ownership interest in Pacific Energy GP, Inc. (predecessor of Pacific Energy GP, LP), which owned (i) a 2% general partner interest in the Partnership and the incentive distribution rights, and (ii) 10,465,000 subordinated units of the Partnership which represented, at the time, a 34.6% limited partner interest. Immediately prior to the closing of the LB Acquisition, Pacific Energy GP, Inc. was converted to Pacific Energy GP, LLC, a Delaware limited liability company; and immediately after the closing of the LB Acquisition, Pacific Energy GP, LLC was converted to Pacific Energy GP, LP, a Delaware limited partnership. The general partner of Pacific Energy GP, LP is 100% owned by LBP. Immediately following the closing of the LB Acquisition, our General Partner distributed the 10,465,000 subordinated units of the Partnership to LBP.

In connection with the conversion of our General Partner to a limited partnership, our General Partner ceased to have a board of directors, and is now managed by PEM, its general partner. PEM has a board of directors (the "Board of Directors" or "Board") that manages the business and affairs of PEM and, thus, indirectly manages the business and affairs of our General Partner and the Partnership. For further discussion of the Board of Directors, see "Item 10 Directors and Executive Officers". All of the officers and employees of our General Partner were transferred to the same positions with PEM, and the Board established the same committees as had been maintained by our General Partner prior to the LB Acquisition. PEM also adopted our General Partner's governance guidelines and its compensation structure and employee benefit plans and policies.

Business Strategy

Our principal business objective is to achieve sustainable long-term growth of cash distributions to our unitholders by being a leading provider of pipeline transportation, storage and other midstream services to the North American energy industry. We strive to operate safely, protecting the environment and the communities in which we operate, while maintaining the operational integrity of our facilities. We seek to realize our business objective by executing the following strategies:

Leverage our strategic position in core market areas to maximize throughput on our pipelines and utilization of our storage facilities. As the owner of significant independent storage facilities and a large distribution system in the Los Angeles Basin and San Francisco Bay area, as well as being the owner of the only two common carrier pipelines serving the Los Angeles Basin, we believe that we are well positioned to capitalize on the changing and growing needs of the refineries that serve California, the largest gasoline market in the United States. The storage facilities effectively operate as an extension of the refineries' operations. Our crude oil pipelines transport crude oil produced in the San Joaquin Valley and in the two primary California Outer Continental Shelf producing fields to the Los Angeles Basin and to Bakersfield, California. We continually seek opportunities to maximize the utilization of our storage facilities, to increase the capacity of our storage facilities and to capture additional volumes for our pipelines. We believe the strategic position of our West Coast assets creates other development opportunities that will help us maintain and increase cash flows, including the development opportunity presented by the Pier 400 project (see "West Coast Business Unit" below).

Our Rocky Mountain pipelines serve major markets in the U.S. Rocky Mountain region, which continue to have a growing population and an increasing demand for refined products. The Rocky Mountain pipeline network is strategically situated to take advantage of increasing crude oil production in Canada and growing demand for refined products in Salt Lake City and throughout the U.S. Rocky Mountain region. We believe crude oil throughput on our pipelines and our revenue will increase as refinery demand in the region continues to grow and Canadian crude oil, including synthetic crude oil, replace declining crude oil production in the U.S. Rocky Mountain region. With the acquisition in 2004 of the Rangeland and MAPL pipelines in Alberta, we now have an integrated pipeline corridor from Edmonton, Alberta, a primary oil hub, to the major refining centers in the U.S. Rocky Mountain region.

The terminal facilities acquired from Valero, L.P. are also located in highly desirable locales for refined product demand. Both the Martinez and Richmond storage facilities are located in the growing San Francisco Bay area and are well positioned to participate in the increasing imports of refined products, feedstocks and ethanol, and in the case of the Martinez facility, crude oil. The East Coast terminals are located in the densely populated Philadelphia, Pennsylvania area and are connected to the Colonial and Sun pipelines, two of the major transporters of refined products to the Northeastern region of the United States. The Paulsboro, New Jersey facility is located on the Delaware River with excellent deepwater access to accommodate vessels up to 100,000 deadweight tons.

Control our operating and capital costs while maintaining the safety and operational integrity of our assets. We focus on managing our operating and sustaining capital costs, while fulfilling our responsibility to maintain the operational integrity of our assets in order to operate safely, and to protect the environment, our employees, and the communities in which we operate.

Pursue strategic and accretive acquisitions and new development projects that enhance and expand our core business. We intend to pursue acquisitions of additional midstream assets, including pipelines and storage and terminal facilities that are accretive to our cash flow and complement our existing business, with an emphasis on opportunities where supply and demand imbalances exist or where demand is not being met. We believe midstream assets will continue to be available for purchase as the major integrated energy companies divest noncore assets. We have three principal objectives in pursuing acquisitions:

- provide for long-term growth in our cash distributions on a per unit basis;
- strengthen and enhance our existing business units; and
- expand outside our existing business units into the natural gas storage and transportation segments of the energy industry.

We will also seek to capitalize on our experience in the development and construction of new midstream projects that are complementary to our core market assets.

We have been successful in the execution of this strategy of acquisition and development and believe our acquisition history, reputation and project development experience will provide us with attractive opportunities in the future. The following transactions and activities demonstrate our experience in acquisition and development:

- in February 1999, we completed the construction of Line 2000 at a cost of approximately $275 million;
- in May 1999, we acquired the Line 63 system in exchange for an interest in PPS;
- in June 2001, we acquired the ownership interest in PPS that was held by a third party, increasing our ownership interest in PPS to 100%, for approximately $47 million;
- in June 2001, we acquired the PMT gathering system for approximately $14 million;
- in December 2001, we acquired an additional 9.72% partnership interest in Frontier for approximately $9 million, increasing our ownership interest to 22.22% from 12.5%;
- in March 2002, we acquired the Western Corridor and Salt Lake City Core systems for approximately $107 million;
- in July 2003, we acquired the Pacific Terminals storage and distribution system for approximately $173 million;
- in February 2004, we completed a feasibility study and commenced the development phase of our Pier 400 Project;
- in May 2004, we acquired the Rangeland system for approximately $118 million;
- in June 2004, we acquired the MAPL pipeline for approximately $27 million; and
- in September 2005, we completed the Valero Acquisition for approximately $470 million.

Minimize our exposure to commodity price volatility. We have historically managed our business to minimize our direct exposure to volatile commodity prices. We believe this strategy of minimizing our exposure to commodity price volatility will continue to enhance our ability to generate stable cash flow.

We do not take title to the crude oil or refined products we transport on our pipelines and store in our storage facilities, except with respect to our crude oil buying and selling activities in California, and to a lesser extent in other areas, which in the aggregate has been a small percentage of net revenue (9% in 2005), and for operational imbalances at our refined products terminals and for purchases in connection with the operation of the Rangeland system in Canada. The Rangeland system operates as a proprietary system, and accordingly we take title to the crude oil, condensate and butane that is gathered and transported on it. However, most of the purchase contracts have concurrent sales contracts with the same counterparty and only a net payment is made to settle the monthly activity, thereby minimizing commodity price and credit risks.

West Coast Business Unit

Our West Coast Business Unit is comprised of the following assets which are 100% owned:

- Line 2000
- Line 63 system
- Pacific Terminals storage and distribution business
- PMT gathering system and marketing business
- Pacific Atlantic Terminals (San Francisco area terminals and Philadelphia area terminals)

Our West Coast Business Unit consists of two principal pipelines, Line 2000 and the Line 63 system, which transport crude oil produced in California's San Joaquin Valley and the California Outer Continental Shelf to refineries and terminal facilities in the Los Angeles Basin and in Bakersfield. These pipelines are the only common carrier pipelines delivering crude oil produced in the San Joaquin Valley and the two primary California Outer Continental Shelf producing fields, Point Arguello and the Santa Ynez Unit, to the Los Angeles Basin and Bakersfield. We also own and operate the PMT gathering system, a proprietary gathering and blending operation in the San Joaquin Valley, and the Pacific Terminals storage and distribution system, a crude oil and dark products storage and pipeline distribution system servicing the Los Angeles Basin. We have integrated the recently acquired San Francisco area terminals and Philadelphia area terminals with our existing pipeline and terminal activities in our West Coast Business Unit (see "Significant Events in 2005 Acquisition of Assets from Valero L.P." for a description of these assets) and are currently seeking permits for the development of a deepwater petroleum import terminal at Pier 400 and Terminal Island in the Port of Los Angeles. Our West Coast Business Unit is headquartered in Long Beach, California, with field offices in Bakersfield and in the San Francisco, California, and Philadelphia, Pennsylvania areas.

Market Overview

General Market Considerations. The market in Southern California for our crude oil pipelines and storage facilities is influenced by the operation of the refineries in California, particularly those in the Los Angeles Basin and in central California, including Bakersfield. The operational levels and maintenance schedules of the refineries in our operating locations impact demand for shipment of and storage of crude oil and other dark products on our pipelines and in our storage facilities.

Our Martinez and Richmond, California terminals are the predominant independent terminals in the San Francisco Bay area and are well positioned to capitalize on increasing imports of crude oil and refined petroleum products into the state of California. The combined storage capacity of the Philadelphia, Pennsylvania and Paulsboro, New Jersey terminals also position us as one of the largest independent terminal operators in the region, able to serve the needs of various refiners, marketers, major petroleum jobbers and end-users. The terminals offer a variety of services that appeal to a broad range of customers.

Sources of Demand. Refined products such as gasoline, diesel fuel, jet fuel and heating oils are derived from crude oil. Demand for refined products directly impacts the demand for crude oil. California consumes the most gasoline and jet fuel of any state in the United States

California refineries have a combined crude oil refining capacity that ranks the state third highest in the nation. In addition to serving intrastate demand, California refineries also export refined products to the Arizona and Nevada markets. The populations of Arizona and Nevada are expected to

grow significantly over the next 20 years, which in turn is expected to increase the demand for refined products. The California refineries were designed to process San Joaquin Valley heavy crude oil and Outer Continental Shelf crude oil, which are both transported by our pipelines but can also be transported north to the San Francisco Bay area refineries. Line 2000 and the Line 63 system serve refineries in the Los Angeles Basin and in Bakersfield. The shippers that use our pipelines also compete with refiners in the San Francisco Bay and the central California areas for crude oil produced in the San Joaquin Valley and the California Outer Continental Shelf. To the extent San Joaquin Valley and Outer Continental Shelf crude oil is transported to the San Francisco refineries, the refineries we serve will be required to obtain their crude oil from other sources such as Alaskan North Slope and foreign crude oil. Because the refiners in central California, including Bakersfield, do not have access to alternative supplies of crude oil and have the lowest transportation costs due to their proximity to the producing fields, they will usually outbid other end-users, including San Francisco Bay and Los Angeles Basin refiners, for San Joaquin Valley and California Outer Continental Shelf crude oil. As a result, the San Francisco Bay and the Los Angeles Basin refiners who do not have adequate supplies of proprietary production must compete for the remaining supply of these crude oil types. San Joaquin Valley crude oil transported to the San Francisco Bay results in a reduction in the amount of crude oil available for transportation on our pipelines. Our throughput and revenue will be adversely affected to the extent more San Joaquin Valley crude oil is transported to the San Francisco Bay area rather than to the Los Angeles Basin.

Our San Francisco area terminals are the largest independently owned terminals in the area and serve northern and central California and Nevada markets with refined products. The terminals are connected to all five San Francisco Bay area refineries through pipeline connections with third-party pipelines. The terminals' customers also receive a significant portion of their refined products from marine vessels.

Similarly, our Philadelphia, Pennsylvania, and Paulsboro, New Jersey, terminals serve densely populated areas, which affect the demand for refined products. Our Philadelphia area terminals provide services and products to all six of the refiners in the Philadelphia harbor. Using our facilities, these refineries receive feedstock from New York Harbor, the United States Gulf Coast, and foreign imports. Our diverse facilities and infrastructure allow us to provide storage and throughput services to brokers, marketers and refiners who are our customers.

Sources of Supply. California is the fourth largest oil producing area in the United States, including production from the Federal Outer Continental Shelf. In addition to the local California-produced crude oil, major ports in San Francisco and Los Angeles/Long Beach receive waterborne Alaskan North Slope and foreign crude oil.

We expect that there will continue to be natural production declines from the California fields we serve as the underlying reservoirs are depleted. In addition, declining Alaskan North Slope production may impact us in the future if shippers elect to replace Alaskan North Slope crude oil delivered to San Francisco area refineries with San Joaquin Valley and Outer Continental Shelf crude.

We expect that the natural production declines from the California fields we serve will result in growth of water-borne imports to the Los Angeles Basin and the San Francisco Bay area. We expect to participate in this growth through our Pacific Terminals storage and distribution system, our San Francisco Bay area terminals and, if successful, our proposed development of the Pier 400 Project.

Our San Francisco area terminals are supplied from local refineries and by marine vessels. Our Philadelphia area refined products terminals depend on connections with refineries and petroleum products pipelines owned and operated by third parties as a significant source of supply and also receive waterborne products from the U.S. Gulf Coast and the New York Harbor.

Line 2000

We own and operate Line 2000, an intrastate common carrier crude oil pipeline that transports crude oil produced in the San Joaquin Valley and California Outer Continental Shelf to the Los Angeles Basin. Line 2000 is a 130-mile, insulated trunk pipeline originating at our Emidio Pump Station in Kern County, California and delivers crude oil directly and indirectly to refineries and terminal facilities in the Los Angeles Basin. Because Line 2000 is insulated, heavy crude oil can be transported on Line 2000 without re-heating or diluting it.

The design throughput capacity of Line 2000 is approximately 145,000 bpd and the permitted annual throughput capacity is 130,000 bpd. In 2005, approximately 67,900 bpd was transported on Line 2000. Line 2000 is capable of transporting multiple batches and grades of heavy crude oil.

The California Public Utility Commission ("CPUC") regulates tariffs on Line 2000. The tariff rates we charge shippers on Line 2000 are market-based rates, subject to certain limitations under transportation contracts with certain of our shippers, which allow us to raise our tariff rates in response to increases in various inflation-based indices and market factors. The CPUC reviews our tariff rates when changes are sought. On May 1, 2005, we increased the tariff rates on Line 2000 by approximately 4.8%, based on the contractually agreed index of cost changes.

The Line 63 System

The Line 63 system is an intrastate common carrier crude oil pipeline system that transports crude oil produced in the San Joaquin Valley and California Outer Continental Shelf to refineries and terminal facilities in the Los Angeles Basin and in Bakersfield. The Line 63 system consists of a 107-mile trunk pipeline, originating at our Kelley Pump Station in Kern County, California and terminating at our West Hynes Station in Long Beach, California. The Line 63 system includes 60 miles of distribution pipelines in the Los Angeles Basin and in the Bakersfield area, 156 miles of gathering pipelines in the San Joaquin Valley, and 22 storage tanks with approximately 1.2 million barrels of storage capacity. These storage assets, the majority of which are located in the San Joaquin Valley, are used primarily to facilitate the transportation of crude oil on the Line 63 system. Line 63 has a throughput capacity of approximately 105,000 bpd. In 2005, approximately 51,700 bpd was transported on Line 63.

The CPUC regulates tariffs on the Line 63 system. The tariff rates we charge shippers on Line 63 are cost-of-service based. Cost-of-service based rates are developed and based upon the various costs to operate and maintain the pipeline, as well as charges for the depreciation of the capital investment in the pipeline and the authorized rate of return. Effective November 1, 2004, we increased the tariff rates 9.5% on our Line 63 system. This increase in tariff rates was the first for Line 63 since 2001. Additionally, effective August 1, 2005, we implemented a temporary surcharge of $0.10 per barrel on our long-haul tariff rates to recover our uninsured costs relating to the oil release, pipeline repairs and other costs incurred as a result of record rains in Southern California (see "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Significant Developments in 2005").

Pacific Terminals Storage and Distribution System

The Pacific Terminals storage and distribution system complements our West Coast pipeline operations and forms one of the most extensive storage and pipeline distribution systems in southern California, providing service to all major refineries in the Los Angeles Basin.

PT's storage assets include 34 storage tanks with a total of approximately 9.0 million barrels of storage capacity. Of this total capacity approximately 6.7 million barrels are in active commercial service, 0.5 million barrels are used for "throughput" from marine vessels to other tanks and do not generate revenue independently, approximately 1.5 million barrels are idle but could be reconditioned and brought into service, and approximately 0.3 million barrels are in displacement oil service. We use the Pacific Terminals storage and distribution system to service the storage and distribution needs of the refining, pipeline and marine terminal industries in the Los Angeles Basin. In addition, PT has 17 storage tanks with a total of approximately 0.4 million barrels of storage capacity that are out of service. We have no current plans to bring these tanks into service. In the fourth quarter of 2005, we received permission from the CPUC to dismantle certain idle PT assets and sell the underlying land, which has an estimated value of approximately $10 million at December 31, 2005. In addition, in the fourth quarter of 2005, we sold one parcel of idle PT land for net proceeds of $1.6 million.

PT's pipeline distribution assets consist of 70 miles of distribution pipelines that are in active service and 49 miles of pipelines that are out of service. The active pipelines connect the PT storage assets with major refineries, our Line 2000 pipeline, and third-party pipelines and marine terminals in the Los Angeles Basin. An agreement that expires in October 2006, which provides for the use of a third-party dock in the Port of Long Beach, enables PT to receive crude oils and refinery feedstocks from, and export refinery feedstocks to, marine tankers. PT is capable of loading and off-loading marine shipments at a rate of 20,000 barrels per hour and transporting the product directly to or from certain refineries, other pipelines or its storage facilities. In addition, PT can deliver crude oil and feedstocks from its storage facilities to the refineries it serves at rates of up to 6,000 barrels per hour. We expect that we will be able to extend the dock use agreement on terms that are materially similar to current terms but there are no assurances that we will be successful in this regard. Currently, we pass through to our customers 100% of the costs to utilize this dock.

PT generates revenue primarily by leasing storage tank capacity to major refiners in the Los Angeles Basin. Lease rates for storage tanks are negotiated with each customer, resulting in private contracts varying in length from approximately one month to several years, generally with automatic renewal provisions. The customer contracts generally provide for throughput and heating charges, depending on the customer's specific needs.

PT is regulated by the CPUC. The CPUC has, however, authorized PT to establish the terms, conditions and charges for its storage and distribution services through negotiated contracts with its customers.

Pacific Marketing and Transportation Gathering System and Marketing Business

In addition to our primary pipeline operations, we are engaged in buying, gathering and selling crude oil, activities that are generally complementary to our pipeline transportation business in California's San Joaquin Valley and in the Rocky Mountain area in the vicinity of our pipelines. Beginning in the third quarter of 2005, we also selectively purchase and resell crude oil in other areas as well, although this is not a focus area for us.

The PMT gathering network is located in the San Joaquin Valley and consists of 103 miles of gathering pipelines as well as truck off-loading and gathering facilities at six locations along our gathering system. Our PMT facilities have a total of approximately 0.3 million barrels of storage capacity and up to 51,000 bpd of gathering capacity. The PMT gathering network in California effectively extends our pipeline network to capture supplies of crude oil for transportation on our trunk pipelines to Los Angeles that might not otherwise be shipped through our pipelines. We contract for third-party trucks to collect crude oil from remote areas that are not connected to our gathering system. We generate net revenue from our gathering activity by capturing the difference in price between the crude oil gathered at various locations and the higher price of the crude oil delivered.

Generally, we purchase only crude oil for which we have a corresponding sale agreement for physical delivery of the crude oil to a third party. Through this process, we seek to maintain a position that is substantially balanced between crude oil purchases and future delivery obligations. However, we are subject to basis risk, in that, the pricing of our sales barrels can vary from the cost of our gathered barrels. We conduct crude oil hedging to protect our inventory positions from major changes in market prices. We do not acquire and hold crude oil futures contracts or enter into other derivative contracts for the purpose of speculating on crude oil prices.

Our PMT gathering system is a proprietary intrastate operation that is not regulated by the CPUC.

Pacific Atlantic Terminals (San Francisco area terminals and Philadelphia area terminals)

Our San Francisco area terminals, which include the Martinez and Richmond terminals, currently have 48 storage tanks with 4.1 million barrels of combined storage capacity that are connected to area refineries through a network of owned and third-party pipelines that carry crude oil and refined products to and from area refineries. The terminals have dock facilities that can load between approximately 4,000 and 10,000 barrels per hour of refined products. There is also a rail spur at the Richmond terminal that is able to load and receive products by train. The Martinez terminal is permitted for an additional 1.3 million barrels of storage capacity and we have begun constructing three new 150,000 barrel storage tanks, which we are expecting to place in service in July 2006.

The San Francisco area terminals generate revenue primarily by leasing storage tank capacity to major traders and refiners in the San Francisco area. Most leases are under "ever-green" contracts for a year or longer and are privately negotiated with customers. Most of the San Francisco area terminals' revenue is from these storage leases.

Our Philadelphia area terminals, which include the North Philadelphia, South Philadelphia and the Paulsboro, New Jersey terminals, have 40 storage tanks with combined storage capacity of 3.1 million barrels. The terminals have 20 truck loading lanes, two barge docks and a ship dock. The Philadelphia area terminals provide services and products to all of the refiners in the Philadelphia harbor. The North Philadelphia and Paulsboro terminals have dock facilities that can load approximately 10,000 to 12,000 barrels per hour of refined products. The Philadelphia area terminals also receive products from the Colonial and Sun pipelines. The terminals also offer truck loading services and barge cleaning and tug fuel services. The terminals generate approximately 50% of their revenue by leasing storage capacity and approximately 50% of their revenue by delivering products from the terminal facilities to our customers' trucks and marine vessels.

The San Francisco and Philadelphia area terminals are not regulated as utilities.

Pier 400

We are developing a new deepwater petroleum import terminal and related storage and pipeline distribution facilities to handle marine receipts of crude oil and feedstocks in the Port of Los Angeles (the "Pier 400 Project"). In February 2004, we completed a feasibility study of the Pier 400 Project, and we recently completed an updated cost estimate. We are estimating that Pier 400 will cost approximately $250 million, which is subject to change depending on various factors, including: (i) the final scope of the project, which will reflect updated customer storage needs and the requirements imposed through the permitting process; and (ii) changes in construction costs. This cost estimate assumes the construction of 3.0 million barrels of storage, although we are seeking permits for, and will likely build, 4.0 million barrels of storage. We are seeking the environmental and other permits that will be required for the Pier 400 Project from a variety of governmental agencies, including the Board of Harbor Commissioners, the South Coast Air Quality Management District, various agencies of the City of Los Angeles, the Los Angeles City Council and the U.S. Army Corps of Engineers. We expect to have the necessary permits in the second half of 2006.

We have entered into agreements with ConocoPhillips and two subsidiaries of Valero Energy Corporation that provide long term customer commitments to off-load a total of 140,000 bpd of crude oil at the Pier 400 dock. The Valero and ConocoPhillips agreements are subject to satisfaction of various conditions, such as, the achievement of various progress milestones, financing, continued economic viability, and completion of other ancillary agreements related to the project. We are negotiating similar long term off-loading agreements with other potential customers.

We expect the Pier 400 Project to be completed and placed in service in late 2007 or early 2008. We anticipate funding of the remaining pre-construction costs to be incurred through the end of 2006 from our existing revolving credit facility. Construction of the terminal facility is expected to be financed on a long-term basis through a combination of debt and proceeds from the issuance of additional partnership units, including common units.

Customers

Each of the following customers represent greater than 10% of transportation and storage revenue for our West Coast operations for 2005: BP America Production Company; Chevron; Shell Trading Company; and Valero Marketing and Supply Company. We have ship or pay agreements, expiring in 2009, with two customers, Chevron and Shell Trading Company, whereby they have committed to ship minimum volumes on Line 2000 that represent approximately 61% of their actual 2005 volumes transported on Line 2000.

Competition

Generally, pipelines are the lowest cost method for land-based transportation of crude oil over long distances. Therefore, our principal competitors for large volume shipments in the areas we serve are other pipelines. Competition among common carrier pipelines is based primarily on transportation charges, access to crude supplies and customer demand for crude oil. Line 2000 and Line 63 are currently the only common carrier crude oil pipelines that transport crude oil produced in the San Joaquin Valley and in the two primary California Outer Continental Shelf producing fields to the Los Angeles Basin and Bakersfield. However, ExxonMobil owns and operates a proprietary crude oil pipeline from the San Joaquin Valley to its refinery in the Los Angeles Basin. This pipeline has historically operated at or near capacity. While it currently transports only ExxonMobil's crude oil, it is possible for this pipeline to become a common carrier that could compete for third-party shipments of crude oil to the Los Angeles Basin. We believe high capital requirements, stringent environmental laws and regulations and the difficulty of acquiring rights-of-way and related permits make it difficult for third parties to build new pipelines in the areas we serve in California.

In addition, we face some competition from trucks that deliver crude oil in several areas we serve. While truck transportation is not cost effective for long distance transportation, trucks can compete effectively for incremental and marginal volumes over shorter distances.

The competition in our gathering and marketing business and our terminaling and storage operations include other crude oil and refined products companies, the major integrated oil companies and their marketing affiliates, and independent gatherers, and brokers and marketers of widely varying sizes, financial resources and experience. Some of these competitors have capital resources many times greater than ours, and control greater supplies of crude oil and refined products. Some of our competitors, such as major integrated oil companies, have storage facilities that they use for their own purposes. In addition, some of our competitors may be our customers that purchase crude oil directly at the producing field.

Rocky Mountain Business Unit

Our Rocky Mountain Business Unit is comprised of the following assets, which form an integrated crude oil pipeline network:

- Rangeland system
- Western Corridor System (made up of varying ownership interests)
- Salt Lake City Core System
- Frontier Pipeline (22.22% partnership interest)

In addition, we own the Rocky Mountain Products Pipeline.

Our Rocky Mountain pipeline systems transport crude oil produced in Canada and the U.S. Rocky Mountain region to refineries in Montana, Wyoming, Colorado and Utah. We deliver to the refineries either directly through our pipelines or indirectly through connections with third-party pipelines. Deliveries are also made to the refining and marketing center of Edmonton, Alberta from the Rangeland system.

In addition, our Rocky Mountain Business Unit includes the Rocky Mountain Products Pipeline (See "Significant Events in 2005 Acquisition of Assets from Valero L.P."), which supplies the South Dakota, Wyoming and Colorado refined products markets.

Our Rocky Mountain Business Unit is headquartered in Denver, Colorado with a marketing and operations office in Calgary, Alberta. We have nine field offices in the U.S. Rocky Mountains and three in Alberta.

Market Overview

Sources of Demand. The U.S. Rocky Mountain region, which includes Montana, Wyoming, Colorado and Utah, is one of the fastest growing regions of the country in terms of overall population growth. This sustained population growth should result in regional refined products consumption growth. The 16 refineries in the region process nearly 600,000 bpd of crude oil.

While we transport crude oil that is delivered throughout the Rocky Mountain region, Salt Lake City, Utah is one of our primary markets for crude oil. Utah is one of the fastest growing states in the country and Salt Lake City is its most populous city. Salt Lake City's strong population growth is expected to stimulate growth in refined product demand, particularly gasoline and distillate. Additionally, Salt Lake City refiners supply refined products to other markets in Utah, as well as to Wyoming, Idaho, Oregon, Washington and Nevada.

Refined products are supplied on the Rocky Mountain Products Pipeline to the South Dakota, Wyoming and Colorado markets, including the Denver metropolitan area.

Sources of Supply. The crude oil supplying the U.S. Rocky Mountain refining centers is a combination of Rocky Mountain and Canadian crude oil, including Canadian synthetic crude. We believe U.S. Rocky Mountain crude oil production will continue to decline and imports of Canadian crude oil, including synthetic crude, will increase to replace it and meet the growing demand for crude oil in the region.

One major source of the increase in crude oil production in western Canada is the increase in the production of Canadian synthetic crude oil. Canadian synthetic crude oil is crude oil produced from bitumen, a viscous substance abundant in the oil sand deposits in western Canada. Production of Canadian synthetic crude is expected to increase in the future, which could benefit our Rocky Mountain operations in two ways: first, more Canadian synthetic crude should be available for transport on our pipelines for use by the U.S. Rocky Mountain refining centers, and second, more

Canadian conventional crude oil could be transported on our pipelines as Canadian synthetic crude displaces it from other pipelines.

The acquisition of the Rangeland system in 2004 is a continuation of our regional development plans in the Rocky Mountains. The Rangeland system will allow us to participate in the expected increase in production of synthetic crude oil from the Alberta oil sands by providing Canadian producers and U.S. Rocky Mountain refiners with an integrated pipeline delivery system from Edmonton, Alberta to U.S. Rocky Mountain markets.

The Rocky Mountain Products Pipeline receives refined products from Wyoming, Montana and Denver area refineries through its pipelines or connections with third-party pipelines.

Rangeland System

The Rangeland system includes the Rangeland pipeline and what was formerly referred to as the MAPL pipeline. We own 100% of and operate the Rangeland system, although Imperial Oil currently provides certain operational services for the MAPL pipeline under a transition services agreement. The MAPL pipeline is a 138-mile proprietary pipeline with a throughput capacity of approximately 50,000 bpd if transporting light crude oil. The MAPL pipeline originates at Edmonton, Alberta and terminates in Sundre, Alberta, where it connects to the Rangeland pipeline. The Rangeland pipeline is a proprietary pipeline system that consists of approximately 800 miles of gathering and trunk pipelines and is capable of transporting crude oil, condensate and butane either north to Edmonton, Alberta via third-party pipeline connections or south to the U.S.-Canadian border near Cutbank, Montana, where it connects to the Western Corridor system. The trunk pipeline from Sundre, Alberta to the U.S.-Canadian border consists of approximately 250 miles of trunk pipelines and has a current throughput capacity of approximately 85,000 bpd if transporting light crude oil. The trunk system from Sundre, Alberta north to Rimbey, Alberta is a bi-directional system that consists of three parallel trunk pipelines: a 56-mile pipeline for low sulfur crude oil, a 63-mile pipeline for high sulfur crude oil, and a 56-mile pipeline for condensate and butane. From Rimbey, third-party pipelines move product north to Edmonton. In 2005, 21,000 bpd of crude oil was transported on the segment of the pipeline from Sundre north to Edmonton and 47,100 bpd was transported on the pipeline from Sundre south to the United States.

The Rangeland system historically served several types of conventional crude oil production areas in central and southern Alberta. By acquiring the MAPL pipeline in 2004 and completing the construction of the new station in Edmonton in March 2006, we are linking the Rangeland pipeline to the Edmonton oil hub to access supplies of synthetic crude oil for transportation south to the U.S.

We are currently constructing an 80,000 barrel tank at the Edmonton station and a 120,000 barrel tank in Sundre to better facilitate the movement of synthetic crude oil.

The Rangeland system operates as a proprietary system, and accordingly, we take title to the crude oil that is gathered and transported. Pursuant to a transportation service agreement between RMC and RPC, RMC has contracted for the entire capacity of the Rangeland pipeline. Customers who wish to transport crude oil, butane or condensate ("Product") on the Rangeland pipeline must either: (i) sell the Product to RMC at the inlet to the pipeline without repurchasing such Product from RMC; or (ii) sell the Product to RMC at an inlet point and repurchase such Product at agreed upon delivery points for the price paid at the inlet to the pipeline plus an established location differential. The significant majority of the volumes transported on the Rangeland system are conducted on the latter approach, mitigating our exposure to commodity price volatility.

Substantially all of the pipelines that comprise the Rangeland system are subject to the jurisdiction of the Alberta Energy and Utilities Board ("EUB"). The Rangeland system connects to the Western Corridor system at the U.S.-Canadian border via Aurora Pipeline, which is subject to the Canadian

National Energy Board ("NEB"). Neither the EUB nor the NEB will generally review rates set by a crude oil pipeline operator unless it receives a complaint.

Location differentials on the Rangeland system are increased from time to time in response to market and competitive factors. On December 1, 2005, the location differentials were increased by an average of 6.9%.

Western Corridor System

We own varying undivided interests in each of three contiguous pipelines that make up the Western Corridor system, an interstate and intrastate common carrier crude oil pipeline system. The Western Corridor system consists of 1,012 miles of pipelines extending from dual origination points at the Canadian border near Cutbank, Montana, where it receives deliveries from Rangeland pipeline and at Cutbank, Montana, where it receives deliveries from Cenex pipeline, and terminating in Guernsey, Wyoming, with connections in Wyoming to Frontier Pipeline, Suncor Pipeline, Platte Pipeline and our Salt Lake City Core system. Our ownership interest in each of the three pipelines comprising the Western Corridor system gives us rights to a specified portion of each pipeline's throughput capacity. The throughput capacity allocated to us is measured by reference to a volume of crude oil having certain viscosity characteristics; therefore our actual throughput capacity may be less if the crude oil being transported is more viscous, or heavier, than that which is used as the benchmark to determine the amount of throughput capacity. ConocoPhillips Pipe Line Company owns the remaining undivided interest in each of these pipelines. Our portion of the Western Corridor system does not currently transport Canadian synthetic crude, but we are currently working on new terminal facilities in Edmonton and constructing tanks in other locations to prepare for synthetic crude deliveries in the first quarter of 2006.

Each pipeline of the Western Corridor system is described below:

Glacier Pipeline. We own a 20.8% undivided interest in Glacier Pipeline, which provides us with approximately 25,000 bpd of throughput capacity. Glacier pipeline consists of 565 miles of two parallel crude oil pipelines, a 277-mile, 12-inch trunk pipeline and a 288-mile, 8-inch and 10-inch trunk pipeline, both extending from the Canadian border and Cutbank, Montana to Billings, Montana. Shipments on Glacier pipeline can be delivered either to refineries in Billings and Laurel, Montana or into Beartooth pipeline. In 2005, approximately 18,200 bpd of Canadian crude oil was transported through our Glacier pipeline throughput capacity. ConocoPhillips Pipe Line Company is the operator of the Glacier Pipeline.

Beartooth Pipeline. We own a 50% undivided interest in Beartooth pipeline, which provides us with approximately 25,000 bpd of throughput capacity. Beartooth pipeline is a 76-mile, 12-inch trunk pipeline from Billings, Montana to Elk Basin, Wyoming. All shipments on Beartooth pipeline are delivered into Big Horn pipeline. In 2005, approximately 12,800 bpd of Canadian crude oil was transported on our Beartooth pipeline throughput capacity. Beartooth Pipeline was constructed to connect Glacier pipeline with Big Horn pipeline. We operate the Beartooth pipeline.

Big Horn Pipeline. We own a 57.6% undivided interest in Big Horn pipeline, which provides us with approximately 33,900 bpd of throughput capacity. Big Horn pipeline consists of a 250-mile, 12-inch trunk pipeline from Elk Basin, Wyoming to Casper, Wyoming and a 121-mile, 12-inch trunk pipeline from Casper, Wyoming to Guernsey, Wyoming. Shipments on Big Horn pipeline can be delivered either to Wyoming refineries directly, into Frontier pipeline at Casper, Wyoming or into the Salt Lake City Core system, the Suncor Pipeline, or Platte Pipeline at Guernsey, Wyoming. In 2005, approximately 12,800 bpd of Canadian crude oil and 6,300 bpd of U.S. Rocky Mountain crude oil was transported on our Big Horn throughput capacity. We operate the Big Horn Pipeline.

Under our contracts with ConocoPhillips Pipe Line Company, we manage our undivided interest in the Western Corridor system independently of ConocoPhillips Pipe Line Company. We set our own tariff rates, market our own capacity to shippers and account for our own revenue. This information is not shared with ConocoPhillips Pipe Line Company. We approve and monitor budgets and are allocated our share of the costs in accordance with our joint agreement.

We also own various undivided interests in 22 storage tanks that provide us with a total of approximately 1.3 million barrels of storage capacity. We are currently constructing two additional tanks with total storage capacity of 240,000 barrels. These storage assets are used primarily to facilitate the transportation of the crude oil on our portion of the throughput capacity of the pipelines.

The FERC and the Wyoming PSC each regulate various tariffs on the Western Corridor system. The tariff rates we charge shippers on the Western Corridor system are cost-of-service based tariffs, although competitive forces or shipper agreements may limit our ability to file for the maximum permitted rates.

Salt Lake City Core System

We own and operate the Salt Lake City Core system, an interstate and intrastate common carrier crude oil pipeline system that transports crude oil produced in Canada and the U.S. Rocky Mountain region primarily to refiners in Salt Lake City. The Salt Lake City Core system trunk pipelines have a combined throughput capacity of approximately 114,000 bpd to Salt Lake City. In 2005, approximately 101,600 bpd was delivered to Salt Lake City directly through our pipelines and of this amount approximately 59,200 bpd was delivered indirectly through connections to a Chevron pipeline. The Salt Lake City Core system consists of approximately 955 miles of trunk pipelines, approximately 209 miles of gathering pipelines, and 32 storage tanks with approximately 1.5 million barrels of storage capacity. These storage assets are used primarily to facilitate the transportation of the crude oil on the pipelines. The main trunk pipeline originates in Ft. Laramie, Wyoming, receives deliveries from the Western Corridor system at Guernsey, Wyoming, and extends west to Wamsutter, Wyoming, where it divides, with a northern segment continuing west, eventually delivering to Salt Lake City, and a southern segment extending south to Rangely, Colorado, where it connects to a Chevron pipeline that serves Salt Lake City. In 2005, the northern segment delivered approximately 42,400 bpd and the southern segment delivered approximately 13,500 bpd to Salt Lake City. In addition, approximately 45,700 bpd was transported from Frontier/Evanston Station, Utah to Kimball Junction, Utah, approximately 11,900 bpd was transported from Reno to Casper, Wyoming and approximately 3,300 bpd from Reno to Guernsey, Wyoming. In 2004, we completed a $3.4 million, 7,000 bpd expansion into Salt Lake City.

We plan to construct a new 16-inch pipeline, approximately 91 miles in length, which will for much of its distance parallel and use the common rights-of-way of our existing pipeline to Salt Lake City. The new pipeline will be able to transport multiple grades of crude oil in segregated batches, including various types of Canadian heavy and synthetic crude oil. It has been designed to provide the capacity necessary to meet the increasing crude oil demand in Salt Lake City, both in the near-term and well into the future. The new pipeline will be constructed in two phases, with construction of the first phase scheduled to begin in March 2006 and be completed in October 2006. The completion of the first phase will add additional capacity into Salt Lake City of approximately 12,000 bpd. The second phase is expected to be completed in October 2007. Capacity of the completed pipeline will be approximately 95,000 to 140,000 bpd, depending on the mix of heavy and light crude oils. Holly Energy Partners, L.P. and Enbridge Inc. have announced that they are studying a competing pipeline construction project. It is not known what impact it would have on our expansion project if their pipeline is constructed.

We also operate a trucking fleet that transports additional volumes for delivery into the Salt Lake City Core system. Our trucks transport crude oil owned by others from outlying producing fields throughout Wyoming, which for economic reasons, do not have a physical connection to one of our pipelines. The crude oil is gathered and then delivered to unloading stations along the Salt Lake City Core system. Our trucking operations do not represent a significant portion of our total operating income.

The FERC and the Wyoming PSC each regulate various tariffs on the Salt Lake City Core system. The tariff rates we charge on the Salt Lake City Core system are cost-of-service based tariffs, although actual filed rates may be limited by competitive forces. The FERC tariff rates generally increase each July 1 by the amount of change in the Producer Price Index for finished goods.

Frontier Pipeline

We own 22.22% of Frontier Pipeline Company, a general partnership that owns 100% of Frontier pipeline, and we serve as its operator. Enbridge, Inc., an unrelated third party, owns the remaining 77.78% of Frontier Pipeline Company. Frontier pipeline is an interstate common carrier crude oil pipeline that consists of a 289-mile trunk pipeline with a throughput capacity of approximately 62,200 bpd and three storage tanks with approximately 274,000 barrels of storage capacity. These storage assets are used primarily to facilitate the transportation of the crude oil on the pipeline. Frontier pipeline originates in Casper, Wyoming, a hub for the distribution of crude oil produced in Canada and in the U.S. Rocky Mountain region, and receives deliveries from the Western Corridor system. Frontier pipeline also receives Canadian crude oil, including Canadian synthetic crude, via connections with Express pipeline, and other connecting carriers in Casper, Wyoming. Frontier pipeline delivers crude oil into the Salt Lake City Core system for ultimate delivery into Salt Lake City. In 2005, approximately 47,300 bpd was transported on Frontier pipeline.

The FERC regulates tariffs on Frontier pipeline. The tariff rates we charge on Frontier pipeline are cost-of-service based tariffs, which may vary with the type and characteristics of the crude oil.

Rocky Mountain Products Pipeline

Our Rocky Mountain Products Pipeline includes approximately 550 miles of pipeline in Wyoming, Colorado and South Dakota, and four truck-loading terminals. The system's four refined products terminals have a total storage capacity of over 1.7 million barrels. The Rocky Mountain Products Pipeline originates near Casper, Wyoming, where it serves as a connecting point with Sinclair's Little America Refinery and the ConocoPhillips Seminole Pipeline, which transports product from Billings, Montana area refineries. The system continues to Douglas, Wyoming where it branches off to serve our Rapid City, South Dakota terminal approximately 190 miles away. This segment also receives product from Wyoming Refining Company via a third-party pipeline at a connection located near the border of Wyoming and South Dakota. From Douglas, Wyoming, the Rocky Mountain Products Pipeline continues south to our terminals at Cheyenne, Wyoming, where it receives refined products from the Frontier Refining Company refinery via a third-party pipeline, and continues on to Denver, Colorado and Colorado Springs, Colorado. Our Denver terminal also receives refined products from Sinclair Pipeline. The various segments of the Rocky Mountain Products Pipeline have a combined throughput capacity of 85,000 bpd. For the period from acquisition on September 30, 2005 through December 31, 2005, 60,200 bpd in total was transported on the various segments of the Rocky Mountain Products Pipeline. The capacities of the Rocky Mountain Products Pipeline terminals are as follows:

- The Rapid City terminal has 14 tanks with approximately 269,000 barrels of storage capacity;
- The Cheyenne terminal has 16 tanks with approximately 343,000 barrels of storage capacity;
- The Denver terminal has 18 tanks with approximately 692,000 barrels of storage capacity; and
- The Colorado Springs terminal has 15 tanks with approximately 394,000 barrels of storage capacity.

The FERC, Wyoming PSC, and the Colorado PUC each regulate various tariffs on the Rocky Mountain Products Pipeline. The FERC tariff rates generally increase each July 1 by the amount of change in the Producer Price Index for finished goods. The Wyoming PSC and Colorado PUC tariffs have also been periodically modified by reference to the FERC tariff indexing levels.

Customers

Each of the following customers represents greater than 10% of net transportation revenue for our Rocky Mountain operations for 2005: Chevron and Tesoro. We have not entered into any transportation contracts with respect to crude oil transported on our Rocky Mountain pipelines.

Competition

After acquiring the Rangeland system in 2004, we began developing an integrated crude oil transportation corridor from the Edmonton oil hub into the U.S. Rocky Mountain area, which was completed in March 2006 with construction of an initiating pump station and a pipeline connection in Edmonton, and construction of several tanks in Alberta and Montana, all of which will allow for transportation of synthetic crude oil. The Rangeland system competes with several pipelines for supplies of Canadian crude oil in the Edmonton area, including:

Enbridge System. The Enbridge system is a large mainline trunk pipeline system that gathers and transports a variety of crude oils east from the Edmonton area to markets in eastern Canada and the north-central region of the United States. The Enbridge system also connects to Express Pipeline and Bow River Pipeline at Hardisty, Alberta and the Wascana pipeline at Regina, Saskatchewan. These pipelines transport Canadian crude oil south to markets in Billings, Montana, Casper, Wyoming and various connecting carriers.

Trans Mountain System. The Trans Mountain system transports Canadian crude oil from the Edmonton area to Canadian and U.S. West Coast markets.

The following pipelines and pipeline systems transport Canadian crude oil to refineries in the U.S. Rocky Mountain region, in competition with the Rangeland system and the Western Corridor system:

Express/Platte Pipeline. Express/Platte Pipeline receives Canadian crude oil from the Enbridge system and other pipelines at Hardisty, Alberta and delivers to Frontier pipeline at Casper, Wyoming for further distribution to U.S. Rocky Mountain refineries. Express/Platte pipeline also transports Canadian crude oil to the PADD II market, its pipeline terminating at St. Louis, Missouri. In 2005, the Express/Platte pipeline expanded its total system capacity from 172,000 bpd to 280,000 bpd.

Wascana Pipeline; Eastern Corridor System. Wascana Pipeline, which is connected to the Enbridge system at Regina, Saskatchewan, delivers Canadian crude oil and crude oil produced in eastern Montana and western North Dakota to the Eastern Corridor system, which delivers to our Salt Lake City Core system at Fort Laramie, Wyoming.

Bow River and Cenex pipelines. Bow River Pipeline transports Canadian crude oil from Hardisty and production areas in southeastern Alberta to the Milk River Pipeline, which delivers to the Cenex Pipeline near the U.S.-Canadian border for delivery to Cutbank and Billings, Montana area refineries. Bow River Pipeline also interconnects with the Enbridge system at Hardisty, Alberta. Cenex Pipeline also delivers Canadian crude oil to the Western Corridor system at Cutbank, Montana.

ConocoPhillips Western Corridor System. ConocoPhillips Pipe Line Company owns an interest in the Glacier, Beartooth and Big Horn pipelines, which comprise our Western Corridor system.

ConocoPhillips sets its own tariff rates, markets its throughput capacity and accounts for its revenue separate from and in competition with us.

We also compete against other pipelines on a local basis:

Central Alberta Pipeline. In south central Alberta, the Central Alberta Pipeline and the Rangeland system compete for the delivery of truck gathered conventional crude oil into the Edmonton market.

Rimbey, Bonnie Glenn and Pembina Pipelines. The Rangeland system, which transports crude oil, condensate and butane south to the U.S. Rocky Mountain region, competes for supplies of crude oil, condensate and butane with Rimbey, Bonnie Glen and Pembina pipelines, which transport these products north to Edmonton.

Red Butte System. The Red Butte system in eastern Wyoming gathers crude oil in the same area of Wyoming, namely Elk Basin, as our Big Horn gathering system.

The Rangeland system includes a number of crude oil gathering facilities referred to as Lease Automatic Custody Transfer ("LACT") points where it receives crude oil, condensate and butane from other connecting pipelines or truck gathered crude oil and condensate. Other companies can develop and operate similar facilities in competition with the Rangeland system.

We continue to face competition from trucks that transport crude oil produced in the Rocky Mountain region to local markets. We believe that despite their ability to transport incremental crude oil volumes from southwest Wyoming, trucks are not competitive for large volumes or longer distances. Moreover, we believe that the significance of truck competition will decline as Rocky Mountain crude oil production declines and is replaced by Canadian crude oil and synthetic crude oil.

The Rocky Mountain Products Pipeline competes with various pipelines serving the Cheyenne, Denver and Colorado Springs markets. In Denver, product can be received from ConocoPhillips and Valero, L.P. pipelines from the southeast and delivered over their proprietary racks. Denver can also receive product via Sinclair's pipeline from Sinclair, Wyoming. The Magellan Midstream Partners, L.P. pipeline delivers product from the east to an affiliated terminal and to Sinclair's Henderson terminal for deliveries both into the Denver market and for export to Salt Lake City. Similarly, Valero's pipeline and terminal in Colorado Springs provide alternative sources of supply. In addition, shippers are able to enter into various exchange agreements to minimize transportation related costs. The Rocky Mountain Products Pipeline terminals compete directly with other terminals in the Denver and Colorado Springs markets. In addition, some of our competitors may be our customers that use our facilities.

Credit Risk

A majority of our business is conducted with major, high credit quality companies within the industry. We perform periodic credit evaluations of our customers' financial condition and generally do not require collateral for our services or for accounts receivables. In some cases, we require payment in advance or security in the form of a letter of credit or bank guarantee.

Pipeline Operation and Control

We operate all of our U.S. pipelines from five consoles located at our main office in Long Beach, California that are manned 24 hours a day by our pipeline system controllers. Our Long Beach control center is housed in a stand-alone building designed with special earthquake protection and multiple security systems. This facility has two uninterruptible power supplies to provide continuous power in the event of an external power failure. It is also equipped with fire detection and fire suppression systems.

All of the Rangeland pipelines except the MAPL pipeline are remotely controlled and operated from our control center located in Olds, Alberta that is manned 24 hours a day. The MAPL pipeline is remotely controlled and operated 24 hours a day by Imperial Oil Resources pursuant to the transition services agreement we entered into upon purchasing the MAPL pipeline. The MAPL pipeline remote control and operation will be integrated into the Rangeland system concurrently with the start up of our Edmonton terminal, which is expected to be completed in the first quarter of 2006.

In general, the Supervisory Control and Data Acquisition ("SCADA") systems we use to operate our pipelines provide operational data, including product-specific information such as viscosity and gravity, and operational information, such as pressure, temperature and flow rates, as well as information on the operational condition of pumps, valves, tanks and other status points on a continuous, real-time basis. These SCADA systems also provide our pipeline system controllers with the ability to remotely control various aspects of systems operation, including starting and stopping pumps, opening and closing valves, and switching into and out of storage tanks.

Safety and Maintenance

We perform preventive and normal maintenance on our pipelines, tanks and other facilities and make repairs and replacements when necessary or appropriate. We also conduct inspections of our pipelines and other assets as required by law. We inject corrosion inhibitors into some of our pipelines to prevent internal corrosion. Cleaning and de-waxing devices, known as "pigs," are also run through most of our pipelines to help prevent internal corrosion, as further described below. External coatings and impressed current cathodic protection systems are used to protect against external corrosion on all trunk pipelines. We conduct all cathodic protection work in accordance with National Association of Corrosion Engineers standards. We continually monitor, test and record the effectiveness of these corrosion-inhibiting systems.

We monitor the structural integrity of selected segments of our pipelines through a program of periodic internal inspections using electronic internal inspection tools, or "smart pigs." These tools analyze the wall integrity of our pipelines, providing data as to wall thickness, corrosion and other anomalies that might indicate potential pipeline failure. Our engineers conduct a detailed review of the inspection data and make repairs as required to ensure the integrity of the pipelines. We have developed an integrity management program in accordance with regulations for assessing our pipelines and prioritizing future smart pig runs or other approved integrity test methods. We believe this program will enable us to give the highest priority in scheduling inspections or pressure tests for integrity to pipelines with higher potential risk to the environment or the public.

In the five years ended December 31, 2005, we have internally inspected 100% of our California trunk pipelines and 69% of our distribution lines. During the same period, we smart pigged approximately 63% of the U.S. Rocky Mountain pipelines we operate and approximately 55% of our Rangeland trunk pipeline. All of the refined products pipelines acquired as part of the Valero Acquisition were smart pigged during this period.

United States

Our U.S. pipelines are subject to regulation by the Department of Transportation ("DOT") under the Hazardous Liquids Pipeline Safety Act of 1979, as amended ("HLPSA"), relating to the design, installation, testing, construction, operation, replacement and management of pipeline facilities. The HLPSA requires pipeline operators to comply with regulations issued pursuant to HLPSA, to permit access to and allow copying of records and to make certain reports and provide information as required by the Secretary of Transportation.

The Pipeline Safety Act of 1992 ("Pipeline Safety Act") requires the Research and Special Programs Administration of the DOT to consider environmental impacts, as well as its traditional public safety mandate, when developing pipeline safety regulations. The DOT's pipeline operator qualification rules require minimum qualification requirements for personnel performing operations and maintenance activities on hazardous liquid pipelines. DOT regulations require operators of pipelines in "High Consequence Areas", such as densely populated or ecologically sensitive areas, to conduct risk assessments, utilize internal inspection devices or perform hydrotesting to assess pipeline integrity, and facilitate changes in operation and maintenance procedures to reduce the risk of public safety and environmental impacts.

The Pipeline Safety Improvement Act of 2002 imposes additional requirements on pipeline operators. The act mandates, among other things, the delivery to the DOT of data that can be used in a national pipeline mapping system, the implementation of operator examinations and other qualification programs, periodic pipeline safety inspections, and increased civil penalties for violators. It also includes a whistleblower protection clause to protect line employees who reveal safety violations or operational flaws.

States are largely preempted by federal law from regulating pipeline safety but may assume responsibility for enforcing federal intrastate pipeline regulations and inspection of intrastate pipelines. Some of the states in which we operate, including California, have assumed such responsibility for intrastate pipelines. Our trucking operations are also subject to safety and permitting regulation by the DOT and state agencies with regard to the safe transportation of hazardous and other materials by motor vehicle. We believe that our pipeline and trucking operations are in substantial compliance with applicable operational and safety requirements. Nevertheless, significant expenses could be incurred in the future if additional safety measures are required or if safety standards are raised and exceed the capabilities of our current pipeline control system or other safety equipment.

In California, our pipelines are subject to the Elder California Pipeline Safety Act of 1981, as amended, which in general implemented the HLPSA with respect to California intrastate pipelines and delegated responsibility for administration and enforcement of the HLPSA to the California State Fire Marshal. In addition, this act requires all pipelines to undergo a hydrostatic test or smart pig (electronic internal inspection) inspection every five years and requires the state fire marshal to maintain a list of all pipelines in the state that, because of the occurrence of certain types or numbers of reportable leaks during the previous three or five year period are considered to be "higher risk" pipelines. All pipeline segments that are included on the higher risk pipeline list are required to be tested more frequently than other pipelines, in some cases as often as annually.

The workplaces associated with our U.S. operations are subject to the requirements of the Federal Occupational Safety and Health Act ("OSHA"), and comparable state statutes that regulate worker health and safety. In addition, some states, including California and Utah, have received authorization to implement their own occupational safety and health programs in lieu of the federal program. We have an ongoing, comprehensive safety training program for our employees and believe that our operations are in material compliance with applicable occupational health and safety requirements, including general industry standards, record keeping requirements, monitoring of occupational exposure to regulated substances, and hazard communication standards.

Canada

Federal Regulation. Our Aurora pipeline, which is less than one mile in length, and connects to the Western Corridor system at the U.S.-Canadian border, is subject to the jurisdiction of the Canadian National Energy Board ("NEB"). With respect to this segment, the Onshore Pipeline Regulations ("OPR"), passed pursuant to the National Energy Board Act (Canada), set out minimum requirements for all stages of a NEB-regulated pipeline's lifecycle. The Canadian Standards Association ("CSA") pipeline standards provide a technical basis for the OPR by setting out the minimum technical requirements for the design, construction, operation and abandonment of pipelines. The NEB participates with industry and other government agencies in the development and maintenance of these standards. If the NEB finds that a CSA pipeline standard requirement is not sufficient for the pipelines under its jurisdiction, it may impose more stringent requirements within its governing regulations.

The NEB conducts regular on-site safety inspections of the pipeline systems under its jurisdiction. NEB inspections officers are empowered to issue orders which could require a company to suspend hazardous activities and/or take measures to ensure the safety of the public and company employees, or the protection of property and the environment. The NEB may also order a company to repair, reconstruct or alter a part of a NEB-regulated pipeline. The NEB may further direct that until such work is done, that part of the pipeline is not to be used, or is to be used only in accordance with terms and conditions specified by the NEB.

Documentation and safety audits are conducted by NEB staff at company offices to review procedures and records, to verify compliance with the regulations, and to address any safety issues. These audits involve examination of operations and maintenance manuals, emergency procedures, safety training programs, inspection, maintenance and training records, and other company practices. Each company under the NEB's jurisdiction is currently audited every two to four years. Audits may also be conducted in response to specific operational issues.

The NEB and Human Resources Development Canada, a department of the Government of Canada, have entered into an agreement whereby NEB staff administer Part II of the Canada Labour Code, which is the federal legislation governing occupational health and safety, for pipelines under the NEB's jurisdiction. This permits designations of certain NEB staff as Safety Officers for the occupational health and safety of pipeline company field employees.

Provincial Regulation. Most of the Rangeland system is subject to the jurisdiction of the EUB. With respect to the portion of the Rangeland system regulated by the EUB, materials codes and standards are specified in the Pipeline Regulation (Alberta). The Pipeline Regulation constitutes a regulatory code covering technical aspects of all phases of pipeline construction and operation from design to abandonment. The Pipeline Regulation also addresses testing and reporting requirements. While the EUB has also endorsed CSA standards, the EUB has acknowledged that it will consider specific situations and assess the suitability of a standard for particular purposes.

The Pipeline Act (Alberta) provides that pipeline operators may be ordered to adopt remedial measures or to suspend operations where it appears to the EUB or its authorized representative that there has been contravention of permit or license terms or provisions of the Pipeline Act or regulations, or that a hazardous situation exists.

The workplaces associated with the operations of the systems under the jurisdiction of the EUB are subject to the requirements of the Occupational Safety and Health Act (Alberta), which regulates worker health and safety.

Tariff Rate Regulation

United States

Interstate Pipelines. Our interstate common carrier crude oil and refined products pipeline operations (collectively referred to as "petroleum pipelines" in this section) are subject to tariff rate regulation by the FERC under the Interstate Commerce Act. The Interstate Commerce Act requires that tariff rates for petroleum pipelines be just and reasonable and non-discriminatory. The Interstate Commerce Act permits challenges to proposed new or changed tariff rates by protest and challenges to tariff rates that are already on file and in effect by complaint. In a protest case, the FERC is authorized to suspend the effectiveness of the new or changed tariff rate for a period of up to seven months and to investigate the rate. If, upon the completion of an investigation, the FERC finds that the rate is unlawful, it may require the pipeline operator to refund to shippers, with interest, any difference between the new rates and the rates the FERC determines to be lawful, so long as they are equal to or greater than the pre-existing rates. In addition, the FERC may order the pipeline to change its tariff rates prospectively to the lawful level. In a complaint case, upon the appropriate showing, a successful complainant may obtain reparations for up to two years prior to the filing of the complaint, and the FERC may also order lower rates to be filed prospectively. In general, and except as discussed below with respect to indexed and "grandfathered" rates, petroleum pipeline tariff rates must be cost-of-service based, although settlement rates, which are tariff rates that have been agreed to by all shippers, are permitted. Market-based tariff rates may be permitted when the FERC determines that the carrier does not have significant market power in the relevant transportation markets.

The FERC has adopted a form of trended original cost methodology as the general methodology to be used in setting cost-of-service based tariff rates for petroleum pipelines. The FERC's methodology is similar to the depreciated original cost methodology generally used by the FERC to set rates for natural gas pipelines and electric utilities, with a primary difference being that under the petroleum pipeline methodology, the inflation component of the pipeline's equity return is extracted from the equity return and added to the pipeline's rate base. The write-up is then amortized over the life of the pipeline's property, similar to the recovery of depreciation.

In October 1992, Congress passed the Energy Policy Act of 1992. The Energy Policy Act deemed interstate petroleum pipeline rates in effect for the 365-day period ending on the date of enactment of the Energy Policy Act, or that were in effect on the 365th day preceding enactment and had not been subject to complaint, protest, or investigation during the 365-day period, to be "just and reasonable" under the Interstate Commerce Act. These tariff rates are commonly referred to as "grandfathered rates." The Energy Policy Act provides that a grandfathered rate may not be challenged by complaint except in the following limited circumstances:

- a substantial change has occurred since enactment of the Energy Policy Act in either the economic circumstances of the oil pipeline that were a basis for the rate or the nature of the services that were a basis for the rate;

- the complainant was contractually barred from challenging the rate prior to enactment of the Energy Policy Act and filed the complaint within 30 days of the expiration of the contractual bar; or

- the rate is challenged as being unduly discriminatory or preferential.

The Energy Policy Act further required the FERC to issue rules establishing a simplified and generally applicable ratemaking methodology for interstate petroleum pipelines and to streamline procedures in petroleum pipeline proceedings. On October 22, 1993, the FERC responded to the Energy Policy Act directive by issuing Order No. 561, which adopted a new rate-indexing methodology for interstate petroleum pipelines. Under the resulting regulations, effective January 1, 1995, petroleum pipelines were able to change their rates within prescribed ceiling levels that are tied to changes in the Producer Price Index for Finished Goods, minus one percent. Tariff rate increases made under the index are subject to protest, but the scope of the protest proceeding is limited to an inquiry into whether the portion of the rate increase resulting from application of the index is substantially in excess of the pipeline's increase in costs. The rate-indexing methodology is applicable to any existing tariff rate, including grandfathered rates and rates established after enactment of the Energy Policy Act.

In Order No. 561, the FERC said that as a general rule pipelines must utilize the indexing methodology to change their tariff rates. Indexing includes the requirement that, in any year in which the index is negative, pipelines must file to lower their rates if they would otherwise be above the reduced ceiling. However, a pipeline is not required to reduce its grandfathered rates below the level deemed just and reasonable under the Energy Policy Act. Under the indexing regulations, a pipeline can request a rate increase that exceeds index levels under a cost-of-service approach only after establishing a substantial divergence between the actual costs experienced by the pipeline and the rate resulting from application of the index. The FERC also retained market-based rates and settlement rates as alternatives, in certain specified circumstances, to indexing and the cost-of-service approach.

The FERC indicated in Order No. 561 that it would assess every five years how the rate-indexing method was operating. The FERC conducted the first such assessment in 2000. In an order issued December 14, 2000, the FERC concluded the existing index had closely approximated the actual cost changes in the petroleum pipeline industry and that use of the rate index continued to satisfy the mandates of the Energy Policy Act. The Association of Oil Pipe Lines ("AOPL") petitioned for judicial review of that decision to the U.S. Court of Appeals for the District of Columbia Circuit ("D.C. Circuit"), arguing that the annual adjustment should be based on the full Producer Price Index, without the one percentage point deduction. On March 1, 2002, the D.C. Circuit found that the FERC had not provided adequate justification for retention of the existing rate-index and remanded the case to the FERC for further proceedings. On February 24, 2003, the FERC issued an order on remand in which it changed the rate index to the Producer Price Index for Finished Goods, but without the one percentage point deduction. The FERC made the change on a prospective basis, but allowed oil pipelines to recalculate their maximum ceiling rates as though the new rate index had been in effect since July 1, 2001. The next 5-year review is currently underway, with the FERC having proposed to continue use of the unadjusted producer price index. AOPL submitted comments supporting an index based on the Producer Price Index plus 1.3 percent. Various parties filed responsive comments in support of both the FERC's and AOPL proposals. A final decision by FERC, which will be effective as of July 1, 2006, remains pending.

Another development affecting petroleum pipeline ratemaking arose in Opinion No. 397, involving Lakehead Pipe Line Company, L.P., (now known as Enbridge Energy Partners, L.P.) a partnership that operates a crude oil pipeline. In Opinion No. 397, the FERC concluded that Lakehead was entitled to include in calculating its rates an income tax allowance only with respect to the portion of its earnings that are attributable to its partners that are not individuals, rationalizing that income attributable to individuals would be subject to only one level of taxation. The parties subsequently settled the case, so there was no judicial review of the FERC's decision.

The FERC subsequently applied its Lakehead approach in proceedings involving SFPP, L.P. ("SFPP"). SFPP is a subsidiary of a publicly traded limited partnership engaged in the transportation of petroleum products. In the first proceeding, the FERC issued Opinion No. 435 in which the FERC, among other things, affirmed Opinion No. 397's determination that there should not be an income tax allowance built into a petroleum pipeline's rates for income attributable to noncorporate partners. Several parties sought rehearing of various issues addressed in Opinion 435, including its decision on the income tax allowance issue. The FERC addressed the requests for rehearing in Opinion No. 435-A, issued on May 17, 2000, in Opinion No. 435-B, issued on September 13, 2001, and in two subsequent orders. Several parties filed for judicial review before the D.C. Circuit of one or more of the FERC's decisions in this proceeding. On review, the DC Circuit found the Lakehead policy to lack a reasonable basis, and vacated the portion of the FERC's rulings that permitted SFPP an income tax allowance in accordance with that policy. The court remanded the issue to the FERC for further consideration, and the FERC thereafter initiated a broader inquiry into the implications of the court's decision on other FERC-regulated companies. That was followed by issuance on May 4, 2005 of the FERC's "Policy Statement on Income Tax Allowances" ("Policy Statement"), which addressed the circumstances in which a partnership or other pass-through entity would be permitted to include a tax allowance in its cost of service. On December 16, 2005, the FERC issued its "Order on Initial Decision and on Certain Remanded Cost Issues" in various dockets involving SFPP (the "SFPP Order"). Among other things, the SFPP Order applied the Policy Statement to the specific facts of the SFPP case, suggesting how the FERC will treat other limited partnership petroleum pipelines. The SFPP Order confirmed that a limited partnership is entitled to a tax allowance with respect to partnership income for which there is an "actual or potential income tax liability" and determined that a unitholder that is required to file a Form 1040 or Form 1120 tax return that includes partnership income or loss is presumed to have an actual or potential income tax liability sufficient to support a tax allowance on that partnership income. The FERC also established certain other presumptions, including that corporate unitholders are presumed to be taxed at the maximum corporate tax rate of 35% while individual unitholders (and certain other types of unitholders taxed like individuals) are presumed to be taxed at a 28% tax rate. The SFPP Order remains subject to further administrative proceedings (including compliance filings by SFPP and possible rehearing requests), as well as potential judicial review. While those further proceedings could reduce the maximum amount we could legally charge under our FERC regulated tariffs, we do not believe that any such ruling would have a material impact on our results of operations.

A second proceeding involving SFPP involves, among other issues, shippers' challenges to SFPP rates that were grandfathered under the Energy Policy Act. A hearing before a FERC administrative law judge concerning this proceeding commenced in October 2001. In June of 2003, the administrative law judge issued an order on the first phase of the proceeding, which addressed whether a substantial change in economic circumstances had occurred with respect to SFPP's grandfathered rates. On March 26, 2004, the FERC issued an order on exceptions in which the FERC ruled that a substantial change in economic circumstances had occurred with respect to most of SFPP's grandfathered rates. The FERC's decision also found, however, that its ruling in Lakehead that a limited partnership is entitled to claim an income tax allowance only with respect to the portion of its earnings that are attributable to partners that are corporations would not, by itself, constitute a substantial change in economic circumstances. Instead, the effect of the Lakehead ruling would be considered with all other changes in economic circumstances. Various parties to SFPP proceeding have petitioned the D.C. Circuit for review of the order. The court has directed the parties to submit by January 3, 2006 a briefing schedule for judicial review. We cannot predict at this time what effect this proceeding will have on the ability of parties to challenge grandfathered rates.

The FERC generally has not investigated interstate rates on its own initiative when those rates have not been the subject of a protest or a complaint by a shipper. A shipper or other party having a substantial economic interest in our rates could, however, challenge our rates. In response to such challenges, the FERC could investigate our rates. To the extent that a complainant challenged an interstate rate that is grandfathered under the Energy Policy Act, the complainant would have to first demonstrate a substantial change since the date of enactment of the Act, in either the economic circumstances or the nature of the service that formed the basis for the rate. If the FERC were to find a substantial change in circumstances, then the grandfathered rates could be subject to detailed review. Upon review of grandfathered rates for which a substantial change has been shown and any non-grandfathered rates, the FERC could inquire into all costs that underlie the rates being charged, including operating expenses, the allocation of overhead costs, capital structure and rate of return and allowance for federal and state income taxes. If our rates were successfully challenged, the amount of cash available for distribution to unitholders could be materially reduced.

Intrastate Pipelines and Terminals. The CPUC regulates the tariffs we charge shippers on Line 2000 and the Line 63 system. Line 2000 has market-based tariffs and the Line 63 system has cost-of-service based tariffs. The Western Corridor and Salt Lake City systems have intrastate movements that are regulated by the Wyoming PSC, and the Rocky Mountain Products Pipeline is regulated by the Wyoming PSC and the Colorado PUC. All Colorado and Wyoming intrastate tariffs are subject to cost-of-service based tariff limitations. The portion of the Western Corridor system located in Montana is exclusively an interstate pipeline system, transporting Canadian crude oil. As such, it is not subject to the jurisdiction of the Montana Public Service Commission. The Salt Lake City Core system does make intrastate crude oil deliveries, but the state of Utah does not regulate intrastate oil pipelines. The Pacific Terminals system is also regulated by the CPUC, but it has been authorized to negotiate and execute individual contracts with customers for storage, pipeline distribution and other utility services.

Cost-of-service ratemaking methodologies vary by state, but they are generally designed to allow the pipeline to recover (1) the costs to operate and maintain pipeline assets, including general and administrative costs, (2) depreciation of capital assets, (3) a return on the depreciated, historical capital investment and capital additions to the pipeline facilities, and (4) the associated taxes. Although the amounts we are authorized to charge under these tariffs are determined by reference to cost-of-service factors, our actual filed rates are often limited by free-market and competitive factors. For this reason, the adoption by us of a cost-of-service based tariff under federal or state law does not guarantee that we will recover all of our costs relating to a pipeline system or segment. Generally, to change cost-based rates, the pipeline must show that there will be a change in its costs of operation or that its rate base (*i.e.*, its capital investment) has or will change or that the cost of capital associated with its return on investment has changed, either because of a change in risk or in the cost of capital in general, or that there will be a change in throughput. Rules governing changes to tariff rates vary by state, but typically the pipeline must file a rate application that is subject to agency review, and that may be protested by shippers or other interested parties and subject to an agency hearing.

Market-based rates, on the other hand, are not dependent on the pipeline's operating costs or investment, or forecasted throughput. Rather, within certain limits, the pipeline is free to file for negotiated rates or rates based on its perception of what the market will bear. Market-based rates are not expressly authorized in all states, and Line 2000, in California, is the only pipeline we own that is authorized to use such rates for its intrastate tariffs. To qualify for market-based rates in California, the pipeline must demonstrate to the CPUC that there is competition in the market it serves and that it does not have market power. The CPUC may put certain limits on the number of rate changes that can be made during the course of a year or on the percentage increase in rates that can occur in any one year. Modifications to market-based rates can be protested and set for hearing, but the grounds for protest should be more limited than for cost-of-service based rate filings because the CPUC has previously granted market-based rate authority to the pipeline. A market-based pipeline, such as Line 2000, does not have an approved rate base, an authorized rate of return on its investment or an approved operation and maintenance or administrative and general cost calculation. A market-based pipeline assumes the risk of changes in its throughput.

All of our rates and terms of service are subject to review by the agencies having jurisdictional authority in each respective state, either on their own initiative or at the urging of a shipper or interested party, and proceedings may be commenced to change or reduce rates or alter the terms and conditions of service. In addition, state legislatures or regulatory agencies may modify ratemaking methodologies with resulting tariffs that generate lower revenue and cash flow.

Canada

Federal Pipelines. The NEB Act provides that every oil pipeline is a common carrier and has the obligation to receive, transport and deliver all crude oil offered for transmission through its pipeline. The NEB has stressed that this kind of statutory duty, as imposed on a regulated undertaking, is a relative obligation, rather than an absolute one, and that it is determined on a test of reasonableness. Furthermore, the party subject to a common carrier obligation may be relieved of that obligation upon application to the NEB.

The Aurora Pipeline, which is less than one mile in length, is regulated by the NEB. Aurora is designated as a Group 2 company. Group 2 companies operate smaller pipelines and have always been regulated more lightly than their Group 1 counterparts. That is, the NEB has not traditionally looked into their affairs unless it receives a complaint. However, it is of note that, without an NEB order permitting otherwise, the Aurora pipeline is subject to the jurisdiction of the NEB and is automatically designated as a common carrier. As a consequence, the pipeline owner is prohibited from discriminating between sources of supply or in favor of oil in which it has an interest. Group 2 companies are subject to less extensive information filing requirements but are generally required to file annual audited financial statements. A Group 2 pipeline company is responsible for providing shippers and other interested parties with sufficient information to enable them to ascertain whether the tolls are reasonable or a complaint is justified. Tariffs containing new tolls, once filed with the NEB, automatically become effective.

Intra-provincial Pipelines. The EUB has jurisdiction over the majority of the Rangeland system. The Rangeland system is currently operated on a proprietary basis. The EUB does not review the transportation rates set by a crude oil pipeline operator unless a shipper makes a complaint to the EUB. However, the EUB may, with the appropriate approval from the Government of Alberta, declare a pipeline in the province to be a common carrier. Common carriers are prohibited from discriminating between sources of supply or in favor of crude oil in which they have an interest. Pricing disputes between common carriers and shippers can then be resolved by the EUB. Depending on the nature and extent of a shipper's complaint, the EUB will evaluate whether the rates being charged are just and reasonable and not unduly discriminatory. Although the predominant view is that the market will ensure that competitive rates are charged on oil pipelines, in the event the EUB proceeds to fully evaluate the rates being charged on the basis of a complaint, it would employ cost of service tolling methodology to assess the reasonableness of pipeline rates.

Environmental Regulation

United States

General. Our U.S. operations are subject to complex federal, state, and local laws and regulations relating to the protection of health and the environment, including laws and regulations which govern the handling and release of crude oil, other liquid hydrocarbon materials, and hazardous substances. Violation of these environmental laws and regulations can result in the assessment of significant administrative, civil and criminal fines and penalties, imposition of remedial obligations, and, in some instances, issuance of injunctions banning or delaying certain activities. We believe that our operations are in substantial compliance with applicable environmental laws and regulations. However, these laws and regulations are subject to frequent change at the federal, state and local levels, and the clear trend is to place increasingly stringent limitations on activities that may affect the environment. Therefore, we are unable to predict the ongoing cost of complying with these laws and regulations or their future impact on our operations.

There are also risks of accidental releases into the environment associated with our operations, such as leaks or spills of crude oil or hazardous substances from our pipelines or storage facilities. Such accidental releases could, to the extent not insured, subject us to substantial liabilities arising from environmental cleanup and restoration costs, natural resource damages, claims made by neighboring landowners and other third parties for personal injury, property damage and business interruption, and fines or penalties for any related violations of environmental laws or regulations.

Although we are entitled in certain circumstances to contractual indemnification from third parties for environmental liabilities relating to assets that we acquired from those parties, these indemnification rights are limited and, accordingly, we may be required to bear substantial environmental expenses.

Air Emissions. Our U.S. operations are subject to the federal Clean Air Act and comparable state and local statutes, rules and regulations. Amendments to the Clean Air Act enacted in 1990, as well as recent or soon to be adopted changes to state implementation plans implementing those amendments, require or will require most industrial operations in the United States to make capital expenditures in order to meet air emission control standards developed by the U.S. Environmental Protection Agency ("EPA"), and state and local environmental agencies. As a result of these amendments, our facilities are subject to increasingly stringent air emissions regulations, including requirements that some facilities install maximum or best available control technologies to reduce or eliminate regulated emissions. We anticipate, therefore, that we will incur certain capital expenses in the next several years for air pollution control equipment in connection with maintaining existing facilities and obtaining permits and approvals for new or acquired facilities. Although we can give no assurances, we believe implementation of these Clean Air Act requirements will not have a material adverse effect on our financial condition or results of operations.

We are subject in the United States to various state air emission regulations that can be more stringent than federal regulations under the Clean Air Act. For example, our California operations are subject to the California Clean Air Act ("CCAA"). Under the CCAA, the California Air Resources Board has established state ambient air quality standards and toxic air contaminants requirements that are sometimes more restrictive and broader in scope than federal requirements. In California, for non-vehicular sources, compliance with the Federal Clean Air Act and the CCAA is under control of local air districts, which adopt rules and regulations affecting the stationary sources within their jurisdictions. The local air quality regulations tend to be more stringent than the federal regulatory requirements in areas where air quality standards have not been achieved, such as the San Joaquin Valley and the Los Angeles area. Local air districts also adopt their own regulations for toxic air contaminants. All of our facilities have active permits to operate from the local air districts. These permits set forth specific conditions that may limit the throughput or the types of material that may be treated, transported or stored.

Hazardous Substances and Waste Management. The Federal Comprehensive Environmental Response, Compensation and Liability Act, as amended ("CERCLA"), also known as the "Superfund" law, and similar state laws, impose joint and several liability without regard to fault or the legality of the original conduct, on certain classes of persons, including the owners or operators of sites where hazardous substances have been released into the environment and companies that disposed or arranged for disposal of hazardous substances found at such sites. CERCLA also authorizes the EPA and, in some cases, third parties to take actions in response to threats to public health or the environment at such disposal sites and to seek recovery of the costs they incur from the responsible classes of persons. Although "petroleum" is currently excluded from CERCLA's definition of a "hazardous substance," in the course of our ordinary operations we may handle some materials that fall within the definition of a "hazardous substance." We may, therefore, be subject to joint and several strict liability under CERCLA for all or part of any costs required to clean up and restore sites at which such materials have been released into the environment. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances or other pollutants released into the environment. Analogous state laws may apply to a broader range of substances than CERCLA and, in some instances, may offer fewer exemptions from liability. We have not received any notification that we may be potentially responsible for cleanup costs under CERCLA or similar state laws.

Our U.S. operations also generate both hazardous and nonhazardous wastes that are subject to the requirements of the federal Resource Conservation and Recovery Act, as amended ("RCRA"), and comparable state statutes. We are not currently required to comply with a substantial portion of RCRA's requirements as our operations generate minimal quantities of hazardous wastes. From time to time, however, the EPA has considered making changes in nonhazardous waste standards that would result in stricter disposal requirements for these wastes, including certain crude oil wastes. Furthermore, it is possible that some of the wastes we generate that are currently classified as nonhazardous may in the future be reclassified as "hazardous wastes," which would trigger more rigorous and costly disposal requirements. Any such regulatory changes could result in an increase in our maintenance capital expenditures and operating expenses. In addition, analogous state and local laws may impose more stringent waste disposal requirements or apply to a broader range of wastes.

Water. The Federal Water Pollution Control Act, as amended, also known as the Clean Water Act, and similar state laws place strict limits on the discharge of contaminants into federal and state waters. Regulations under these laws prohibit such discharges unless authorized by a National Pollutant Discharge Elimination System ("NPDES") permit or an equivalent state permit. The Clean Water Act and analogous state laws allow significant penalty assessments for unauthorized releases of water pollutants and impose substantial liability for the costs of cleaning up spills and leaks into the water. In addition, the Clean Water Act and analogous state laws require individual permits or coverage under general permits for discharges of stormwater runoff from certain types of facilities. State laws may also place restrictions and cleanup requirements on the release of pollutants into groundwater. Costs may be incurred in developing and implementing stormwater pollution prevention plans and spill prevention, control and countermeasure plans. We believe that we will be able to obtain, or be covered under, any required Clean Water Act permits and plans and that compliance with the conditions of those permits and plans will not have a material effect on our financial condition or results of operations.

The Oil Pollution Act, as amended ("OPA"), was enacted in 1990 and amends parts of the Clean Water Act and other statutes as they pertain to the prevention of and response to oil spills. Under the OPA, we could be subject to strict, joint and potentially unlimited liability for removal costs and other consequences of an oil spill from our facilities into navigable waters, along shorelines or in an exclusive economic zone of the United States. The OPA also imposes certain spill prevention, control and countermeasure requirements, such as the preparation of detailed oil spill emergency response plans and the construction of dikes or other containment structures to prevent contamination of navigable or other waters in the event of an oil overflow, rupture or leak. Some states, including California, have also enacted similar laws. We believe we are in material compliance with these laws.

On March 23, 2005, a release of approximately 3,400 barrels of crude oil occurred on Line 63 when it was severed as a result of a landslide caused by record rainfall in the Pyramid Lake area of Los Angeles County. Over the period March 2005 through June 2007, we expect to incur an estimated total of $25.6 million for oil containment and clean-up of the impacted areas, future monitoring costs, potential third-party claims and penalties, and other costs, excluding pipeline repair costs. As of December 31, 2005, we have incurred approximately $19.0 million of the total expected costs related to the oil release for work performed through that date. We estimate that $4.4 million of the remaining costs will be incurred in 2006 and $2.2 million will be incurred in 2007. Additionally, in 2005 we expensed $0.7 million for the repair of Line 63 and incurred $2.2 million of Line 63 capital improvements.

We have a pollution liability insurance policy with a $2.0 million deductible that covers containment and clean-up costs, third-party claims and penalties related to the Pyramid lake release. The insurance carrier has, subject to the terms of the insurance policy, acknowledged coverage of the incident and is processing and paying invoices related to the clean-up. We believe that, subject to the $2.0 million deductible, we will be entitled to recover substantially all of our clean-up costs and any third-party claims associated with the release. Our insurance coverage will not cover the cost to repair the pipeline, however, we have filed for a temporary tariff surcharge on Line 63 long-haul volumes to recover the insurance deductible and repair related costs of the release. As of December 31, 2005, we have recovered $12.3 million from insurance and recorded receivables of $11.3 million for insurance recoveries we deem probable, of which $2.2 million is classified as a long-term asset.

Endangered Species Act. The Federal Endangered Species Act, as well as similar state laws, restrict activities that may affect threatened or endangered animal or plant species or their habitats. Some of our California facilities are located in, or pass through, areas that include or are designated as critical habitat for certain endangered species. Therefore, the Fish and Wildlife Service of the U.S. Department of the Interior has issued a Biological Opinion for Ongoing Maintenance Activities, which contains specific covenants related to our crude oil pipelines in these critical habitat areas. We believe that we are in compliance with the covenants of this opinion regarding the Endangered Species Act.

Site Remediation. We own or lease and in the past owned or leased a number of pipelines, gathering systems and storage facilities that have been used to store or distribute crude oil for many years, most of which were previously owned and operated by third parties whose handling, disposal or release of crude oil and wastes were not under our control. While our past operating and waste disposal practices were standard for our industry at the time, historical spills and releases along or at our properties by us and by previous owners and operators of our assets have resulted in soil contamination and may have resulted in groundwater contamination in some locations. Such contamination caused by historical activities is not unusual within the petroleum pipeline industry. We or previous owners have conducted site investigations at a number of these properties to assess environmental issues, including soil and groundwater conditions. Any historical contamination found on, under or originating from our properties may be subject to CERCLA, RCRA and analogous state laws as described above, and Canadian laws as described below. Under these laws, we could incur substantial expense to remediate any such contamination, including contamination caused by prior owners or operators.

In connection with our acquisitions, we have assumed the following liabilities representing the estimated cost of remediating the properties acquired: (i) in connection with the acquisition of ARCO Pipe Line Company ("ARCO")'s ownership interest in PPS in 2001, we assumed the cost of remediating the properties that had been contributed to PPS by ARCO in 1999, estimated at $2.6 million, (ii) in connection with the acquisition of the PMT assets in 2001, we assumed the liability for estimated remediation costs pursuant to a final agreement entered into on September 2, 2003, estimated at $0.1 million, (iii) in connection with the acquisition of the Pacific Terminals storage and pipeline distribution assets from Southern California Edison on July 31, 2003, we assumed certain environmental remediation costs, estimated at $2.7 million, and (iv) in connection with the Valero Acquisition on September 30, 2005, we assumed certain remediation costs estimated at $9.7 million. However, there is no guarantee that the actual remediation costs or associated liabilities will not exceed these amounts.

The assets that we acquired in the Valero Acquisition on September 30, 2005, were used for many years to distribute, store or transport petroleum products. There have been known releases of hazardous materials at almost all of the terminal sites and some of the pipeline rights-of-way, and most of these sites have or are presently undergoing remediation. We have assumed the risks associated with these environmental conditions, including the costs of remediation, subject only to a limited indemnity from the sellers of the Valero assets in the event of a breach of a seller warranty. Releases may also have occurred in the past at these properties that have not yet been discovered which could require additional future remediation. Although it is possible that the extent of the liability could be greater than we have estimated, we currently estimate that we will spend approximately $9.7 million to complete remediation activities for the Valero assets.

Canada

General. All phases of the oil industry in Canada are subject to environmental regulation pursuant to a variety of Canadian federal, provincial, and municipal laws and regulations. Such laws and regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and wastes and in connection with spills, releases and emissions of various substances to the environment. These laws and regulations also require that properties associated with our operations be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Failure to comply with these environmental laws and regulations could result in the assessment of administrative, civil or criminal penalties and, in some instances, the issuance of injunctions to limit or cease operations.

We believe that our Canadian operations are in substantial compliance with applicable environmental laws and regulations. However, these laws and regulations are subject to frequent change and the clear trend is to place increasingly stringent limitations on activities that may affect the environment. Therefore, we are unable to predict the ongoing cost of complying with these laws and regulations or their future impact on our operations.

Air Emissions. In December 2002, the Canadian federal government ratified the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which requires Canada to reduce its greenhouse gas emissions to 6% below 1990 levels over the 2008-2012 period. Although the Canadian government has not yet provided significant guidance on how it intends to meet these reduction targets, the energy industry has been identified as one of the areas that will be affected through the Large Industrial Emitters program.

Hazardous Substance and Waste Management. Our Alberta-based operations are subject to the Environmental Protection and Enhancement Act (Alberta) and associated regulations. Any release of a substance into the environment, which includes water, land and air, in an amount, concentration or rate that may cause a significant adverse effect, is prohibited, unless authorized by regulation or by an approval. Where a substance that has caused or may cause an adverse environmental effect is released into the environment, the person responsible for the substance must, as soon as that person becomes aware of the release, take all reasonable measures to remedy and confine the effects and remove or dispose of the substance so as to maximize environmental protection. No person may dispose of a hazardous substance except in accordance with an approval, a code of practice, registration or as otherwise provided for under the Act.

The Canadian Fisheries Act is primarily concerned with management of aquatic resources and particularly the protection of fish and fish habitat from damage. The Fisheries Act prohibits the release of a deleterious substance in water frequented by fish, without the necessary approvals.

The Canadian Environmental Protection Act ("CEPA") is intended to ensure uniform national standards for the life cycle control and management of toxic substances. "Toxic" is a broadly defined term, and the list of substances identified in the regulations as "toxic" is constantly being updated. Regulations may be implemented under CEPA to establish emissions standards for toxic pollutants, including national ambient air quality objectives and national emission guidelines. Reporting and remedial requirements are placed on persons who own or control spilled toxic substances or who cause or contribute to their initial release. Canadian governmental officials may take remedial action and recover clean-up costs from the persons responsible.

Wildlife. The Canadian Species at Risk Act, the Canadian Migratory Birds Convention Act, and Alberta's Wildlife Act are designed to offer protection to specifically identified species. For example, the regulations under the Migratory Birds Convention Act make it an offense to release oil or other petroleum substances in or near waters frequented by migratory birds or on the ice of such water without an approval. The list of species protected pursuant to these statutes is constantly being updated.

Site Remediation. Any historical contamination found on, under or originating from our Canadian properties may be subject to the Environmental Protection and Enhancement Act (Alberta) and associated regulations. We could incur substantial expense to remediate any such contamination, including contamination caused by prior owners or operators. In addition there may be conditions contained in conservation and reclamation approvals issued in respect of the pipelines, which would require specific steps to be taken in the remediation of the pipeline sites. In connection with our acquisition of the Rangeland system on May 11, 2004, we recorded a $3.3 million liability for estimated environmental remediation costs.

Title to Properties

United States

Substantially all of our pipelines are constructed on rights-of-way granted by the apparent record owners of the property. We have not received legal opinions or title insurance with respect to any of our rights-of-way. In many instances, lands over which rights-of-way have been obtained are subject to prior liens, which have not been subordinated to the right-of-way grants. We have permits, leases, license agreements and franchise ordinances from public authorities to cross over or under or to lay facilities in or along water courses, county roads, municipal streets and state highways, and in some instances, these permits are revocable at the election of the grantor. We also have license agreements from railroad companies to cross over or under railroad properties or rights-of-way, some of which are also revocable at the grantor's election. In some cases, property on which our pipeline was built is held under long-term leases or owned in fee.

In some instances the above rights-of-way are revocable at the election of the landowner. We potentially have, subject to various limitations in each state in which our pipelines are located, rights to condemn private property used in connection with our common carrier pipelines, thereby mitigating some adverse impact of any existing revocation rights. For example, in California, public utility pipeline companies may condemn private property subject to certain limitations and procedures, provided, that if such condemnation is for the purpose of competing with any entity offering the same competitive services, such company must obtain CPUC approval. In Montana, condemnation rights are available to common carrier crude oil pipeline companies that file appropriate documentation with the Montana Public Service Commission, which filing could subject such companies to additional regulation. In Colorado, a corporation (and possibly other forms of entities) formed for the purpose of constructing a pipeline may acquire a right of way by condemnation, provided that the corporation conforms to statutory condemnation procedures. In Utah and Wyoming, condemnation rights are available on behalf of the public use of crude oil pipelines, subject to certain limitations. Under Utah and Wyoming law, public or private entities may acquire easements by eminent domain for crude oil pipelines in accordance with specified statutory procedures.

All pump station properties for our common carrier pipelines are either on land that we own in fee simple, on property under long-term lease or, in several cases, held under a Special Use Permit from the United States Department of the Interior. Our headquarters and control center are located on a 27.5-acre property in Long Beach that we own in fee simple. Crude oil storage tanks, maintenance facilities and warehouse space are also located on this property. Substantially all of the storage tank facilities operated by PT and PAT are on fee simple owned land. Our Bakersfield office and maintenance facility is located in a 15,000 square foot combination office space/warehouse building, occupied pursuant to a long-term lease. To support our Rocky Mountain operations, we have crude oil storage tanks and maintenance and warehouse facilities on land we own in fee simple in Casper, Wyoming. Our Evanston, Wyoming office and maintenance facility is occupied pursuant to a lease that expires on September 19, 2006, subject to a right to extend the lease for one additional year.

We believe we have satisfactory title or other right to all of our material assets. Title to these properties is subject to encumbrances in some cases, such as customary interests generally retained in connection with the acquisition of real property, liens related to environmental liabilities associated with historical operations, liens for current taxes and other burdens, and minor easements, restrictions, and other encumbrances to which the underlying properties were subject at the time of acquisition by our predecessor or us. However, we believe that none of these burdens will materially detract from the value of these properties or from our interest in these properties or will materially interfere with their use in the operation of our business.

Canada

The real property assets related to the Rangeland system fall into two basic categories of ownership: (i) properties underlying pumping stations and terminaling and storage facilities, which are owned in fee simple, or leased, and (ii) properties underlying our Canadian pipelines, which are covered by leases, easements, rights-of-way, permits or licenses from landowners or governmental authorities permitting the use of such land for the construction and operation of pipeline assets. Such rights were acquired by voluntary negotiation and, in certain cases, through statutory rights of entry. There can be no assurance that legal challenges will not be brought with respect to the form, content or recording of such instruments or with respect to the compliance with the terms thereof. Generally, such instruments require the grantee to compensate the landowner or governmental authority for damages to such lands resulting from pipeline operations.

We believe we have satisfactory title or other right to all of the assets comprising the Rangeland system. Title to these properties is subject to encumbrances in some cases, such as customary interests generally retained in connection with acquisition of real property, liens related to environmental liabilities associated with historical operations, liens for current taxes and other burdens, and minor easements, restrictions, and other encumbrances to which the underlying properties were subject at the time of acquisition by our predecessor or us. However, we believe that none of these burdens will materially detract from the value of these properties or from our interest in these properties or will materially interfere with their use in the operation of our business.

Employees and Labor Relations

We do not have any employees, except in Canada. Our General Partner provides employees to conduct our U.S. operations. We and our General Partner collectively employ approximately 440 individuals who directly support our operations. We consider employee relations to be good. None of these employees are subject to a collective bargaining agreement, except for eight employees at our Paulsboro, New Jersey terminal, who are members of USW District 10-286 (Steel Workers), with whom we have a collective bargaining agreement that will end on October 1, 2009. Our General Partner does not conduct any business other than with respect to the Partnership. All expenses incurred by our General Partner are charged to us.

ITEM 1A. Risk Factors

Risks Inherent in Our Business

We may not have sufficient cash from operations to pay the minimum quarterly distribution following establishment of cash reserves and after payment of fees and expenses, including payments to our General Partner.

We may not have sufficient available cash each quarter to pay the minimum quarterly distribution on all units. The amount of cash we can distribute on our common units principally depends upon the amount of cash we generate from our operations. The amount of cash we generate from our operations will fluctuate from quarter to quarter and will depend upon, among other things:

- the volume of crude oil and refined products we transport through our pipelines;
- the tariff rates we charge on our pipelines;

- the percentage of storage capacity we have under lease;
- the lease rates we charge on our storage tanks;
- margins in our gathering and marketing business;
- the level of our operating costs, including payments to our General Partner;
- changes in currency exchange rates and foreign currency restrictions and shortages;
- the level of competition from other pipelines; and
- prevailing economic conditions.

In addition, the actual amount of cash we will have available for distribution will depend on other factors, such as:

- the level of capital expenditures we make;
- the restrictions contained in our debt agreements and our debt service requirements;
- fluctuations in our working capital needs;
- the cost of acquisitions, if any;
- our ability to borrow under our working capital facility to make distributions; and
- the amount, if any, of cash reserves established by our General Partner, in its discretion.

The amount of cash we have available for distribution depends primarily on our cash flow, including cash flow from financial reserves and working capital borrowings, and not solely on profitability, which will be affected by non-cash items. As a result, we may make cash distributions during periods when we record a net loss and may not make cash distributions during periods when we record net income.

A material decline in the volume of crude oil processed by any of the refineries we serve could reduce our ability to make distributions to our unitholders.

Any significant reduction in the volume of crude oil processed at the refineries we serve could reduce the volume of crude oil and refined products we transport on our pipelines and result in our realizing materially lower levels of revenue and cash flow. This reduction could occur for a number of reasons, including:

- A sustained decrease in demand for refined products, which could result from:
  - a local or national recession or other adverse economic condition that results in lower spending by businesses and consumers on gasoline, diesel fuel and jet fuel;

- an increase in the market price of crude oil that leads to higher refined product prices, resulting in lower demand;

- higher fuel taxes or other governmental or regulatory actions that increase, directly or indirectly, the cost of gasoline or other refined products; or

- a shift by consumers to more fuel-efficient or alternative fuel vehicles or an increase in fuel economy, whether as a result of technological advances by manufacturers, legislation mandating higher fuel economy or alternative fuel sources, or otherwise.

Refineries we serve could partially or completely shut down their operations, temporarily or permanently, due to factors affecting their ability to produce refined products such as:

- voluntary shutdown of a refinery for economic or other reasons;

unscheduled maintenance or catastrophic events at a refinery, such as a fire, flood, explosion or power outage;

labor difficulties that result in a work stoppage or slowdown at a refinery;

environmental litigation or other proceedings that require the halting of all or a portion of the operations at a refinery;

increasingly stringent environmental regulations, such as the Environmental Protection Agency's gasoline and diesel sulfur control requirements that limit the concentration of sulfur in motor gasoline and diesel fuel;

a governmental ban or other limitation on the use of any important feedstock or product of a refinery; or

other legislation or regulation that adversely impacts the economics of refinery operations.

The refineries we serve may be unsuccessful in competing against other existing or future sources of refined products in their markets, such as pipelines or marine barges or tankers that deliver refined products into the Los Angeles Basin or the Rocky Mountain region from refineries in other areas.

A material decrease in the production of crude oil from the oil fields served by our pipelines could materially reduce our ability to make distributions to our unitholders.

The throughput on our crude oil pipelines depends on the availability of attractively priced crude oil produced from the oil fields served by such pipelines, or through connections with pipelines owned by third parties. Crude oil production may decline for a number of reasons, including natural declines due to depleting wells, a material decrease in the price of crude oil, or the inability of producers to obtain necessary drilling or other permits from applicable governmental authorities. If we do not replace volumes lost due to a temporary or permanent material decrease in production from the oil fields served by our crude oil pipelines, our throughput would decline, reducing our revenue and cash flow and adversely affecting our ability to make cash distributions to our unitholders.

Certain of the crude oil producing fields served by our pipelines are experiencing a decline in production. In addition, declining production may impact us in the future if shippers elect to replace Alaskan North Slope crude oil in San Francisco with crude oil produced in the San Joaquin Valley and California Outer Continental Shelf.

We may be unable to attract new volumes of crude oil, including Canadian synthetic crude oil, to the Rangeland and U.S. Rocky Mountain systems. In such an event, we may be unable to replace the crude oil production currently being gathered by these systems, which production is expected to decline.

A decrease in the price of crude oil, on either a temporary or permanent basis, may also affect the total volume of crude oil produced from the fields served by our crude oil pipelines. If crude oil prices were to decline significantly, as they did in 1998 and other periods in the past, production from certain of the fields served by our pipelines may cease to be profitable and crude oil producers may decide to decrease or stop production. In addition, an increase in the price of natural gas or electricity, both of which are used in connection with an advanced recovery technique known as steam-flooding, could result in a decrease in steam-flood operations in certain of the fields served by our pipelines and therefore reduce production. Natural gas is also used in the process of producing synthetic crude oil.

To maintain our throughput, new supplies of crude oil must be available to offset volumes lost because of declines in crude oil production. Replacement of lost volumes of crude oil is particularly difficult in an environment where production is declining and competition to gather available production is intense. It is difficult to attract producers to a new gathering system if the producer is already connected to an existing system. As a result, we or third-party shippers on our pipeline systems may experience difficulty acquiring crude oil at the wellhead in areas where there are existing relationships between producers and other gatherers and purchasers of crude oil.

We depend on refineries and petroleum products pipelines owned and operated by others to supply our refined products pipeline and terminals.

We depend on connections with refineries and petroleum products pipelines owned and operated by third parties as the primary source of supply for our refined products facilities. Outages at these refineries or reduced throughput on these pipelines because of testing, line repair, damage to pipelines, reduced operating pressures or other causes could result in our being unable to deliver products to our customers from our terminals or receive products for storage and could adversely affect our ability to meet our financial obligations and pay cash distributions.

If the refineries we serve process crude oil from locations to which our pipelines do not directly or indirectly connect, throughput on our crude oil pipelines could materially decline.

Throughput on our West Coast pipelines serving the Los Angeles Basin decreases to the extent refineries in the Los Angeles Basin choose to process more Alaskan North Slope and foreign crude oil and less California crude oil. Refineries in the Los Angeles Basin currently process crude oil produced in California, Alaska and various foreign nations. Marine barges and tankers deliver Alaskan North Slope and foreign crude oil to the Ports of Los Angeles and Long Beach. This crude oil is then directed through third-party pipelines to the various refineries and terminal facilities serving the Los Angeles Basin. These waterborne deliveries compete with crude oil produced in the San Joaquin Valley and California Outer Continental Shelf that is transported to the Los Angeles Basin on our Line 2000 and Line 63 system. To the extent waterborne deliveries reduce the demand for our transportation services, this decreases our West Coast operations' revenue and cash flow and could impair our ability to make distributions.

The refineries we serve may not be able to secure adequate supplies of crude oil from the crude oil producing areas served by our crude oil pipelines. For example, the refineries in the Los Angeles Basin that are served by our Line 2000 and Line 63 pipelines compete with refineries in the San Francisco Bay and central California areas for supplies of crude oil produced in the San Joaquin Valley and California Outer Continental Shelf; and to the extent this crude oil is directed to the San Francisco refiners, a decision over which we have no control, our throughput volumes and revenue would be adversely affected.

New competing pipeline systems could also be built or existing pipeline systems expanded that could deliver crude oil from other locations to the refineries that we serve. This could cause us to reduce our tariff rates or to experience reduced throughput.

If new sources of crude oil that are not connected to our pipelines become available to the refineries we serve, throughput on our pipelines could materially decline.

New sources of crude oil that are available to the refineries we serve could be discovered and developed. If a new source of crude oil is not connected to our existing crude oil pipelines, the throughput on our pipelines could materially decline. For example, wells have recently been successfully drilled and completed in a previously undeveloped oil field approximately one hundred miles south of Salt Lake City, an area that is not served by any of our pipelines. The extent of the oil reserves in this field are presently unknown, but if they are significant, they could compete with the oil expected to be delivered to the Salt Lake City refineries through our crude oil pipelines.

Due to our lack of asset diversification, adverse developments in our transportation and storage businesses could reduce our ability to make distributions to our unitholders.

We generate revenue primarily by charging tariff rates for transporting crude oil and refined products on our pipelines and by leasing capacity in our storage facilities. Due to our lack of asset diversification, an adverse development in one of these businesses would have a significantly greater impact on our financial condition and results of operations than if we operated more diverse assets.

Terrorist attacks aimed at our facilities could adversely affect our business.

Since the September 11, 2001 terrorist attacks, the U.S. government has issued warnings that energy assets, specifically our nation's pipeline infrastructure, may be future targets of terrorist organizations. These developments have subjected our operations to increased risks. Any future terrorist attack that may target our facilities, those of our customers and, in some cases, those of other pipelines, could have a material adverse effect on our business.

Tariff rate regulation or a successful challenge to our tariff rates may reduce the tariff rates we charge and the amount of cash available for distribution to our unitholders.

The FERC regulates the tariff rates for our interstate common carrier operations. Shippers may protest our tariffs, and the FERC may investigate the lawfulness of new or changed tariff rates. The FERC may also investigate tariff rates that have become final and effective and require refunds of amounts collected under tariff rates ultimately found unlawful. The FERC's ratemaking methodologies may limit our ability to set rates based on our true costs or may delay the use of tariff rates that reflect increased costs.

In May 2005, FERC issued a statement of general policy. According to the policy statement, a pipeline, including one organized as a partnership, can include in computing its cost of service an income tax allowance if the pipeline's owners have an actual or potential income tax liability on their income from the pipeline. FERC said it would determine on a case-by-case basis whether a particular partner has an actual or potential income tax liability and what assumptions should determine the related income tax rate. In December 2005, in a proceeding involving SFPP, L.P., FERC provided further clarification regarding the manner in which the income tax allowance policy statement would be applied to a pipeline owned by a partnership. Application of FERC's policy statement in individual cases may be subject to further FERC action or review in the appropriate Court of Appeals. Therefore, whether a partnership will ultimately be entitled to recover an income tax allowance in its cost of service is not certain. If we were required to defend our rates on a cost of service basis, whether because we filed new rates supported by a cost of service calculation or because a person claimed by complaint that our rates exceed a just and reasonable level, we would be required to establish pursuant to the new policy statement that the inclusion of an income tax allowance in our cost of service was just and reasonable. We can provide no assurance that we will be able to establish that our unitholders or our unitholders' owners are subject to United States federal income taxation on the income generated by us. If we are unable to do so, FERC could disallow a substantial portion of our income tax allowance, in which case it is likely that the level of maximum lawful rates would decrease from current levels.

Most of our U.S. intrastate pipeline and terminal operations are subject to regulation by state public utility commissions. A state commission may investigate our intrastate tariff rates or our terms and conditions of service on its own initiative or at the urging of a shipper or other interested party. If a state commission found that our tariff rates were not justified, the state commission could order us to reduce our tariff rates. If a state commission were to withdraw or modify our authority or use certain non-cost based rates, such as market based rates or the authority to negotiate or enter into individual customer contracts, our revenue and cash flows may be adversely affected, which could adversely affect our ability to make distributions to our unitholders.

Our Canadian pipelines are subject to regulation by the EUB and, in the case of the Aurora pipeline, the NEB. Under the National Energy Board Act, the Aurora pipeline is a common carrier. The NEB could investigate the tariff rates or our terms and conditions of service relating to the Aurora pipeline on its own initiative or at the urging of a shipper or other interested party and, if it found our rates or terms of service unjust or unreasonable or unjustly discriminatory, require us to reduce our rates, provide access to other shippers, or change our terms of service. The EUB could, on the application of a shipper or other interested party investigate the tariff rates or our terms and conditions of service relating to our proprietary pipelines and, if it found our rates or terms of service unreasonable or unjustly discriminatory, declare our pipelines to be common carrier pipelines and require us to reduce our rates, provide access to other shippers, or otherwise change our terms of service. Any reduction in our tariff rates would most likely result in lower revenue and cash flows and may reduce our ability to make cash distributions to our unitholders.

Our business is subject to federal, state and local laws and regulations that govern the product quality specifications of the petroleum products that we store and transport.

Refined products that we store and transport are sold by our customers for consumption into the public market. Various federal, state and local agencies have the authority to prescribe specific product quality specifications to commodities sold into the public market. Changes in product quality specifications for refined products could reduce our throughput volume on our refined products pipelines and terminals, require us to incur additional handling costs or require the expenditure of capital. For instance, different product specifications for different markets impact the fungibility of the system and could require the construction of additional storage. If we are unable to recover these costs through increased revenues, our revenue and cash flows may be adversely affected, which could adversely affect our ability to make distributions to our unitholders.

Our Canadian operations are subject to the jurisdiction of Canadian federal and provincial regulatory authorities.

The oil industry in Canada, including our operations, is subject to regulation and intervention by the Canadian federal and provincial regulatory authorities in such matters as environmental protection controls, control over the abandonment of pipelines, transportation rates and, possibly, expropriation or cancellation of contract rights. These regulatory authorities may impose regulations on or otherwise intervene in the oil industry with respect to prices, taxes, transportation rates and the exportation of oil. Such regulations may be changed from time to time in response to complaints or economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the oil industry could reduce demand for crude oil, increase our costs and may have a material adverse impact on our operations.

We may be unsuccessful in competing against existing or future pipelines in the areas in which we currently operate or may operate in the future.

Our principal competitors for large volume shipments of crude oil and refined products are other pipelines. For example, we compete with Express pipeline in transporting Canadian crude oil to the U.S. Rocky Mountain region. New crude oil and refined pipelines could also be constructed in the areas served by our pipelines. Holly Energy Partners, L.P. and Enbridge Inc. have announced that they are studying a project for the construction of a pipeline that would transport crude oil from the terminus of the Frontier Pipeline to the Salt Lake City refineries, which, if constructed, would compete against certain of our Rocky Mountain pipelines. Competition among common carrier pipelines is based primarily on transportation charges, access to producing areas and refineries and customer demand for crude oil and refined products. We compete to a lesser extent with trucks that deliver crude oil and refined products in several areas in which we serve. Some of our competitors have greater financial and other resources than we have. If we are unsuccessful in competing against other pipelines or trucking operations, throughput in our pipelines could be reduced and we may be unable to make cash distributions to our unitholders. Please read "Items 1 and 2 Business and Properties West Coast Business Unit Competition" and " Rocky Mountain Business Unit Competition" for a further discussion of the competition we face.

We are exposed to the credit risk of our customers in the ordinary course of our business.

In our gathering and marketing business, when we purchase crude oil at the wellhead, we sometimes pay all or a portion of the production proceeds to an operator, who then distributes those proceeds to the various interest owners. This arrangement may expose us to operator credit risk, and we must determine whether the operators have sufficient financial resources to make these payments and distributions and to indemnify and defend us in case of a protest, action or complaint. Even if our credit review and analysis mechanisms work properly, we may experience losses in dealings with operators and other parties.

Our U.S. operations are subject to federal, state and local laws and regulations, including those relating to environmental protection, operations and safety, that could require us to make substantial expenditures.

Our U.S. operations are subject to federal, state and local laws and regulations relating to environmental protection, operations and safety. Many of these laws and regulations impose increasingly stringent permitting and operating requirements. In addition, these laws and regulations are subject to change, which change could result in an increase in our ongoing cost of compliance and have an adverse effect on our operations. We could, therefore, be adversely affected by increased costs due to stricter pollution control requirements or liabilities resulting from compliance with future required operating permits. Failure to comply with these environmental laws and regulations could result in the assessment of administrative, civil or criminal penalties and, in some instances, the issuance of injunctions to limit or cease operations.

There are risks of accidental releases associated with our operations, such as leaks or spills of crude oil or refined products from our pipelines or storage facilities, which could result in significant liabilities arising from environmental cleanup and restoration costs and claims for personal injury and property damage. If we were unable to recover such costs through insurance or increased tariff rates, cash distributions to our unitholders could be adversely affected.

We also own or lease a number of U.S. properties that have been used to store or distribute crude oil or refined products for many years. Crude oil, refined products and wastes associated with these historical activities may have been disposed of or released into the environment at these properties or at other locations where such materials may have been taken for disposal. In addition, most of these properties have been operated by third parties whose handling, disposal and release of crude oil, refined products and waste materials were not under our control. We could incur significant liabilities for cleanup and restoration costs and claims for personal injury and property damage related to these historical activities. Please read "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations."

Our U.S. operations are also subject to extensive operations and safety regulation. Many departments and agencies, both federal and state, are authorized by statute to issue and have issued rules and regulations binding on the petroleum industry and its individual participants. The failure to comply with these rules and regulations can result in substantial penalties. The regulatory burden on the crude oil and refined products industry increases our cost of doing business and, consequently, affects our profitability. Please read "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations."

Our Canadian operations are subject to Canadian environmental laws and regulations.

All phases of the oil industry in Canada are subject to environmental regulation pursuant to a variety of Canadian federal, provincial, and municipal laws and regulations. Such laws and regulations impose, among other things, restrictions, liabilities and obligations in connection with the generation, handling, use, storage, transportation, treatment and disposal of hazardous substances and wastes and in connection with spills, releases and emissions of various substances into the environment. These laws and regulations also require that facility sites and other properties associated with our operations be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. In addition, changes to existing projects may require the submission and approval of environmental assessments or permit applications. Failure to comply with these environmental laws and regulations could result in the assessment of administrative, civil or criminal penalties and, in some instances, the issuance of injunctions to limit or cease operations. A release associated with the operation of the Rangeland system could result in significant liabilities arising from environmental cleanup and claims for personal injury or property damage.

The Rangeland system includes pipelines, gathering systems and storage facilities that have been used to transport and store crude oil for many years. Historical spills and releases from or at the Rangeland system properties have resulted in soil and groundwater contamination in certain locations. Any historical contamination found on, under or originating from the properties may be subject to remediation requirements under Canadian laws or under our contracts with the sellers of the Rangeland system and the MAPL pipeline. There can be no assurance that the actual remediation costs or associated liabilities will not exceed estimated amounts provided for, or will not otherwise be significant.

In December 2002, the Canadian federal government ratified the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which requires Canada to reduce its greenhouse gas emissions to 6% below 1990 levels over the 2008-2012 period. Although the Canadian government has not yet provided significant guidance on how it intends to meet these reduction targets, the energy industry has been identified as one of the areas that will be affected through the Large Industrial Emitters program. The final rules, once known, could affect our operations and profitability.

Our operations are subject to cross-border regulations.

Our cross-border activities with our Canadian subsidiaries subject us to regulatory matters including export licenses, tariffs, Canadian and U.S. customs and tax issues and toxic substance certifications. Regulations include the Short Supply Controls of the Export Administration Act, the North American Free Trade Agreement and the Toxic Substances Control Act. Violations of these license, tariff and tax reporting requirements could result in the imposition of significant administrative, civil and criminal penalties. Furthermore, the failure to comply with U.S., Canadian, state and local tax requirements could lead to the imposition of additional taxes, interest and penalties.

Our operations are subject to operational hazards and unforeseen interruptions for which we may not be adequately insured.

Our operations are subject to operational hazards and unforeseen interruptions, such as earthquakes, landslides, floods and other natural disasters, accidents, fires, explosions, hazardous materials releases, acts of terrorism or other events beyond our control. A casualty might result in personal injury or loss of life, loss of equipment or loss of or extensive damage to property, as well as an interruption in our operations or the operations of the refineries to which we deliver. A significant portion of our assets are located in California, which has a high incidence of earthquakes. Many of our assets operate near rivers, streams, waterways, oceans, and other marine environments that are susceptible to greater damage and more costly cleanup in the event of a petroleum related release. In addition, we may not be able to maintain our existing insurance coverage or obtain new coverage of the type and amount we desire at reasonable rates. As a result of market conditions, premiums and deductibles for certain of our insurance policies have increased substantially and could escalate further. Certain insurance is now or could become unavailable or available only for reduced amounts of coverage. For example, insurance carriers are now requiring broad exclusions for losses due to war risk and terrorist acts. We have elected not to extend our pollution liability insurance to cover terrorist attacks. Our other liability insurance has exclusions for certain types of terrorism. If we were to incur a significant liability for which we were not fully insured, it could adversely affect our business, financial condition or results of operations.

Actual costs incurred in connection with the release of crude oil on Line 63 in excess of our total estimated cost could have a material adverse effect on our financial condition, results of operations or cash flows.

The estimates of oil containment and clean-up of the areas impacted by the crude oil release on Line 63 are based on facts known at the time of estimation and our assessment of the ultimate outcome. Among the many uncertainties that impact the estimates are the necessary regulatory approvals for, and potential modification of, remediation plans, the ongoing assessment of the impact of soil and water contamination, changes in costs associated with environmental remediation services and equipment, and the possibility of third-party legal claims giving rise to additional expenses. Therefore, no assurance can be made that any costs incurred in excess of the total estimated cost for oil containment and clean-up of the impacted areas not covered by insurance, if any, would not have a material adverse effect on our financial condition, results of operations or cash flows.

Any reduction in the capability of, or the allocations to our shippers on, connecting, third-party pipelines could cause a reduction of throughput on our pipelines and could reduce the amount of cash available for distribution to our unitholders.

We depend upon connections to third-party pipelines to transport and store crude oil and refined products. Any reduction of capabilities in these connecting pipelines due to testing, line repair, reduced operating pressures, a decline in production associated with the third-party system or other causes could result in reduced throughput on pipelines. Similarly, any reduction in the allocations to our shippers on these connecting pipelines because additional shippers begin transporting volumes over the pipelines could also result in reduced throughput on our pipelines. Any reduction in throughput on our pipelines could adversely affect our revenue and cash flow and our ability to make distributions to our unitholders.

We are dependent on a small number of customers for a substantial portion of our revenue.

In 2005, the following customers represented greater than 10% of transportation and storage revenue for our West Coast operations: BP America Production Company; Chevron; Shell Trading Company and Valero Marketing and Supply Company. In addition, the following customers represented greater than 10% of net revenue for our Rocky Mountain pipeline transportation operations: Chevron and Tesoro. The loss of any of these customers, a decline in their credit worthiness or a substantial reduction in their shipments on our pipelines, could adversely affect our results of operations and cash flows and our ability to make distributions to our unitholders.

We are dependent on use of a third-party marine dock for delivery of waterborne products into our storage and distribution facilities in the Los Angeles Basin.

A portion of our storage and distribution business conducted in the Los Angeles basin is dependent on our ability to receive waterborne crude oil and other dark products, a major portion of which are presently being received through dock facilities operated by Shell Oil Products US in the Port of Long Beach. The agreement that allows us to utilize these dock facilities expires in October 2006, and there is no guarantee that it will be renewed. If this agreement is not renewed and if other alternative dock access cannot be arranged, the volumes of crude oil and other dark products that we presently receive from our customers in the Los Angeles Basin may be reduced, which could result in a reduction of storage and distribution revenue and cash flow and adversely affect our ability to make distributions to our unitholders.

Our ability to execute our acquisition or project development strategy may be impaired if we are unable to complete accretive acquisitions or projects on acceptable terms or access new capital to finance these activities.

Our ability to grow will depend principally on our ability to complete accretive acquisitions and development projects. We may be unable to identify attractive acquisition or project candidates or to complete acquisitions or projects on economically acceptable terms. Acquisition transactions can occur quickly and at any time and may be significant in size relative to the size of our existing asset base. We may need new capital to finance these acquisitions and development projects, and limitations on our ability to access new sources of capital may impair our ability to make acquisitions or undertake projects. If we are able to access new sources of capital, but only at more expensive rates, our ability to make accretive acquisitions or undertake projects will be limited. Our ability to maintain our capital structure may impact the market value of our common units.

The completion and success of our Pier 400 project remains subject to a number of risks unique to it, including (1) an exhaustive permitting process that may not result in the issuance of a permit and, even if successful, could result in the imposition of requirements and conditions that could adversely affect the feasibility and economic returns expected of the project, (2) political and legal risks posed by the many interest groups and constituencies that have an interest in the Port of Los Angeles and the project, one of which has declared its opposition to the project, and (3) our ability to obtain the financing necessary to construct the project, which may depend on the ability to obtain other long-term commitments from creditworthy customers, which is not assured.

Our results of operations could be adversely affected by changes in currency exchange rates.

We operate in the United States and Canada and thus our financial results may be impacted by fluctuations in currency exchange rates. Significant fluctuations in the value of the Canadian dollar versus the U.S. dollar could materially affect our results of operations and financial condition.

Risks Inherent in an Investment in Us

Cost reimbursements to our General Partner, which are determined in our General Partner's sole discretion, may be substantial and reduce our cash available for distribution to you.

Our General Partner is entitled to be reimbursed for all expenses it incurs on our behalf and has sole discretion in determining the amount of these reimbursements. Our obligation to reimburse our General Partner for expenses may be substantial. These cost reimbursements to our General Partner reduce the amount of available cash for distribution to our unitholders. Our General Partner and its affiliates also may provide us other services for which we will be charged fees as determined by our General Partner.

Our General Partner's discretion in establishing cash reserves may reduce the amount of cash available for distribution to you.

Our partnership agreement requires our General Partner to deduct from operating surplus cash reserves that, in its reasonable discretion, are necessary to fund our future operating expenditures. In addition, our partnership agreement permits our General Partner to reduce available cash by establishing cash reserves for the proper conduct of our business, to comply with applicable law or agreements to which we are a party or to provide funds for future distributions to partners. These cash reserves affect the amount of cash available for distribution to you.

LBP and its affiliates have conflicts of interest with, and limited fiduciary responsibilities to, our unitholders, which may permit them to favor their own interests to your detriment.

LBMB controls LBP, which owns our General Partner. Based on our ownership, conflicts of interest may arise between LBP and its affiliates, including our General Partner, on the one hand, and us and our unitholders, on the other hand. As a result of these conflicts, our General Partner may favor its own interests and the interests of its affiliates over the interests of our unitholders. These conflicts include, among others, the following situations:

- neither our partnership agreement nor any other agreement requires LBP to pursue a business strategy that favors us or utilizes our assets. The directors and officers of LBP have a fiduciary duty to make decisions in the best interests of the owners of LBP;

- LBP and its affiliates may engage in limited competition with us;

- our General Partner is allowed to take into account the interests of parties other than us, such as LBP, in resolving conflicts of interest;

- under Delaware law, our General Partner may limit its liability and reduce its fiduciary duties, while also restricting the remedies available to our unitholders for actions that, without the limitations, might constitute breaches of fiduciary duty;

- our General Partner determines the amount and timing of asset purchases and sales, capital expenditures, borrowings, issuances of additional partnership securities and cash reserves, each of which can affect the amount of cash, if any, that is distributed to our unitholders;

- our General Partner determines which costs incurred by it and its affiliates are reimbursable by us;

- our partnership agreement does not restrict our General Partner from causing us to pay it or its affiliates for any services rendered on terms that are fair and reasonable to us or entering into additional contractual arrangements with any of these entities on our behalf;

- our General Partner controls the enforcement of obligations owed to us by our General Partner and its affiliates; and

- our General Partner decides whether to retain separate counsel, accountants or others to perform services for us.

Our partnership agreement limits our General Partner's fiduciary duties to our unitholders and restricts the remedies available to unitholders for actions taken by our General Partner that might otherwise constitute breaches of fiduciary duty.

Our partnership agreement contains provisions that waive or consent to conduct by our General Partner and its affiliates that reduce the obligations to which our General Partner would otherwise be held by state-law fiduciary duty standards. For example, our partnership agreement:

- permits our General Partner to make a number of decisions in its "sole discretion." This entitles our General Partner to consider only the interests and factors that it desires, and it has no duty or obligation to give any consideration to any interest of, or factors affecting, us, our affiliates or any limited partner;
- provides that our General Partner is entitled to make other decisions in its "reasonable discretion";
- generally provides that affiliated transactions and resolutions of conflicts of interest not involving a required vote of unitholders must be "fair and reasonable" to us and that, in determining whether a transaction or resolution is "fair and reasonable," our General Partner may consider the interests of all parties involved, including its own; and
- provides that our General Partner and its officers and directors are not liable for monetary damages to us, our limited partners or assignees for errors of judgment or for any acts or omissions if our General Partner and those other persons acted in good faith.

In order to become a limited partner of our partnership, a common unitholder is required to agree to be bound by the provisions in the partnership agreement, including the provisions discussed above.

Even if unitholders are dissatisfied, they cannot easily remove our General Partner, which could lower the trading price of the common units.

Our General Partner manages and operates us. Unlike the holders of common stock in a corporation, unitholders have only limited voting rights on matters affecting our business, and therefore limited ability to influence management's decisions regarding our business. Unitholders did not elect our General Partner or its Board of Directors and have no right to elect our General Partner or the Board of Directors on an annual or other continuing basis.

The Board of Directors is chosen by LBP. The directors of our General Partner have a fiduciary duty to manage our General Partner in a manner beneficial to LBP, the ultimate owner of our General Partner.

Furthermore, if unitholders are dissatisfied with the performance of our General Partner, they have limited ability to remove our General Partner. Our General Partner generally may not be removed except upon the vote of the holders of at least $66^{2}/_{3}\%$ of the outstanding units voting together as a single class. Because LBP controls 26.6% of all the units representing limited partner interests (equivalent to 26.1% of the total limited and General Partner interests in the Partnership), our General Partner currently cannot be removed unless a sufficient number of other limited partners so act. Also, if our General Partner is removed without cause during the subordination period and units held by our General Partner and its affiliates, including LBP, are not voted in favor of that removal, all remaining subordinated units will automatically be converted into common units and any existing arrearages on the common units will be extinguished. A removal of the General Partner under these circumstances would adversely affect the common units by prematurely eliminating their distribution and liquidation preference over the subordinated units, which preferences would otherwise have continued until we had met certain distribution and performance tests.

Cause is narrowly defined to mean that a court of competent jurisdiction has entered a final, non-appealable judgment finding our General Partner liable for actual fraud, gross negligence, or willful or wanton misconduct in its capacity as our General Partner. Cause does not include most cases of charges of poor management of the business, so the removal of our General Partner because of our unitholders' dissatisfaction with our General Partner's performance in managing our partnership will most likely result in the early termination of the subordination period.

Furthermore, unitholders' voting rights are further restricted by the partnership agreement provision which states that any units held by a person that owns 20% or more of any class of units then outstanding, other than our General Partner, its affiliates, their transferees and persons who acquired such units with the prior approval of the Board of Directors, cannot be voted on any matter. In addition, our partnership agreement contains provisions limiting the ability of unitholders to call meetings or to acquire information about our operations, as well as other provisions limiting the unitholders' ability to influence the manner or direction of management.

As a result of these provisions, the price at which the common units trade may be lower because of the absence or reduction of a takeover premium in the trading price.

The control of our General Partner may be transferred to a third party without unitholder consent.

Our General Partner may transfer its general partner interest to a third party in a merger or in a sale of all or substantially all of its assets without the consent of our unitholders. Furthermore, there is no restriction in our partnership agreement on LBP's ability, as the ultimate owner of our General Partner, to transfer its ownership interest in our General Partner to a third party. The new owner of our General Partner would then be in a position to replace the Board of Directors and officers with its own choices and to control the decisions made and actions taken by the Board of Directors and officers.

A change of control would constitute an event of default under our senior notes' indentures, and our revolving credit facility. An event of default under the indentures relating to our senior notes could require us to make an offer to purchase all of our senior notes then outstanding at a purchase price equal to 101% of the aggregate principal amount, plus accrued and unpaid interest, if any, to the date of purchase. During the continuance of an event of default under our revolving credit facility, the administrative agent may (and upon written instructions from lenders providing a majority of the loan commitments or the outstanding loan amount shall), terminate any outstanding commitments of the lenders to extend credit to us under our revolving credit facility and/or declare all amounts payable by us under our revolving credit facility immediately due and payable.

We may issue additional units without your approval, which would dilute your ownership interests.

During the subordination period, our General Partner may cause us to issue up to 5,232,500 additional common units without unitholder approval. Our General Partner may also cause us to issue an unlimited number of additional common units or other partnership securities of equal rank with the common units, without unitholder approval, in a number of circumstances such as:

- the issuance of common units in connection with acquisitions or capital improvements that our General Partner determines would increase the amount of cash flow from operations per unit on a pro forma or estimated pro forma basis;

- the conversion of subordinated units into common units;

- the conversion of units of equal rank with the common units into common units under some circumstances;

- the conversion of the general partner interest and the incentive distribution rights into common units as a result of the withdrawal of our General Partner;
- issuances of common units pursuant to employee benefit plans; or
- issuances of common units to repay certain indebtedness.

Upon the expiration of the subordination period, we may issue an unlimited number of common units or other partnership securities without the approval of our unitholders. Our partnership agreement does not give our unitholders the right to approve our issuance of partnership securities ranking junior to the common units at any time.

The issuance of additional common units or other partnership securities of equal or senior rank will have the following effects:

- our unitholders' proportionate ownership interest in us will decrease;
- the amount of cash available for distribution on each unit may decrease;
- because a lower percentage of total outstanding units will be subordinated units, the risk that a shortfall in the payment of the minimum quarterly distribution will be borne by our common unitholders will increase;
- the relative voting strength of each previously outstanding unit may be diminished; and
- the market price of the common units may decline.

Our General Partner may cause us to borrow funds in order to make cash distributions, even if the purpose or effect of the borrowing benefits the general partner or its affiliates.

In some instances, our General Partner may cause us to borrow funds from affiliates of LBP or from third parties to make cash distributions. These borrowings are permitted even if the purpose and effect of the borrowing is to enable us to make a distribution on the subordinated units, to make incentive distributions or to hasten the expiration of the subordination period.

The owner of our General Partner has a substantial amount of debt. A default under such debt could result in a change of control of our General Partner, which would be an event of default under the instruments governing our long-term indebtedness.

LBP, the owner of our General Partner, financed its purchase of our General Partner through a combination of equity capital and the proceeds from a senior secured credit and guaranty agreement. LBP's existing credit and guaranty agreement is secured by pledges of substantially all of its assets, including the interest in our General Partner. LBP's indebtedness under its credit and guaranty agreement is rated B- by Standard & Poor's Rating Services ("S&P") and B1 by Moody's Investor Service, Inc. ("Moody's"). If LBP were to default on its obligations under its credit and guaranty agreement, the lenders could exercise their rights under these pledges, which could result in a change of control of our General Partner and a change of control of us. A change of control would constitute an event of default under our indentures, and our revolving credit facility. An event of default under the indentures could require us to make an offer to purchase all of our senior notes then outstanding at a purchase price equal to 101% of the aggregate principal amount, plus accrued and unpaid interest, if any, to the date of purchase. During the continuance of an event of default under our revolving credit facility, the administrative agent may (and upon written instructions from lenders providing a majority of the loan commitments or the outstanding loan amount shall), terminate any outstanding commitments of the lenders to extend credit to us under our revolving credit facility and/or declare all amounts payable by us under our revolving credit facility immediately due and payable.

Our General Partner has a limited right to buy out minority unitholders if it owns more than 80% of the common units, which may require unitholders to sell their common units against their will and at an undesirable time or price.

If at any time our General Partner and its affiliates own more than 80% of the common units, our General Partner will have the right, but not the obligation, to acquire all, but not less than all, of the remaining common units held by unaffiliated unitholders. As a result, unitholders may be required to sell their common units against their will and at an undesirable time or price and may not receive any return on their investment. Unitholders may also incur a tax liability upon a sale of their common units.

If our General Partner exercises its buy out right, the common units will be purchased at the greater of:

- the most recent 20-day average trading price ending on the date three days prior to the date the notice of purchase is mailed; or

- the highest price paid by our General Partner or its affiliates to acquire common units during the prior 90 days.

Our General Partner can assign its limited call right to an affiliate or to us.

Unitholders' liability may not be limited if a court finds that unitholder action constitutes control of our business.

A general partner of a partnership generally has unlimited liability for the obligations of the partnership, except for those contractual obligations of the partnership that are expressly made without recourse to the general partner. Our partnership is organized under Delaware law, and we conduct business in a number of other states. The limitations on the liability of holders of limited partner interests for the obligations of a limited partnership have not been clearly established in some of the other states in which we do business. Unitholders could be liable for our obligations as if you were a general partner if:

- a court or government agency determined that we were conducting business in a state but had not complied with that particular state's partnership statute; or

- unitholders' right to remove or replace the general partner, to approve some amendments to our partnership agreement or to take other actions under our partnership agreement constitute "control" of our business.

Unitholders may have liability to repay distributions.

Under certain circumstances, unitholders may have to repay amounts wrongfully returned or distributed to them. Under Section 17-607 and 17-804 of the Delaware Revised Uniform Limited Partnership Act, we may not make a distribution to you if the distribution would cause our liabilities to exceed the fair value of our assets. Delaware law provides that for a period of three years from the date of the impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the limited partnership for the distribution amount. Assignees who become substituted limited partners are liable for the obligations of the assignor to make contributions to the partnership that are known to the assignee at the time it became a limited partner and for unknown obligations if the liabilities could be determined from the partnership agreement. Liabilities to partners on account of their partnership interest and liabilities that are non-recourse to the partnership are not counted for purposes of determining whether a distribution is permitted.

Tax Risks

The IRS could treat us as a corporation for tax purposes, which would substantially reduce any cash available for distribution to our unitholders.

The anticipated after-tax benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this or any other tax matter that affects us.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rates, currently at a maximum rate of 35%, and would likely pay state income tax at varying rates. Distributions to our unitholders would generally be taxed again as corporate distributions, and no income, gain, loss, or deduction would flow through to our unitholders. Because a tax would be imposed on us as a corporation, our cash available for distribution to our unitholders would be substantially reduced. Treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to our unitholders and therefore would likely result in a substantial reduction in the value of our common units. Moreover, treating us as a corporation would materially and adversely affect our ability to make payments on our debt securities.

Current law may change so as to cause us to be treated as a corporation for federal income tax purposes or otherwise subject us to entity-level taxation. In addition, because of widespread state budget deficits, several states are evaluating ways to subject partnerships to entity-level taxation through the imposition of state income, franchise or other forms of taxation. If any state were to impose a tax upon us as an entity, the cash available for distribution would be reduced. Our partnership agreement provides that if a law is enacted or existing law is modified or interpreted in a manner that subjects us to taxation as a corporation or otherwise subjects us to entity-level taxation for federal, state or local income tax purposes, then the minimum quarterly distribution amount and the target distribution amount will be adjusted to reflect the impact of that law on us.

A successful IRS contest of the federal income tax positions we take may adversely impact the market for our common units, and the costs of any contest will reduce cash available for distribution to our unitholders and our General Partner.

We have not requested a ruling from the IRS with respect to our treatment as a partnership for federal income tax purposes or any other matter that affects us. The IRS may adopt positions that differ from the positions we take. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may disagree with some or all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our common units and the price at which they trade. In addition, our costs of any contest with the IRS will result in a reduction in cash available for distribution to our unitholders and our General Partner and thus will be borne indirectly by our unitholders and our General Partner.

Unitholders may be required to pay taxes on their share of our income from us even if they do not receive any cash distributions from us.

Unitholders will be required to pay any federal income taxes and, in some cases, state, local and foreign income taxes on their share of our taxable income, whether or not they receive cash distributions from us. Unitholders may not receive cash distributions from us equal to their share of our taxable income or even equal to the tax liability that results from the taxation of their share of our taxable income.

Tax gain or loss on disposition of our common units could be different than expected.

A unitholder who sells common units will recognize a gain or loss equal to the difference between the amount realized and the adjusted tax basis in those common units. Prior distributions to a unitholder in excess of the total net taxable income allocated to that unitholder, which decreased the tax basis in that unitholder's common unit, will, in effect, become taxable income to that unitholder if the common unit is sold at a price greater than that unitholder's tax basis in that common unit, even if the price is less than the original cost. A substantial portion of the amount realized, whether or not representing gain, may be ordinary income to that unitholder.

Tax-exempt entities, regulated investment companies and foreign persons face unique tax issues from owning common units that may result in adverse tax consequences to them.

Investment in common units by tax-exempt entities, including employee benefit plans and individual retirement accounts (known as IRAs), regulated investment companies (known as mutual funds) and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations exempt from federal income tax, including individual retirement accounts and other retirement plans, will be unrelated business taxable income and will be taxable to such a unitholder. Recent legislation generally treats net income derived from the ownership of publicly traded partnerships as qualifying income to a regulated investment company. However, this legislation is only effective for taxable years beginning after October 22, 2004, the date of enactment. For taxable years beginning prior to the date of enactment, very little of our income will be qualifying income to a regulated investment company. Distributions to non-U.S. persons will be reduced by withholding taxes imposed at the highest effective tax rate applicable to individuals, and non-U.S. persons will be required to file United States federal income tax returns and pay tax on their share of our taxable income.

We treat each purchaser of our common units as having the same tax benefits without regard to the common units purchased. The IRS may challenge this treatment, which could adversely affect the value of the common units.

Because we cannot match transferors and transferees of common units, we will adopt depreciation and amortization positions that may not conform with all aspects of existing Treasury regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to our unitholders. It also could affect the timing of these tax benefits or the amount of gain on the sale of common units and could have a negative impact on the value of our common units or result in audits of and adjustments to our unitholders' tax returns.

Unitholders may be subject to state and local taxes and return filing requirements.

In addition to federal income taxes, unitholders will likely be subject to other taxes, including state and local taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by the various jurisdictions in which we do business or own property now or in the future, even if our unitholders do not reside in any of those jurisdictions. Our unitholders will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these jurisdictions. Further, unitholders may be subject to penalties for failure to comply with those requirements. We own assets and do business principally in California, Colorado, Montana, New Jersey, Pennsylvania, South Dakota, Utah and Wyoming, and Alberta, Canada. Of these states, only Wyoming does not currently impose a personal income tax. It is the responsibility of each unitholder to file all United States federal, state and local tax returns that may be required of such unitholder. Under certain circumstances, unitholders may be subject to foreign taxes and be required to file foreign tax returns.

ITEM 1B. Unresolved Staff Comments

None.

ITEM 3. Legal Proceedings

In August 2005, RPC learned that a Statement of Claim was filed by Desiree Meier and Robert Meier in the Alberta Court of Queen's Bench, Judicial District of Red Deer, naming RPC as defendant, and alleging personal injury and property damage caused by an alleged release of petroleum substances onto plaintiff's land by a prior owner and operator of the pipeline that is currently owned and operated by us. The claim seeks Cdn$1 million (approximately U.S.$0.9 million at December 31, 2005) in general damages, Cdn$2 million (approximately U.S.$1.7 million at December 31, 2005) in special damages, and, in addition, unspecified amounts for punitive, exemplary and aggravated damages, costs and interest. The Statement of Claim has not been served on RPC, so RPC has not been required to file an answer. RPC believes the claim is without merit, and intends to vigorously defend against it. RPC also believes that certain of the claims, if successfully proven by the plaintiffs, would be liabilities retained by the pipeline's prior owner under the terms of the agreement whereby we acquired the pipeline in question.

In connection with the Valero Acquisition, we assumed responsibility for the defense of a lawsuit filed in 2003 against Support Terminals Services, Inc., ("ST Services") by ExxonMobil Corporation ("ExxonMobil") in New Jersey state court. We have also assumed any liability that might be imposed on ST Services as a result of the suit. In the suit, ExxonMobil seeks reimbursement of approximately $400,000 for remediation costs it has incurred, from GATX Corporation, Kinder Morgan Liquid Terminals, the successor in interest to GATX Terminals Corporation, and ST Services. ExxonMobil also seeks a ruling imposing liability for any future remediation and related liabilities on the same defendants. These costs are associated with the Paulsboro, New Jersey terminal that was acquired by us on September 30, 2005. ExxonMobil claims that the costs and future remediation requirements are related to releases at the site subsequent to its sale of the terminal to GATX in 1990 and that, therefore, any remaining remediation requirements are the responsibility of GATX Corporation, Kinder Morgan and ST Services. We believe the claims against ST Services are without merit, and intend to vigorously defend against them.

We are involved in various other regulatory disputes, litigation and claims arising out of our operations in the normal course of business. However, we are not currently a party to any legal or regulatory proceedings, the resolution of which we could expect to have a material adverse effect on our business, consolidated financial condition, liquidity or results of operations.

ITEM 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of our unitholders during the fourth quarter of 2005.

Part II

ITEM 5. Market Price for Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities

Our common units are listed on the New York Stock Exchange under the symbol "PPX." At the close of business on December 31, 2005, we had 210 holders of record of our common units, representing approximately 22,000 beneficial owners. The high and low sales price ranges per common unit, as reported on the New York Stock Exchange, and the amount of distributions declared by quarter for the years ended December 31, 2005 and 2004 are as follows:

	Price Range			
	High	Low	Cash Distribution Per Limited Partner Unit(1)	Payment Date
Year ended December 31, 2004				
First Quarter 2004	$ 30.39	$ 27.10	$ 0.4875	May 14, 2004
Second Quarter 2004	28.55	21.96	0.4875	August 13, 2004
Third Quarter 2004	28.64	25.89	0.4875	November 12, 2004
Fourth Quarter 2004	29.47	26.48	0.5000	February 14, 2005
Year ended December 31, 2005				
First Quarter 2005	33.65	28.00	0.5125	May 13, 2005
Second Quarter 2005	32.40	29.10	0.5125	August 12, 2005
Third Quarter 2005	35.69	31.07	0.5125	November 14, 2005
Fourth Quarter 2005	32.00	28.10	0.5550	February 14, 2006

(1) Distributions declared associated with each respective quarter.

For equity compensation plan information, see "Item 12 Security Ownership of Beneficial Owners and Management and Related Unitholder Matters."

We are party to credit agreements and indentures governing our senior notes which contain certain financial covenants that may restrict our ability to make distributions to our unitholders. For a discussion regarding our credit agreements and senior notes, see "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Credit Facilities and Long-term Debt Incurred in 2005."

Distributions of Available Cash

General. Within 45 days after the end of each quarter, we will distribute all of our available cash, if any, to unitholders of record on the applicable record date.

Definition of Available Cash. Available cash generally means, for each fiscal quarter:

- all cash on hand at the end of the quarter; less
- the amount of cash reserves that our General Partner determines in its reasonable discretion is necessary or appropriate to:
  - provide for the proper conduct of our business;
  - comply with applicable law, any of our debt instruments or other agreements; and
  - provide funds for distributions to our unitholders and to our General Partner for any one or more of the next four quarters; plus

all cash on hand on the date of determination of available cash for the quarter resulting from working capital borrowings made after the end of the quarter. Working capital borrowings are generally borrowings that are made under our credit facilities and in all cases are used solely for working capital purposes or to pay distributions to partners.

Intent to Distribute Minimum Quarterly Distribution. We intend to distribute to holders of common units and subordinated units on a quarterly basis at least a minimum quarterly distribution of $0.4625 per unit per quarter, or $1.85 per unit per year, to the extent we have sufficient cash from our operations after establishment of cash reserves and payment of fees and expenses, including payments to our General Partner. However, there is no guarantee that we will pay the minimum quarterly distribution on the common units in any quarter and we are prohibited from making any distribution to unitholders if it would cause an event of default, or if an event of default is existing, under our revolving credit facility or pursuant to the indenture for our senior notes.

Operating Surplus, Capital Surplus and Adjusted Operating Surplus

General. All cash distributed to unitholders will be characterized as either operating surplus or capital surplus. We distribute available cash from operating surplus differently than available cash from capital surplus.

Definition of Operating Surplus. For any period, operating surplus generally means:

- our cash balance on July 26, 2002, the closing date of our initial public offering; plus

- $15.0 million (as described below); plus

- all of our cash receipts since the closing of our initial public offering, excluding cash from borrowings that are not working capital borrowings, sales of equity and debt securities and sales or other dispositions of assets outside the ordinary course of business; plus

- working capital borrowings made after the end of a quarter but before the date of determination of operating surplus for that quarter; less

- all of our operating expenses since the closing of our initial public offering, including the repayment of working capital borrowings, but not the repayment of other borrowings, and including maintenance capital expenditures; less

- the amount of cash reserves that our General Partner deems necessary or advisable to provide funds for future operating expenditures.

Definition of Adjusted Operating Surplus. Adjusted operating surplus is intended to reflect the cash generated from operations during a particular period and therefore excludes net increases in working capital borrowings and net drawdowns of reserves of cash generated in prior periods.

Adjusted operating surplus for any period generally means:

- operating surplus generated with respect to that period; less

- any net increase in working capital borrowings with respect to that period; less

- any net reduction in cash reserves for operating expenditures with respect to that period not relating to an operating expenditure made with respect to that period; plus

- any net decrease in working capital borrowings with respect to that period; plus any net increase in cash reserves for operating expenditures with respect to that period required by any debt instrument for the repayment of principal, interest or premium.

Definition of Capital Surplus. Capital surplus will generally be generated only by:

borrowings other than working capital borrowings;

- sales of debt and equity securities; and

- sales or other dispositions of assets for cash, other than inventory, accounts receivable and other current assets sold in the ordinary course of business or as part of normal retirements or replacements of assets.

Characterizations of Cash Distributions. We will treat all available cash distributed as coming from operating surplus until the sum of all available cash distributed since we began operations equals the operating surplus as of the most recent date of determination of available cash. We will treat any amount distributed in excess of operating surplus, regardless of its source, as capital surplus. As reflected above, operating surplus includes $15.0 million in addition to our cash balance on the closing date of our initial public offering, cash receipts from our operations and cash from working capital borrowings. This amount does not reflect actual cash on hand that is available for distribution to our unitholders. Rather this amount permits us, if we choose, to make limited distributions of cash from non-operating sources, such as asset sales, issuances of securities and long-term borrowings, which would otherwise be considered distributions of capital surplus. Any distributions of capital surplus would trigger certain adjustment provisions in our partnership agreement. We do not anticipate making any distributions from capital surplus.

Subordination Period

General. During the subordination period, the common units are entitled to receive distributions of available cash from operating surplus in an amount equal to the minimum quarterly distribution of $0.4625 per unit, plus any arrearages in the payment of the minimum quarterly distribution on the common units from prior quarters, to the extent we have sufficient cash from our operations after payment of fees and expenses, including payments to our General Partner and establishment of cash reserves, before any distributions of available cash from operating surplus may be made on the subordinated units. The purpose of the subordinated units is to increase the likelihood that during the subordination period there will be available cash to be distributed on the common units.

Definition of Subordination Period. The subordination period will generally expire on the first day of any quarter beginning after June 30, 2007, that each of the following tests are met:

- distributions of available cash from operating surplus on each of the outstanding common units and subordinated units equaled or exceeded the minimum quarterly distribution for each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date;

- the adjusted operating surplus generated during each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date equaled or exceeded the sum of the minimum quarterly distributions on all of the outstanding common units and subordinated units during those periods on a fully diluted basis plus the related distribution on the 2% general partner interest during those periods; and

- there are no arrearages in payment of the minimum quarterly distribution on the common units.

Early Conversion of Subordination Units. On August 12, 2005, 25% of the then outstanding subordinated units (2,616,250 units) were converted to common units in accordance with the terms of our partnership agreement. Prior to the end of the subordination period, one-third of the remaining subordinated units, or an additional 2,616,250 subordinated units, may convert into common units on a one-for-one basis immediately after the distribution of available cash to partners in respect of any quarter ending on or after June 30, 2006.

The early conversion will occur if, at the end of the applicable quarter, each of the following three tests are met:

- distributions of available cash from operating surplus on each of the outstanding common units and subordinated units equaled or exceeded the minimum quarterly distribution for each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date;

- the adjusted operating surplus generated during each of the three consecutive, non-overlapping four-quarter periods immediately preceding that date equaled or exceeded the sum of the minimum quarterly distributions on all of the outstanding common units and subordinated units during those periods on a fully diluted basis plus the related distribution on the 2% general partner interest during those periods; and

- there are no arrearages in payment of the minimum quarterly distribution on the common units.

In addition, if the unitholders remove our General Partner other than for cause and units held by our General Partner and its affiliates are not voted in favor of that removal:

- the subordination period will end and each outstanding subordinated unit will immediately convert into one common unit;

- any existing arrearages in payment of the minimum quarterly distribution on the common units will be extinguished; and

- our General Partner will have the right to convert its general partner interest and its incentive distribution rights into common units or to receive cash in exchange for those interests.

Effect of Expiration of the Subordination Period. Upon expiration of the subordination period, each outstanding subordinated unit will automatically convert into one common unit and will then participate, pro rata, with the other common units in any distributions of available cash.

Distributions of Available Cash from Operating Surplus During the Subordination Period

We will make distributions of available cash from operating surplus for any quarter during the subordination period in the following manner:

- *First*, 98% to the common unitholders, pro rata, and 2% to our General Partner, until we have distributed for each outstanding common unit an amount equal to the minimum quarterly distribution for that quarter;

- *Second*, 98% to the common unitholders, pro rata, and 2% to our General Partner, until we have distributed for each outstanding common unit an amount equal to any arrearages in payment of the minimum quarterly distribution on the common units for any prior quarters during the subordination period;

- *Third*, 98% to the subordinated unitholders, pro rata, and 2% to our General Partner, until we have distributed for each subordinated unit an amount equal to the minimum quarterly distribution for that quarter; and

- *Thereafter*, in the manner described in "Incentive Distribution Rights" below.

Distributions of Available Cash from Operating Surplus After the Subordination Period

We will make distributions of available cash from operating surplus for any quarter after the subordination period in the following manner:

First, 98% to all unitholders, pro rata, and 2% to our General Partner, until we have distributed for each outstanding unit an amount equal to the minimum quarterly distribution for that quarter; and

Thereafter, in the manner described in "Incentive Distribution Rights" below.

Incentive Distribution Rights

Incentive distribution rights represent the right to receive an increasing percentage of quarterly distributions of available cash from operating surplus, up to 48%, after the minimum quarterly distribution and the target distribution levels have been achieved. Our General Partner currently holds the incentive distribution rights, but may transfer these rights separately from its general partner interest, subject to restrictions in the partnership agreement.

If for any quarter:

we have distributed available cash from operating surplus on each common unit and subordinated unit in an amount equal to the minimum quarterly distribution; and

we have distributed available cash from operating surplus on each outstanding common unit in an amount necessary to eliminate any cumulative arrearages in payment of the minimum quarterly distribution;

then, we will distribute any additional available cash from operating surplus for that quarter among the unitholders, our General Partner and the holders of the incentive distribution rights (if other than our General Partner) in the following manner:

First, 98% to all unitholders, pro rata, and 2% to our General Partner, until each unitholder has received a total of $0.5125 per unit for that quarter (the "first target distribution");

Second, 85% to all unitholders, pro rata, 13% to the holders of the incentive distribution rights, pro rata, and 2% to our General Partner, until each unitholder has received a total of $0.5875 per unit for that quarter (the "second target distribution");

Third, 75% to all unitholders, pro rata, 23% to the holders of the incentive distribution rights, pro rata, and 2% to our General Partner, until each unitholder has received a total of $0.7000 per unit for that quarter (the "third target distribution"); and

Thereafter, 50% to all unitholders, pro rata, 48% to the holders of the incentive distribution rights, pro rata, and 2% to our General Partner.

In each case, the amount of the target distribution set forth above is exclusive of any distributions to common unitholders to eliminate any cumulative arrearages in payment of the minimum quarterly distribution.

Percentage Allocations of Available Cash from Operating Surplus

The following table illustrates the percentage allocations of the additional available cash from operating surplus between the unitholders and our General Partner up to the various target distribution levels. The amounts set forth under "Marginal Percentage Interest in Distributions" are the percentage interests of our General Partner and the unitholders in any available cash from operating surplus we distribute up to and including the corresponding amount in the column "Total Quarterly Distribution Target Amount," until available cash we distribute reaches the next target distribution level, if any. The

percentage interests shown for the unitholders and our General Partner for the minimum quarterly distribution are also applicable to quarterly distribution amounts that are less than the minimum quarterly distribution. The percentage interests shown for our General Partner include its 2% general partner interest and assume that our General Partner has not transferred the incentive distribution rights.

	Total Quarterly Distribution Target Amount	Marginal Percentage Interest in Distributions	
		Unitholders	**General Partner**
Minimum Quarterly Distribution	$0.4625	98%	2%
First Target Distribution	Above $0.4625 up to $0.5125	98%	2%
Second Target Distribution	Above $0.5125 up to $0.5875	85%	15%
Third Target Distribution	Above $0.5875 up to $0.7000	75%	25%
Thereafter	Above $0.7000	50%	50%

In January 2006, the Partnership declared a cash distribution of $0.555 per limited partner unit for the fourth quarter of 2005, which was paid on February 14, 2006 to unitholders of record as of January 31, 2006. The fourth quarter 2005 distribution was the first quarterly distribution that exceeded $0.5125 per limited partner unit and, accordingly, the General Partner received an incentive distribution of approximately $255,000 in addition to its 2% interest distribution.

ITEM 6. Selected Financial Data

General

The following table shows selected financial and operating data of Pacific Energy Partners, L.P. (the "Partnership"), the successor to Pacific Energy and subsidiaries (Predecessor) (as defined below) for the periods and as of the dates indicated. The data consists of the consolidated financial and operating data of the Partnership and its 100% ownership interest in Pacific Energy Group LLC ("PEG") and PEG Canada GP LLC. PEG's subsidiaries consist of:

(i) Pacific Pipeline System LLC ("PPS"), owner of Line 2000 and the Line 63 system;

(ii) Pacific Terminals LLC ("PT"), owner of the Pacific Terminals storage and distribution system acquired on July 31, 2003;

(iii) Pacific Atlantic Terminals ("PAT"), which was formed for the purpose of acquiring the California and East Coast terminal assets we purchased on September 30, 2005 (see "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Significant Developments in 2005");

(iv) Pacific Marketing and Transportation LLC ("PMT"), owner of the PMT gathering system and marketing business acquired on July 1, 2001;

(v) Rocky Mountain Pipeline System LLC ("RMPS"), owner of the Western Corridor and the Salt Lake City Core systems, and which acquired the West Pipeline System (now known as the Rocky Mountain Products Pipeline) on September 30, 2005, and;

(vi) Ranch Pipeline LLC ("Ranch"), the owner of a 22.22% partnership interest in Frontier Pipeline Company ("Frontier").

PEG Canada GP LLC is the general partner of PEG Canada, L.P. ("PEG Canada"), the holding company of our Canadian subsidiaries. We own 100% of the limited partner interests in PEG Canada, whose 100% owned subsidiaries consist of:

(i) Rangeland Pipeline Company ("RPC"), which owns 100% of Aurora Pipeline Company Ltd. ("Aurora") and a partnership interest in Rangeland Pipeline Partnership ("Rangeland Partnership");

(ii) Rangeland Northern Pipeline Company ("RNPC"), which owns the remaining partnership interest in Rangeland Partnership; and

(iii) Rangeland Marketing Company ("RMC").

Rangeland Partnership owns all of the assets that make up the Rangeland pipeline system except the Aurora pipeline, which is owned by Aurora.

The Partnership also owns 100% of Pacific Energy Finance Corporation, which was organized for the purpose of co-issuing our senior notes.

Prior to the Partnership's initial public offering in July 2002, the financial and operating data for PPS, PMT, RMPS and Ranch, are presented on a combined basis and constitute the Predecessor. The financial data for 2001 are derived from the audited combined financial statements of Pacific Energy (Predecessor). The PMT gathering and blending system was purchased in July 2001 and is included in the financial and operating data after that date. The Western Corridor and the Salt Lake City Core systems were purchased in March 2002. Accordingly, for 2001 our Rocky Mountain operations included only AREPI pipeline, which was integrated into the Salt Lake City Core system in January 2004, and Frontier (under the equity method) and do not include the Western Corridor or the Salt Lake City Core systems.

The PT storage and distribution system was purchased on July 31, 2003 and is included in the financial and operating data after that date. The Rangeland system and the MAPL pipeline were purchased in May 2004 and June 2004, respectively, and both are included in the financial and operating data after those dates. PAT and Rocky Mountain Products Pipeline are included in the financial and operating data after their date of purchase on September 30, 2005.

Sustaining capital expenditures are capital expenditures made to replace partially or fully depreciated assets in order to maintain the existing operating capacity or efficiency of our assets and extend their useful lives. Transitional capital expenditures are made to integrate acquired assets into our existing operations. Expansion capital expenditures are made to expand or increase the efficiency of the existing operating capacity of our assets, whether through construction or acquisition. We treat repair and maintenance expenditures that do not extend the useful life of existing assets as operating expenses and expense them as incurred.

Certain prior year balances in the accompanying condensed consolidated financial statements have been reclassified to conform to current year presentation.

Non-GAAP Financial Measures

EBITDA is used as a supplemental performance measure by management and by external users of our financial statements, such as investors, commercial banks, research analysts and rating agencies, to assess: (i) the financial performance of our assets without regard to financing methods, capital structures or historical cost basis; (ii) the ability of our assets to generate cash sufficient to pay interest cost and support our indebtedness; (iii) our operating performance and return on capital as compared to those of other companies in the midstream energy sector, without regard to financing and capital structure; and (iv) the viability of projects and the overall rates of return on alternative investment opportunities. EBITDA is not a generally accepted accounting principle financial measure and should not be considered as an alternative to net income, income before taxes, cash flows from operations, or any other measure of financial performance presented in accordance with GAAP. EBITDA is not intended to represent cash flow. Our EBITDA may not be comparable to EBITDA or similarly titled measures of other companies.

Several adjustments to net income are required to calculate EBITDA. These adjustments include: (i) the addition of interest expense; (ii) the addition of depreciation and amortization expense; and (iii) the addition of income tax expense. The Partnership is not a taxable entity in the U.S., however, its Canadian subsidiaries are taxable entities in Canada.

Distributable cash flow is presented in the selected financial data for 2005, 2004 and 2003. In July 2002, we completed our initial public offering of common units. Accordingly, distributable cash flow is not presented for 2002 and 2001. We believe that investors benefit from having access to the same financial measures being utilized by management. Distributable cash flow is a significant liquidity and performance measure used by our management to compare cash flows generated by the Partnership to the cash distributions we make to our partners. Using this financial measure, management can quickly compute the coverage ratio of these cash flows to cash distributions. This is an important financial measure for our limited partners since it is an indicator of our success in providing a cash return on their investment. Specifically, this financial measure tells investors whether or not the partnership is generating cash flows at a level that can sustain or support an increase in our quarterly cash distributions paid to partners. Lastly, distributable cash flow is the quantitative standard used throughout the investment community with respect to publicly-traded partnerships because the value of a partnership unit is in part measured by its yield (which in turn is based on the amount of cash distributions a partnership pays to its unitholders). However, distributable cash flow is not a generally accepted accounting principle financial measure and should not be considered as an alternative to net income, cash flow from operations, or any other measure of liquidity or financial performance presented in accordance with accounting principles generally accepted in the United States. In addition, our distributable cash flow may not be comparable to distributable cash flow or similarly titled measures of other companies. The generally accepted accounting measure most directly comparable to distributable cash flow is net cash provided by operating activities.

Several adjustments to distributable cash flow are required to reconcile to net cash provided by operating activities. These adjustments include: (i) adding back or subtracting net changes in operating assets and liabilities which are not included in distributable cash flow but are considered in net cash provided by operating activities; (ii) subtracting our share of Frontier's net income and adding distributions received from Frontier; (iii) adding the balance of the employee compensation under the long-term incentive plan since generally accepted accounting principles requires this common unit issuance to be presented on a gross basis; (iv) deducting transaction costs reimbursed by our General Partner which are required by generally accepted accounting principles to reduce net cash provided by operating activities; and (v) adding back sustaining capital expenditures which are not deducted in arriving at net cash provided by operating activities.

The following table should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements and the accompanying notes included elsewhere in this Annual

Report on Form 10-K. The table should also be read together with "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations."

	Year Ended December 31,				
	2005	2004	2003	2002	2001
	(in thousands, except per unit amounts)				
Consolidated Statements of Income:					
Revenue:					
Pipeline transportation(1)	$ 116,648	$ 108,395	$ 101,811	$ 103,090	$ 66,331
Storage and terminaling(2)	51,986	37,577	12,711		
Pipeline buy/sell transportation(3)	35,671	18,640			
Crude oil sales, net of purchases(4)	19,997	16,787	21,293	21,104	7,236
Total revenue before expenses	224,302	181,399	135,815	124,194	73,567
Expenses:					
Operating	104,397	85,286	61,046	57,817	34,252
General and administrative	18,472	15,400	13,705	7,515	2,787
Accelerated long-term incentive plan compensation expense	3,115				
Line 63 oil release costs	2,000				
Transaction costs	1,807				
Rate case litigation expense(5)					1,853
Depreciation and amortization	29,406	24,173	18,865	15,919	11,368
Total expenses	159,197	124,859	93,616	81,251	50,260
Share of net income (loss) of Frontier:					
Income before rate case and litigation expense	1,757	1,328	1,459	1,904	1,569
Rate case and litigation expense			(1,621)	(557)	
Share of net income (loss) of Frontier(6)	1,757	1,328	(162)	1,347	1,569
Write-down of idle property(7)	(450)	(800)			
Operating income	66,412	57,068	42,037	44,290	24,876
Interest and other income	1,119	1,032	479	918	787
Write-off of deferred financing cost and interest rate swap termination expense		(2,901)			
Interest expense	(26,720)	(19,209)	(17,487)	(11,634)	(10,056)
Income before income taxes	40,811	35,990	25,029	33,574	15,607
Income tax (expense) benefit:					
Current	(1,252)	(326)			
Deferred	89	65			
	(1,163)	(261)			
Net income	$ 39,648	$ 35,729	$ 25,029	$ 33,574	$ 15,607
Basic net income per limited partner unit(8)	$ 1.25	$ 1.23	$ 1.10	$ 0.55	$
Diluted net income per limited partner unit(8)	$ 1.25	$ 1.23	$ 1.09	$ 0.55	$
Weighted average limited partner units outstanding(8):					
Basic	32,381	28,406	22,328	20,930	

	Year Ended December 31,				
Diluted	32,414	28,488	22,540	20,930	
Other Financial Data:					
EBITDA(9)	$ 96,937	$ 79,372	$ 61,381	$ 61,127	$ 37,031
Distributable Cash Flow(10)	68,831	63,399	44,972		
Net cash provided by operating activities	76,108	57,226	42,723	45,793	26,406
Net cash used in investing activities	(512,751)	(155,952)	(180,332)	(101,311)	(37,203)
Net cash provided by financing activities	431,280	112,410	123,435	69,880	8,044
Capital expenditures:					
Sustaining	$ 6,067	$ 1,953	$ 2,149	$ 2,725	$ 3,381
Transition	11,401	1,874	351	2,039	
Expansion	34,249	12,693	8,392	878	2,433
Total capital expenditures	$ 51,717	$ 16,520	$ 10,892	$ 5,642	$ 5,814

	Year Ended December 31,				
	2005	2004	2003	2002	2001
	(in thousands)				
Balance Sheet Data (at period end):					
Property and equipment, net	$ 1,185,534	$ 718,624	$ 567,954	$ 404,842	$ 309,675
Total assets	1,476,452	869,905	650,203	487,038	372,179
Total debt, including current portion	565,632	357,163	298,000	225,000	181,333
Net partners' capital (net parent investment)	698,239	422,466	295,067	215,267	157,361
Limited partner units outstanding(8)	39,298	29,624	24,907	20,930	
Operating Data:					
West Coast Business Unit:					
Pipeline throughput (mbpd)(11)	119.6	141.2	151.0	162.8	158.0
Rocky Mountain Business Unit throughput (mbpd)(11):					
Rangeland system:					
Sundre North(3)	21.0	21.0			
Sundre South	47.1	48.1			
Western Corridor system(1)	24.7	20.2	16.7	15.0	
Salt Lake City Core system(1)	119.6	115.1	107.5	115.6	41.1
Rocky Mountain Products Pipeline(1)	60.2				
Frontier pipeline(13)	47.3	47.4	41.7	44.4	40.5

(1) Includes our ownership of the Western Corridor and Salt Lake City Core systems from March 1, 2002 and our ownership of the Rocky Mountain Products Pipeline acquired on September 30, 2005.

(2) Includes our ownership of the Pacific Terminals storage and distribution system from July 31, 2003 and our ownership of Pacific Atlantic terminals from September 30, 2005.

(3) Includes our ownership of the Rangeland system, which we acquired on May 11, 2004 and June 30, 2004.

(4) The above amounts are net of purchases of $623,115, $402,283, $358,454, $316,283, and $160,085 for 2005, 2004, 2003, 2002 and 2001, respectively.

(5) Provision for settlement expenses related to the AREPI pipeline rate case litigation. The AREPI pipeline was integrated into the Salt Lake City Core system on January 1, 2004.

(6) On December 17, 2001, Pacific Energy (Predecessor) acquired an additional 9.72% partnership interest in Frontier. Therefore, 2001 includes 12.5% of the net income of Frontier for the period January 1, 2001 through December 16, 2001 and 22.22% for the balance of the year. The data for 2002 and subsequent years include 22.22% of the net income of Frontier.

(7) These amounts represent write-downs to fair market value of idle PT property that is expected to be sold.

(8) On July 26, 2002, the Partnership completed its initial public offering of common units. Net income per limited partner unit is based on net income of $11,817 for the period from July 26, 2002 to December 31, 2002. Weighted average limited partner units outstanding for 2002 was calculated for the period from July 26, 2002 to December 31, 2002.

(9) A reconciliation from reported net income to EBITDA is as follows:

	Year Ended December 31,				
	2005	2004	2003	2002	2001

	Year Ended December 31,				
	(in thousands)				
Net income	$ 39,648	$ 35,729	$ 25,029	$ 33,574	$ 15,607
Interest expense	26,720	19,209	17,487	11,634	10,056
Depreciation and amortization	29,406	24,173	18,865	15,919	11,368
Income tax expense	1,163	261			
EBITDA	$ 96,937	$ 79,372	$ 61,381	$ 61,127	$ 37,031

Interest income of $744, $209, $156, $385 and $320 for each of the five years ended December 31, 2005, respectively, is not deducted in determining EBITDA.

(10)

On July 26, 2002, we completed our initial public offering of common units. Accordingly, distributable cash flow is not presented for 2002 and 2001. A reconciliation from reported net income to distributable cash flow and to net cash provided by operating activities for the years ended December 31, 2005, 2004 and 2003 is as follows:

	Year Ended December 31,		
	2005	2004	2003
		(in thousands)	
Net income	$ 39,648	$ 35,729	$ 25,029
Depreciation and amortization	29,406	24,173	18,865
Amortization of debt issue costs and accretion of discount on long-term debt	2,027	1,537	1,028
Non-cash employee compensation under long-term incentive plan	1,429	857	2,199
Write-off of deferred financing cost		2,321	
Write-down of idle property	450	800	
Loss on disposal of idle property	220		
Transaction costs	1,807		
Deferred income tax benefit	(89)	(65)	
Sustaining capital expenditures	(6,067)	(1,953)	(2,149)
Distributable cash flow	**68,831**	**63,399**	**44,972**
Less net (increase) decrease in operating assets and liabilities	2,000	(7,973)	(7,349)
Less share of income of Frontier (add share of loss of Frontier)	(1,757)	(1,328)	162
Add net distributions from Frontier (deduct contributions to Frontier)	1,317	(44)	1,755
Less non-cash employee compensation under long-term incentive plan added (deducted) above	(1,429)	(857)	(2,199)
Employee compensation under long-term incentive plan	2,886	2,076	3,233
Less transaction costs	(1,807)		
Add sustaining capital expenditures	6,067	1,953	2,149
Net cash provided by operating activities	$ 76,108	$ 57,226	$ 42,723
General Partner interest in distributable cash flow	$ 2,049	$ 1,764	$ 899
Limited partner interest in distributable cash flow	66,782	61,635	44,073
Total distributable cash flow	$ 68,831	$ 63,399	$ 44,972
Weighted average diluted limited partner units outstanding	32,414	28,488	22,540

(11)

Throughput is the total number of barrels per day transported on a pipeline system. We recognize throughput at the time a barrel of crude oil is delivered to its ultimate delivery point.

(13)

Represents 100% of the throughput on the Frontier pipeline.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of the financial condition and results of operations of Pacific Energy Partners, L.P. should be read together with the consolidated financial statements and the notes thereto set forth elsewhere in this report. The discussion set forth in this section pertains to our consolidated financial position, statements of income, statements of cash flows and statement of partners' capital.

The financial data included herein reflects (i) the ownership and results of operations of the assets comprising the Pacific Terminals ("PT") storage and distribution system for the period from July 31, 2003; (ii) the ownership and results of operations of the Rangeland system for the period from May 11, 2004; (iii) the ownership of the MAPL pipeline for the period from June 30, 2004; and (iv) the ownership of the Pacific Atlantic Terminals and Rocky Mountain Products Pipeline assets for the period from September 30, 2005. Each of these acquisitions closed on the date indicated.

Overview

We are a publicly traded partnership engaged principally in the business of gathering, transporting, storing, and distributing crude oil, refined products and other related products. We generate revenue primarily by transporting such commodities on our pipelines, by leasing capacity in our storage tanks, and by providing other terminaling services. We also buy and sell crude oil, activities that are generally complementary to our other crude oil operations. We conduct our business through two business units, the West Coast Business Unit, which includes activities in California and the Philadelphia, Pennsylvania area, and the Rocky Mountain Business Unit, which includes activities in five Rocky Mountain states and Alberta, Canada.

We are managed by our general partner, Pacific Energy GP, LP, which is in turn managed by its general partner, Pacific Energy Management LLC. See "Significant Developments in 2005" below. References to our "General Partner" refer to Pacific Energy GP, Inc. prior to March 3, 2005, and from and after March 3, 2005 to Pacific Energy GP, LP and/or Pacific Energy Management LLC, the general partner of Pacific Energy GP, LP, as appropriate.

Our West Coast Business Unit consists of (i) Line 2000, (ii) the Line 63 system, (iii) the Pacific Terminals storage and distribution system, (v) the PMT gathering system and crude oil marketing activities, and (iv) Pacific Atlantic Terminals, which was acquired on September 30, 2005 (see "Significant Developments in 2005 Acquisition of Assets from Valero, L.P."). Line 2000 and Line 63 are the only common carrier pipelines delivering crude oil produced in the San Joaquin Valley and the two primary California Outer Continental Shelf producing fields, Point Arguello and Santa Ynez, to the Los Angeles Basin and Bakersfield. The Pacific Terminals storage and distribution system is a crude oil and dark products storage and pipeline distribution system servicing the Los Angeles Basin, and the PMT gathering system is a proprietary gathering operation in the San Joaquin Valley. We have integrated the recently acquired San Francisco area terminals and Philadelphia area terminals ("Pacific Atlantic Terminals") with our existing West Coast Business Unit, and we are currently seeking permits for the development of a deepwater petroleum import terminal at Pier 400 and Terminal Island in the Port of Los Angeles ("POLA").

Our Rocky Mountain Business Unit consists of (i) the Rangeland system, (ii) certain undivided interests in the Western Corridor system, (iii) the Salt Lake City Core system, (iv) our interest in Frontier Pipeline Company, and (v) the Rocky Mountain Products Pipeline, which was acquired on September 30, 2005 (See "Significant Developments in 2005 Acquisition of Assets from Valero, L.P.). Our Rocky Mountain crude oil pipeline systems transport crude oil produced in Canada and the U.S. Rocky Mountain region to refineries in Montana, Wyoming, Colorado and Utah. Deliveries are also made to the refining and marketing center of Edmonton, Alberta through our Rangeland system. Deliveries of crude oil are made to refineries directly through our pipelines or indirectly through connections with third-party pipelines. The Rocky Mountain Products Pipeline supplies refined products to the South Dakota, Wyoming and Colorado markets.

Cash Distributions

Our principal business objective is to generate stable and increasing cash flows by being a leading provider of pipeline transportation and other midstream services to the North American energy industry. We seek to achieve our objective by executing the following strategies:

- Use our strategic position in our core market areas to maximize throughput on our pipelines and utilization of our storage and terminaling facilities.
- Control our operating and capital costs while maintaining the safety and operational integrity of our assets.
- Pursue strategic and accretive acquisitions and new projects that enhance and expand our core business.
- Minimize our exposure to commodity price volatility.

Our ability to execute this acquisition and development strategy successfully is dependent on the price we pay for the acquisitions and the cost of development relative to the future cash flows the new assets generate.

Our cash distributions to unitholders may vary over time with the cash flow from our operating activities. Our operating cash flow is impacted by the revenue and cost variables described below. Our cash distributions may also vary over time with the level of sustaining capital expenditures. These expenditures are required to replace partially or fully depreciated assets in order to maintain the existing operating capacity or efficiency of our assets and extend their useful lives.

During the subordination period, which will generally not expire until after June 30, 2007, subject to early termination under certain conditions, the common units are entitled to receive distributions of available cash from operating surplus in an amount equal to the minimum quarterly distribution of $0.4625 per unit, plus any arrearages in the payment of the minimum quarterly distribution on the common units from prior quarters, to the extent we have sufficient cash from our operations after payment of fees and expenses, including payments to our General Partner and establishment of cash reserves, before any distributions of available cash from operating surplus may be made on the subordinated units. The existence of the subordinated units increases the likelihood that during the subordination period there will be available cash to distribute the minimum quarterly distribution to the holders of the common units. See "Item 5 Market Price for Registrant's Common Equity, Related Unitholder Matters and Issuer Purchases of Equity Securities" regarding subordinated units and the subordination period.

Significant Developments in 2005

Acquisition of Assets from Valero, L.P.

On September 30, 2005, we completed the purchase of certain terminal and pipeline assets (the "Valero Acquisition") from Support Terminals Operating Partnership, L.P., Kaneb Pipe Line Operating Partnership, L.P. and Shore Terminals LLC (the "Sellers") for an aggregate purchase price of $455.0 million, plus $11.5 million for the assumption of certain environmental and operating liabilities and $3.7 million for closing costs. Valero, L.P. was required to divest these assets pursuant to an order from the Federal Trade Commission in connection with its acquisition of the Kaneb group of companies. The purchased assets consist of (i) the Martinez terminal and Richmond terminal in the San Francisco, California area, (ii) the North Philadelphia and South Philadelphia terminals and the

Paulsboro, New Jersey terminal in the Philadelphia, Pennsylvania area, and (iii) a 550-mile refined products pipeline with four terminals in the U.S. Rocky Mountains (collectively the "Valero Assets").

The Martinez and Richmond terminals currently have 4.1 million barrels of combined storage capacity. The terminals handle refined products, blend stocks and crude oil, and are connected to a network of owned and third-party pipelines that carry crude oil and light products to and from area refineries. These terminals also receive and deliver crude oil and light products by marine vessel or barge. The Richmond terminal has a rail spur for delivery and receipt of light products and a truck rack for product delivery.

The North Philadelphia, South Philadelphia and Paulsboro, New Jersey terminals handle refined products and have a combined storage capacity of 3.1 million barrels. The terminals receive product via connections to third-party pipelines and have truck racks for deliveries. The North Philadelphia and Paulsboro terminals can also deliver and receive products by marine vessel or barge.

The Rocky Mountain Products Pipeline, formerly known as the West Pipeline System, consists of 550 miles of pipeline extending from Casper, Wyoming east to Rapid City, South Dakota and south to Colorado Springs, Colorado. There are products terminals at Rapid City, South Dakota, Cheyenne, Wyoming and Denver and Colorado Springs, Colorado with a combined storage capacity of 1.7 million barrels. The pipeline system has various segments with different receipt and delivery points.

We have integrated the operations, maintenance, marketing and business development of the Rocky Mountain Products Pipeline with our existing pipeline activities in the Rocky Mountain Business Unit. Similarly, we have integrated the San Francisco area and Philadelphia area terminals with our existing pipeline and terminal activities in our West Coast Business Unit.

We funded the Valero Acquisition through a combination of proceeds from a private placement of 4.3 million common units, a public equity offering of 5.2 million common units, a private placement of $175.0 million of senior unsecured notes, and borrowings under our new revolving credit facility (see below for a discussion of these new financing arrangements).

Equity and Debt Offerings

On September 14, 2005, we sold 4,550,000 common units at a public offering price of $32.00 per unit. On September 16, 2005, the underwriters exercised their over-allotment option and purchased an additional 682,500 common units at the same price. Net proceeds from the offering and exercise of the underwriters option, including the General Partner's contribution of $3.4 million, totaled approximately $163.2 million after deducting underwriting fees and offering expenses of $7.6 million. We used net proceeds from the equity offering to partially fund the Valero Acquisition.

On September 23, 2005, we completed the sale of $175.0 million of $6^1/_4$% senior unsecured notes due September 15, 2015. The notes were sold in a private offering to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933 ("Securities Act") and to non-U.S. persons under Regulation S of the Securities Act of 1933. The notes were sold for 99.544% of face value resulting in an effective interest rate of 6.3125% to maturity. Net proceeds of $170.9 million from the sale of the notes, after deducting $0.8 million discount and offering expenses of $3.3 million, were used to partially fund the Valero Acquisition. In January 2006, the notes were exchanged for new notes with materially identical terms that have been registered under the Securities Act but are not listed on any securities exchange.

On September 30, 2005, we sold 4,300,000 units pursuant to a Common Unit Purchase Agreement with certain institutional investors at a price of $30.75 per unit. We received net proceeds of $131.8 million from the sale of the common units, including the General Partner's contribution of $2.7 million, which were used to partially fund the Valero Acquisition. We filed a registration statement in December 2005 with the Securities and Exchange Commission ("SEC") which allows for the resale by the investors from time to time of the privately placed common units.

New Revolving Credit Facility

On September 30, 2005, we entered into a new five-year $400 million senior secured revolving credit facility (the "New Credit Facility") that replaced our previous U.S. and Canadian revolving credit facilities. The New Credit Facility is available for general partnership purposes in the U.S. and Canada, including working capital, letters of credit and distributions to unitholders (subject to certain limitations). The New Credit Facility matures on September 30, 2010, and we may prepay all loans under the New Credit Facility without premium or penalty. Obligations under the New Credit Facility are guaranteed by all of our subsidiaries except those for which regulatory approval is required and are secured by substantially all of our assets, excluding property held by the non-guaranteeing subsidiaries. The New Credit Facility is recourse to us and the guarantors, but non-recourse to our General Partner.

Included in the New Credit Facility is a Canadian sub-facility. The Canadian sub-facility currently has a limit of U.S.$100 million, but can be adjusted from time to time by us. The Canadian sub-facility includes an option for us to receive loans in either U.S. dollars or Canadian dollars.

Purchase of Crude Oil and Contracts

On July 1, 2005, we through our Pacific Marketing and Transportation ("PMT") subsidiary purchased certain crude oil contracts and crude oil inventories for approximately $3.8 million plus contingent payments to be measured over the period from July 1, 2005 through December 31, 2008 based on specified performance criteria.

Line 63 Crude Oil Release

On March 23, 2005, a release of approximately 3,400 barrels of crude oil occurred on Line 63 when it was severed as a result of a landslide caused by heavy rainfall in the Pyramid Lake area of Los Angeles County. We expect to incur an estimated total of $25.6 million for oil containment and clean-up of the impacted areas, future monitoring costs, potential third-party claims and penalties, and other costs, excluding pipeline repair costs. As of December 31, 2005, we had incurred approximately $19 million of the total expected costs related to the oil release for work performed through that date. We estimate that $4.4 million of the remaining costs will be incurred in 2006 and $2.2 million will be incurred in 2007.

We have a pollution liability insurance policy with a $2.0 million deductible that covers containment and clean up costs, third-party claims and penalties. The insurance carrier has, subject to the terms of the insurance policy, acknowledged coverage of the incident and is processing and paying invoices related to the clean-up. Although we believe we are entitled, subject to the $2.0 million deductible, to recover substantially all of our clean-up costs and third-party claims associated with the release, we can make no assurance that this will be the case. As of December 31, 2005, we have recovered $12.3 million from the insurance carrier and recorded receivables of $11.3 million for insurance recoveries we deem probable, of which $2.2 million is considered long-term. As new information becomes available in future periods, our initial estimates of costs and recoveries may change.

We recorded $2.0 million in net costs in "Line 63 oil release costs" in the accompanying consolidated statements of income for the year ended December 31, 2005. The $2.0 million net oil release costs reflects the per-occurrence deductible under that coverage and consists of $25.6 million of total anticipated costs relating to the release, less insurance recoveries and accrued insurance receipts.

During the time the pipeline was out of service, we transferred significant volumes of light crude oil, on a temporary basis, from Line 63 to Line 2000, to mitigate the impact on customers and limit the potential loss of revenue. We also asked our customers to shift volumes of Outer Continental Shelf crude oil from Line 63 to Line 2000. The permanent repair of Line 63 was completed in October 2005. We expensed $0.7 million, all in the second quarter, for the repair of Line 63 and incurred $2.2 million of Line 63 capital improvements in the third and fourth quarters of 2005.

Effective August 1, 2005, with the approval of the California Public Utilities Commission (the "CPUC"), we began collecting a temporary surcharge of $0.10 per barrel on our Line 63 long-haul tariff rates to recover our uninsured costs relating to this release together with costs incurred or to be incurred as a result of other problems caused to Line 63 by rain-related earth movement and stream erosion during the 2004-2005 winter. We were required under the terms of the CPUC decision that approved the collection of the surcharge to substantiate in a subsequent advice letter filing with the CPUC that the actual costs incurred by us were necessary and reasonable and otherwise recoverable. PPS filed its advice letter filing on January 27, 2006, which was approved by the CPUC on February 22, 2006.

Sale of The Anschutz Corporation's Interest in Us

On March 3, 2005, The Anschutz Corporation completed the sale of its interest in us to LB Pacific, LP ("LBP"), an entity formed by Lehman Brothers Merchant Banking Group ("LBMB"). The acquisition by LBP (the "LB Acquisition") included the purchase of a 100% ownership interest in Pacific Energy GP, Inc. (predecessor of Pacific Energy GP, LP), which owned (i) a 2% general partner interest in us and the incentive distribution rights, and (ii) 10,465,000 subordinated units of the Partnership. Immediately prior to the closing of the LB Acquisition, Pacific Energy GP, Inc. was converted to Pacific Energy GP, LLC, a Delaware limited liability company; and immediately after the closing of the LB Acquisition, Pacific Energy GP, LLC was converted to Pacific Energy GP, LP, a Delaware limited partnership. The general partner of Pacific Energy GP, LP is Pacific Energy Management LLC, a Delaware limited liability company, which is owned by LBP. Immediately following the closing of the LB Acquisition, our General Partner distributed the 10,465,000 subordinated units of the Partnership to LBP.

In connection with the conversion of our general partner to a limited partnership, our general partner ceased to have a board of directors, and is now managed by its general partner, Pacific Energy Management LLC, a Delaware limited liability company ("PEM"), which is 100% owned by LBP. PEM has a board of directors (the "Board of Directors" or "Board") that manages the business and affairs of PEM and, thus, indirectly manages the business and affairs of our General Partner and the Partnership. For further discussion of the Board of Directors, see "Item 10 Directors and Executive Officers". All of the officers and employees of our general partner were transferred to fill the same positions with PEM, and the PEM Board established the same committees as had been maintained by Pacific Energy GP, Inc. prior to the LB Acquisition. PEM also adopted Pacific Energy GP, Inc.'s governance guidelines and its compensation structure and employee benefits plans and policies.

Pursuant to an Ancillary Agreement entered into in connection with the LB Acquisition, LBP and The Anschutz Corporation reimbursed us $2.4 million, which represents the cost incurred by us in connection with a consent solicitation prepared and delivered to the holders of our $7^1/_8$% senior notes, due 2014 to approve certain amendments to the governing indenture, and for severance and other costs incurred in connection with the sale of our General Partner. In accordance with generally accepted accounting principles we recorded $0.6 million of the costs as capitalized deferred financing costs and $1.8 million as an expense. The reimbursements were recorded as the General Partner's capital contribution.

Additionally, in connection with the change in control of our General Partner, all restricted units outstanding under the Long-Term Incentive Plan immediately vested pursuant to the terms of the grants. As a result, we issued 99,583 common units and recorded a compensation expense of $3.1 million.

Business Fundamentals

Pipeline Transportation

We generate pipeline transportation revenue by charging tariff rates for transporting crude oil and refined products on our common carrier pipelines. The fundamental items impacting our pipeline transportation revenue are the volume of crude oil and refined products, or throughput, we transport on our pipelines, and our tariff rates. Throughput on our pipelines fluctuates based on the volume of crude oil and refined products available for transportation on our pipelines, the demand for such products, refinery downtime, the availability of alternate sources of crude oil for the refineries we serve and the availability of refined products from other sources.

Our shippers determine the amount of crude oil and refined products we transport on our pipelines, but we can influence these volumes through the level and type of service we provide and the rates we charge. Our rates need to be competitive to transportation alternatives, which are mostly other pipelines.

The tariff rates we charge on Line 2000 and the Line 63 system are regulated by the CPUC. Tariffs on Line 2000 are established based on market considerations, subject to certain contractual limitations. Tariffs on Line 63, which are cost-of-service based tariffs, are based upon the costs to operate and maintain the pipeline, as well as charges for the depreciation of the capital investment in the pipeline and the authorized rate of return. The tariff rates charged on our U.S. Rocky Mountain crude oil pipelines are regulated by either the FERC or the Wyoming Public Service Commission, generally under a cost-of-service approach. The FERC, Wyoming PSC, and the Colorado PUC each regulate various tariffs on the Rocky Mountain Products Pipeline.

Although the tariff rates we charge on the system are regulated, competitive forces may also limit the amount of our filed rates. The FERC tariff rates are generally adjusted, effective July 1 of each year, by the amount of change in the Producer Price Index for Finished Goods.

Following are recent tariff rate increases on our pipelines:

- Effective August 1, 2005, we implemented a temporary surcharge of $0.10 per barrel on our Line 63 long-haul tariff rates to recover our costs relating to the oil release (see "Line 63 Crude Oil Release" above) together with other costs incurred or to be incurred as a result of rain-related earth movement and stream erosion.

- On July 1, 2005, we increased the FERC tariff rates on our U.S. Rocky Mountain crude oil pipelines by 3.6% based on the FERC index adjustment.

- On May 1, 2005 we increased the tariff rates on our Line 2000 by approximately 4.8%.

- Effective November 1, 2004, we increased the tariff rates on our Line 63 system by 9.5%. This increase was the first for Line 63 since 2001.

These tariff rate increases on our West Coast pipelines partially mitigate the impact of declining throughput.

The availability of crude oil for transportation on our pipelines is dependent, in part, on the amount of drilling and enhanced recovery activity in the production fields we serve in our West Coast operations and in parts of our Rocky Mountain operations. With the passage of time, production of crude oil in an individual well naturally declines, which can, in the short term, be offset in whole or in part, by additional drilling or the implementation of recovery enhancement measures. In the San Joaquin Valley and in the California Outer Continental Shelf, total production is generally declining.

In the Rocky Mountains, our pipelines are connected to Canadian sources of crude oil, and in 2004 we completed the acquisition of the Rangeland system in Alberta, giving us greater access to significant supplies of Canadian crude oil, including synthetic crude oil, which we believe will replace any long term U.S. Rocky Mountain production declines and meet growing demand in the U.S. Rocky Mountain region. Our initiating pump station in Edmonton, as well as a connection to a third-party pipeline providing access to synthetic crude oil, was completed in March 2006. It appears in recent months that production in the U.S. Rocky Mountains may be increasing with the increased amount of natural gas related drilling, which results in increased volumes of crude oil and condensate. We believe, however, that the longer term production of crude oil in the U.S. Rocky Mountains will resume its historical decline.

The Rocky Mountain Products Pipeline (formerly the West Pipeline System) acquired from Valero in 2005 is a common carrier petroleum products pipeline and terminals network. The system generates revenues through transportation tariffs for volumes of petroleum products it ships. These tariffs vary depending upon where the product originates and, where ultimate delivery occurs. All transportation rates are market-based rates or published tariffs filed with the FERC and other state agencies. The products terminals on the pipeline system also earn revenues by providing additional services.

Storage and Terminaling

We provide storage and terminaling services to refineries in the Los Angeles Basin and San Francisco areas in California and in the Philadelphia, Pennsylvania area. The fundamental items impacting our storage and terminaling revenue are the amount of storage capacity we have under lease, the lease rates for that capacity and the length of each lease.

Demand for crude oil storage capacity tends to be more stable over time and leases for crude oil storage capacity are usually long term (more than one year). Demand for storage capacity for other dark products is less stable than for crude oil storage and varies depending on, among other things, refinery production runs and maintenance activities. Leases for other dark products storage capacity are usually short term (less that one year). One of our business goals is to convert a number of dark products tanks to more flexible crude oil service (which can also accommodate other dark products); we are currently completing one such tank conversion. While PT's rates are subject to regulation by the CPUC, the CPUC has allowed PT to establish rates based on market conditions through negotiated contracts.

The Martinez, Richmond, Paulsboro and Philadelphia terminals that we purchased from Valero are refined product (and, in the case of Martinez, crude oil) storage and terminaling facilities that generate revenues primarily from fees that we charge customers for storage, throughput and other services. Demand for refined products storage capacity, mostly at the Philadelphia area terminals, depends on connections with refineries and petroleum products pipelines owned and operated by third parties.

Demand for refined products storage at our San Francisco area terminals tends to be stable over time as most of their lease contracts are evergreen contracts for a year or more. Additionally, the San Francisco area terminals are not overly reliant on local area refinery production to satisfy their supply of refined products. The San Francisco area terminals receive a significant amount of their supplies from imported refined products into the San Francisco harbor. The Martinez terminal is permitted for an additional 1.3 million barrels of storage capacity and one of our goals is to increase its storage capacity. We have begun construction of three 150,000 barrel tanks which we expect to place in service in July 2006.

The throughput service business of our Philadelphia area terminals, which receive products from local refineries, the U.S. Gulf Coast and New York Harbor is dependent on the demand for gasoline and other products in the Philadelphia market. In addition, our Philadelphia area terminals provide storage services for local refineries and other marketers.

Pipeline Buy/Sell Transportation

Throughput on our Rangeland system, which was acquired in the second quarter of 2004 and which includes the Rangeland and MAPL pipelines, varies with many of the same factors described in "Pipeline Transportation" above.

We are making significant changes to the revenue-generating capability of the Rangeland system by (i) combining and fully integrating all of our Canadian and U.S. Rocky Mountain pipeline assets under common management, (ii) establishing connections with other pipelines, thereby expanding the throughput capacity of the Rangeland system, and (iii) constructing a pump station and receiving terminal in Edmonton, Alberta. Following completion of our Edmonton, Alberta initiation station in March 2006, throughput will vary with our success in attracting new supplies of synthetic crude oil to our system.

The Rangeland system operates as a proprietary system and, therefore, we take title to the crude oil that is gathered and transported. Pursuant to a transportation service agreement between two of our subsidiaries, Rangeland Marketing Company ("RMC") and Rangeland Pipeline Partnership, RMC controls the entire capacity of Rangeland pipeline. Customers who wish to transport product on Rangeland pipeline must either: (i) sell product to RMC at an inlet point and repurchase such product at agreed upon delivery points for the price paid at the inlet to the pipeline plus an established location differential; or (ii) sell product to RMC at the inlet to the pipeline without repurchasing product from RMC.

Virtually all of the pipelines that comprise the Rangeland system are subject to the jurisdiction of the Alberta Energy and Utilities Board ("EUB"). A short segment of the Rangeland system that connects to the Western Corridor system at the U.S.-Canadian border is subject to the jurisdiction of the Canadian National Energy Board ("NEB"). Neither the EUB nor the NEB will generally review rates set by a crude oil pipeline operator unless it receives a complaint relating to transportation rates.

Effective December 1, 2005, we increased the location differentials on the Rangeland pipeline by an average of 6.9%.

Gathering Activities and Marketing Business

Through our Pacific Marketing and Transportation ("PMT") subsidiary, we purchase, gather, and resell crude oil, principally in California's San Joaquin Valley and in the Rocky Mountain area in the vicinity of our pipelines. In the third quarter of 2005, we began selectively purchasing and reselling crude oil in other areas as well, although this is not a primary focus.

In California, our PMT gathering system is a proprietary intrastate operation that is not regulated by the CPUC or the FERC. It is complementary to our pipeline transportation business. The California gathering network effectively extends our pipeline network to capture supplies of crude oil bound for transportation to Los Angeles that might not otherwise be shipped through our pipelines. In the U.S. and Canadian Rocky Mountain area, PMT facilitates transportation on our Canadian and U.S. Rocky Mountain pipelines by purchasing crude oil from Canada for resale in Rocky Mountain marketplaces.

The contribution of our PMT gathering operations is, for several reasons, a variable part of our income. First, it varies with the price differential between the cost of the varying grades of crude oil that PMT buys for use in its gathering operations, and the price of the crude oil it sells. Costs and sales prices are generally impacted by crude oil prices, as well as by local supply and demand forces, including regulations affecting refined product specifications. Second, it varies with the price differential between crude oil purchased on one price basis and sold on another price basis. Finally, it varies with the volumes gathered. We seek to control these variations through our risk management policy, which provides specific guidelines for our crude oil marketing and hedging activities and requires oversight by our senior management.

Acquisitions and New Projects

We intend to continue to pursue acquisitions and new projects for development of additional midstream assets, including pipeline, storage and terminal facilities. In 2006, we have a $106 million expansion capital budget as detailed in "Liquidity and Capital Resources Capital Requirements" below. We also intend to expand, principally by acquisition, into the natural gas storage and transportation businesses. We expect the acquisitions and new projects will be accretive to our cash flow and complement our existing business. We expect to fund acquisitions and new projects with a combination of debt and additional Partnership units, including common units. We expect to maintain a debt to total capitalization ratio of approximately 50 percent over time.

Operating Expenses

Many of our operating expenses, including the cost of field and support personnel, maintenance, control systems, telecommunications, rights-of-way and insurance, are relatively fixed and vary little with changes in throughput. Certain of our costs, however, do vary with throughput, the most material being the cost of power used to operate pump stations along our pipelines. Major maintenance costs can vary depending on a particular asset's age and also with regulatory requirements, such as mandatory inspections at defined intervals. Unanticipated costs can include the costs of cleanup of any oil or product release to the extent they are not covered by insurance, and repairs caused by severe weather as we experienced in California and Alberta, Canada in 2005.

We do not have any employees, except in Canada. Our General Partner provides employees to conduct our U.S. operations. We and our General Partner collectively employ approximately 440 individuals who directly support our operations. We consider employee relations to be good. None of these employees are subject to a collective bargaining agreement, except for eight employees at our Paulsboro, New Jersey, terminal, who are members of USW District 10-286 (Steel Workers), with whom we have a collective bargaining agreement that will end on October 1, 2009. Our General Partner does not conduct any business other than with respect to the Partnership. All expenses incurred by our General Partner are charged to us.

Impact of Foreign Exchange Rates

Assets and liabilities of our Canadian subsidiaries are translated to U.S. dollars using the applicable exchange rate as of the end of each reporting period. Revenues, expenses and cash flow are translated using the average exchange rate during the reporting period. The reported cash flow of our Canadian operations is based on the U.S. dollar equivalent of such amounts measured in Canadian dollars. The results of our Canadian operations and distributions from our Canadian subsidiaries to the Partnership may vary in U.S. dollar terms based on fluctuations in currency exchange rates irrespective of our Canadian subsidiaries' underlying operating results. In addition, the amount of monies we repatriate from Canada will vary with fluctuations in currency exchange rates and may impact the cash available for distribution to our unitholders. We have entered into certain foreign exchange contracts to mitigate currency exchange risks (see "Item 7A Quantitative and Qualitative Disclosures about Market Risk").

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States, which require management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosures of contingent assets and liabilities as of the date of the balance sheet as well as the reported amounts of revenue and expenses reported during each period. We routinely make estimates and judgments about the carrying value of our assets and liabilities that are not readily apparent from other sources. Such estimates and judgments are evaluated and modified as necessary on an ongoing basis. We believe that of our significant accounting policies (see "Note 2-Summary of Significant Accounting Policies" to our accompanying consolidated financial statements) and estimates, the following may involve a higher degree of judgment and complexity:

We routinely apply the provisions of purchase accounting when recording our acquisitions. Application of purchase accounting requires that we estimate the fair value of the individual assets acquired and liabilities assumed (including environmental remediation liabilities). Additionally, we must determine whether an acquisition is to be treated as a purchase of a business or a set of net assets because excess purchase price is only allocated to goodwill in a business combination. Determination of the fair value of the assets involves a number of judgments and estimates. In our major acquisitions to date, we have engaged an outside valuation firm to provide us with an appraisal report, which we utilized in determining the purchase price allocation. The allocation of the purchase price to different asset classes impacts the depreciation and amortization expense we subsequently record. The principal assets we have acquired to date are property, pipelines, storage tanks and equipment, as well as intangible assets such as customer relationships and contractual rights.

We depreciate the components of our property and equipment on a straight-line basis over the estimated useful lives of the assets. The estimates of the assets' useful lives require our judgment and our knowledge of the assets being depreciated. When necessary, the assets' useful lives are revised and the impact on depreciation is treated on a prospective basis.

We accrue an estimate of the undiscounted costs of environmental remediation for work at identified sites where an assessment has indicated it is probable that cleanup costs are or will be required and may be reasonably estimated. In making these estimates, we consider information that is currently available, existing technology, enacted laws and regulations, and our estimates of the timing of the required remedial actions. We may use outside environmental consultants to assist us in making these estimates. We also are required to estimate the amount of any probable recoveries, including insurance recoveries. In addition, generally accepted accounting principles require us to establish liabilities for the costs of asset retirement obligations when a legal or contractual obligation exists to dispose of or restore an asset upon its retirement and the timing and cost of such work is reasonably estimable. We will record such liabilities only when such timing and costs are reasonably determinable.

From time to time, a shipper or group of shippers or regulatory body may initiate regulatory proceedings or other actions challenging the tariffs we charge or have charged. In such cases, we assess the proceeding on an ongoing basis as to its likely outcome in order to determine whether to accrue for a future expense. We use outside regulatory lawyers and financial experts to assist us in these assessments.

Our inventory of crude oil for our PMT gathering operations, our Canadian operations, any inventory earned through our tariffs for the transportation of crude oil in our common carrier pipelines and any inventory of refined products at our terminals is carried in our accounts at the lower of cost or market value, unless it is hedged, in which case it is carried at market. On any unhedged portion, we are exposed to the potential for a write-down to market value. To the extent we owe our customers crude oil or refined products, we are exposed to the potential of additional costs in the event market prices increase.

Results of Operations

Internally, in our analysis of operating results, we consider the impact of unusual items that we believe affect comparability between periods. We also believe that providing a discussion and analysis of our results that is comparable year over year, provides a more accurate and thorough analysis of our results of operations. We have provided a reconciliation of net income to the results of our operations, excluding those unusual items, in our analyses below. Following is a description of each of the unusual items that impacted the results of our operations.

Oil release on Line 63. As a result of the March 23, 2005 release of crude oil from our Line 63, we recorded $2.0 million net oil release costs in the first quarter of 2005, consisting of what we now estimate to be $25.6 million of accrued costs relating to the release, net of insurance recovery of $12.3 million and accrued insurance receipts of $11.3 million. The discussion in "Significant Developments in 2005" describes the nature of these estimates and the potential for these estimates to increase or decrease in future periods.

Accelerated long-term incentive plan compensation expense. In March 2005, in connection with the change in control of our General Partner, all restricted units outstanding under the Long-term Incentive Plan immediately vested. As a result, we recognized $3.1 million in compensation expense in the first quarter of 2005.

Transaction costs. Pursuant to an Ancillary Agreement entered into in connection with the LB Acquisition, LBP and The Anschutz Corporation reimbursed us $2.4 million for the cost incurred in connection with a consent solicitation prepared and delivered to the holders of our $7^{1}/_{8}$% senior notes to approve certain amendments to the governing indenture and for severance and other costs incurred in connection with the sale of our General Partner. In accordance with generally accepted accounting principles, we recorded $0.6 million as capitalized deferred financing costs and $1.8 million as an expense, both in the first quarter of 2005. The reimbursements were recorded as a capital contribution to the Partnership by our General Partner.

Write-down of idle property. We recorded $0.5 million and $0.8 million for the write-down of idle property associated with idle Pacific Terminals properties in 2005 and 2004, respectively.

Write-off of deferred financing cost and interest rate swap termination expense. In the second quarter of 2004, we recorded an expense related to the unamortized portion of deferred financing costs of $2.3 million for our term loan, which was repaid in 2004, and incurred $0.6 million of expense to terminate related interest rate swaps.

Share of Frontier's rate case and litigation expense. In 2003, Frontier incurred an expense for a contract dispute and two tariff rate related matters. These matters related to early 2002 and prior years.

Year Ended December 31, 2005 Compared to Year Ended December 31, 2004

Summary

Net income for the year ended December 31, 2005 was $39.6 million or $1.25 per diluted limited partner unit compared to $35.7 million or $1.23 per diluted limited partner unit for 2004.

Net income for the year ended December 31, 2005 reflects the benefit of a full year of operations for the Rangeland system, acquired in May 2004, and the acquisition of the Rocky Mountain Products Pipeline and the San Francisco and Philadelphia area terminals on September 30, 2005.

Following is a reconciliation of net income to the results of our operations, excluding unusual items mentioned above:

	Year ended December 31, 2005	2004	Change	Percent
	(In thousands)			
Net income	$ 39,648	$ 35,729	$ 3,919	11%
Add: Line 63 oil release costs	2,000		2,000	
Accelerated long-term incentive compensation expense	3,115		3,115	
Transaction costs	1,807		1,807	
Write-off of deferred financing cost and interest rate swap termination expense		2,901	(2,901)	
Write-down of idle property	450	800	(350)	(44)
	$ 47,020	$ 39,430	$ 7,590	19%

The improvement in the results of operations, excluding the effect of the unusual items mentioned above, reflects the benefit of (i) the operations of the Rangeland system acquired in May 2004, (ii) the operations of the Rocky Mountain Products Pipeline and the San Francisco and Philadelphia area terminals acquired on September 30, 2005, (iii) higher pipeline transportation revenues on the Rocky Mountain pipelines, (iv) higher margins and new contracts at PMT, and (v) higher storage and distribution revenues on our Pacific Terminal systems. Partially offsetting these increases were lower West Coast pipeline volumes, repairs and maintenance associated with earth movement and stream erosion problems caused by the record rainfall in Southern California and Alberta, Canada, and repair of two Pacific Terminals storage tanks.

There were 32.4 million weighted average limited partner units outstanding in the year ended December 31, 2005, approximately 14% more limited partner units than the 28.5 million weighted average units outstanding in the year ended December 31, 2004, primarily due to the sale in September 2005 of additional common units to partially fund the acquisition of the Valero Assets on September 30, 2005.

Segment Information

The following is a discussion of segment operating income, excluding the unusual items mentioned above. Segment operating income does not include general and administrative expenses, accelerated long-term incentive compensation plan expense and transaction costs as these items are not allocated to the West Coast and Rocky Mountain Business Units.

West Coast	Year ended December 31, 2005	2004	Change	Percent
	(In thousands)			
Operating income	$ 50,337	$ 48,739	$ 1,598	3%
Add: Line 63 oil release costs	2,000		2,000	
Write-down of idle property	450	800	(350)	(44)
	$ 52,787	$ 49,539	$ 3,248	7%
Operating data:				
Pipeline throughput (bpd)	119.6	141.2	(21.6)	(15)%

West Coast operating income, after excluding the unusual items in the table above, was $52.8 million in 2005 compared to $49.5 million in 2004. West Coast operating income primarily increased because of (i) the acquisition of the San Francisco and Philadelphia area terminals on

September 30, 2004 (ii) higher PT storage and distribution revenue because of higher tank utilization and increased storage capacity, and (iii) the acquisition of new contracts and higher margins on PMT. Partially offsetting these increases were (i) reduced volumes on our West Coast pipelines caused by Los Angeles area refinery maintenance and lower San Joaquin Valley and Outer Continental Shelf production, resulting in lower volumes moving south to Los Angeles, (ii) $2.8 million of repairs and maintenance associated with earth movement and stream erosion problems caused by record rainfall in Southern California, and (iii) unscheduled repairs of two Pacific Terminals storage tanks. The revenue effect of lower volumes was partially offset by incremental revenue from increased tariffs on Line 63 beginning November 1, 2004, on Line 2000 beginning May 1, 2005, and on Line 63 beginning August 2005 from a temporary surcharge to recover the rain-related repair costs and our Line 63 oil release costs.

	Year ended December 31,			
Rocky Mountain Business Unit	**2005**	**2004**	**Change**	**Percent**
		(In thousands)		
Operating income	$ 39,469	$ 23,729	$ 15,740	66%
Operating data (bpd):				
Rangeland pipeline system:				
Sundre North	21.0	21.0		
Sundre South	47.1	48.1	(1.0)	(2)
Western Corridor system	24.7	20.2	4.5	22
Salt Lake City Core system	119.6	115.1	4.5	4
Rocky Mountain Products pipeline	60.2		60.2	
Frontier pipeline	47.3	47.4	(0.1)	(1)

For the year ended December 31, 2005, Rocky Mountain operating income was $39.5 million, compared to $23.7 million for the year ended December 31, 2004. The increase included a full year results of the Rangeland system, which was acquired in 2004, and the results of the Rocky Mountain Products Pipeline, which was acquired on September 30, 2005. In addition, increased market share for pipeline shipments of crude oil to Billings, Montana, and increased demand by the Salt Lake City, Utah refineries, helped drive higher pipeline volumes on the U.S. Rocky Mountain systems.

Statement of Income Discussion and Analysis

	Year ended December 31,			
Revenue	**2005**	**2004**	**Change**	**Percent**
		(In thousands)		
Pipeline transportation revenue	$ 116,648	$ 108,395	$ 8,253	8%
Storage and terminaling revenue	51,986	37,577	14,409	38
Pipeline buy/sell transportation revenue	35,671	18,640	17,031	91
Crude oil sales, net of purchases:				
Crude oil sales	643,112	419,070	224,042	53
Crude oil purchases	(623,115)	(402,283)	220,832	55
Crude oil sales, net of purchases	19,997	16,787	3,210	19
Net revenue before expenses	$ 224,302	$ 181,399	$ 42,903	24%

Pipeline transportation revenue increased in 2005 because of higher volumes on our U.S Rocky Mountain pipelines and the acquisition of the Rocky Mountain Products pipeline on September 30, 2005. Volumes on the U.S. Rocky Mountain pipelines were higher due to increased demand by refineries in Billings, Montana, Casper, Wyoming and Salt Lake City, Utah. This increase was partially offset by lower West Coast pipeline revenues due to natural field production decline. Increased tariffs helped to partially offset lower West Coast pipeline volumes.

Storage and terminaling revenue includes the operations of the San Francisco and Philadelphia area terminals acquired in the Valero Acquisition. Additionally, revenue on our Pacific Terminals storage and distribution system was higher because of higher tank utilization and increased storage capacity being made available as a result of a 72,000 barrel idle tank being put into operation during the third quarter of 2004.

The increase in pipeline buy/sell transportation revenues of $17.0 million reflects a full year operations of the Rangeland system, which was acquired in May 2004, as well as an increase in location differentials effective December 1, 2004.

Crude oil sales net of purchases increased because of the purchase of crude oil contracts on July 1, 2005 and higher margins. In addition, higher oil prices increased gross sales and purchases values. We consider this activity to generally be complementary to our pipeline transportation operations.

	Year ended December 31,			
Expenses	**2005**	**2004**	**Change**	**Percent**
	(In thousands)			
Operating expenses	$ 104,397	$ 85,286	$ 19,111	22%
General and administrative expense	18,472	15,400	3,072	20
Depreciation and amortization	29,406	24,173	5,233	22
	$ 152,275	$ 124,859	$ 27,416	22%

Not included in the above for 2005 are unusual items of $3.1 million for accelerated long-term incentive plan compensation expense, $2.0 million for Line 63 oil release costs and $1.8 million for transaction costs. See "Significant Developments in 2005" above for a discussion of these items.

The increase in operating expense was related primarily to our acquisitions of the Rangeland system in May 2004 and the Valero Assets on September 30, 2005. Operating expenses also increased because of $3.0 million of repairs and maintenance associated with earth movement and stream erosion problems caused by record rainfall in Southern California and Alberta. Repairs of two Pacific Terminals storage tanks also adversely affected operating expense in 2005.

The increase in general and administrative expense is associated with the integration and operation of the Rangeland system and Valero Assets and increased personnel costs to support our continued growth. In addition, we incurred more costs for acquisition evaluations in 2005. These increases were partly offset by reduced costs for the Long Term Incentive Plan in 2005.

The increase in depreciation and amortization includes $2.7 million for depreciation and amortization on the Rangeland system and $3.0 million on the assets acquired from Valero, L.P. These increases were partly offset by lower depreciation on assets that have now been fully depreciated.

	Year ended December 31,			
Other Income and Expense	**2005**	**2004**	**Change**	**Percent**
	(In thousands)			
Share of net income of Frontier	$ 1,757	$ 1,328	$ 429	32%
Write-down of idle property	450	800	(350)	(44)
Interest expense	26,720	19,209	7,511	39
Interest and other income	1,119	1,032	87	8
Write-off of deferred financing cost and interest rate swap termination expense		2,901	2,901	

	Year ended December 31,				
Income tax expense	1,163	261	902	346	78

The increase in our share of Frontier's net income was mainly attributable to lower operating costs at Frontier compared to 2004. In 2004, Frontier incurred higher costs for major maintenance and the costs of using a flow improvement agent used to increase pipeline throughput.

In 2005 and 2004 we incurred non-cash impairment expense of $0.5 million and $0.8 million, respectively, associated with idle Pacific Terminals properties. These idle properties were included in the purchase of the Pacific Terminals storage and distribution system in 2003.

The increase in interest expense was due to borrowings incurred to partially fund the Valero Acquisition and due to higher floating interest rates. Our weighted average borrowings during the year ended December 31, 2005 were $407.4 million, compared to $315.3 million in 2004. In addition, floating interest rates were higher in 2005, which resulted in a weighted average interest rate of 6.6% for 2005 compared to a weighted average interest rate of 6.2% in 2004.

Other income in 2005 remained comparable to other income in 2004.

Write-off of deferred financing cost and interest rate swap termination expense relate to the unamortized portion of deferred financing costs of $2.3 million for a term loan that was repaid in 2004 and $0.6 million of expense incurred to terminate related interest rate swaps.

Income tax expense is a function of the income of our Canadian subsidiaries, which are taxable entities. In addition, certain kinds of repatriation of funds into the U.S. subject the Partnership to Canadian withholding tax. Our Canadian subsidiaries income was higher in 2005 compared to 2004 reflecting a full year of operations.

Year Ended December 31, 2004 Compared to Year Ended December 31, 2003

Summary

Net income for the year ended December 31, 2004 was $35.7 million or $1.23 per diluted limited partner unit compared to $25.0 million or $1.09 per diluted limited partner unit for the year ended December 31, 2003.

Net income includes the operations of the Pacific Terminals storage and distribution system following its acquisition on July 31, 2003 and the operations of the Rangeland system after its acquisition on May 11, 2004 and its expansion by acquisition of the MAPL pipeline on June 30, 2004.

Following is a reconciliation of net income to the results of our operations, excluding unusual items mentioned above:

	Year ended December 31,			
	2004	2003	Change	Percent
	(In thousands)			
Net income	$ 35,729	$ 25,029	$ 10,700	43%
Add: Share of Frontier's rate case and litigation expense		1,621	(1,621)	
Write-down of idle property	800		800	
Write-off of deferred financing cost and interest rate swap termination expense	2,901		2,901	
	$ 39,430	$ 26,650	$ 12,780	48%

The increase in net income, adjusted for unusual items, reflects the benefit of (i) the operations, since July 2003, of Pacific Terminals storage and distribution system, (ii) higher volumes and revenue on the Rocky Mountain pipelines, and (iii) the operations of the Rangeland system acquired in May 2004. These increases were partially offset by lower volumes and revenue from the West Coast pipelines and lower gathering margins. There were 28.5 million weighted average limited partner units outstanding in the year ended December 31, 2004, approximately 26% more limited partner units than the 22.5 million weighted average units outstanding in the year ended December 31, 2003 due to the sale of additional common units to partially fund the acquisitions of the Pacific Terminals storage and distribution system, the Rangeland system and the MAPL pipeline.

Segment Information

West Coast	Year ended December 31, 2004	2003	Change	Percent
	(In thousands)			
Operating income	$ 48,739	$ 42,664	$ 6,075	14%
Write-down of idle property	800		800	
	$ 49,539	$ 42,664	$ 6,875	16%
Operating data:				
Pipeline throughput (bpd)	141.2	151.0	(9.8)	(6)%

For the year ended December 31, 2004, West Coast operating income was $48.7 million, after the $0.8 million impairment expense, compared to $42.7 million for 2003. This increase was primarily attributable to a full year benefit of the Pacific Terminals storage and distribution system, which was acquired in July 2003. PMT experienced lower gathering and blending margins in the third and fourth quarters of 2004, as well as reduced demand in its gathering activities. We consider this gathering activity to be generally complementary to our pipeline transportation operations. West Coast pipeline volumes for the year ended December 31, 2004 were 6% lower than in 2003, primarily due to Outer Continental Shelf production declines, as well as increased crude runs by Bakersfield refineries, which reduced the volumes available to move south to Los Angeles. Helping to offset lower volumes were increased tariff rates on Line 2000 in May 2004 and Line 63 in November 2004, and a more favorable tariff mix.

Rocky Mountains	Year ended December 31, 2004	2003	Change	Percent
	(In thousands)			
Operating income	$ 23,729	$ 13,078	$ 10,651	81%
Operating data (bpd):				
Rangeland pipeline system:				
Sundre North	21.0		21.0	
Sundre South	48.1		48.1	
Western Corridor system	20.2	16.7	3.5	21
Salt Lake City Core system	115.1	107.5	7.6	7
Frontier pipeline	47.4	41.7	5.7	14

For the year ended December 31, 2004, Rocky Mountain operating income was $23.7 million compared to $13.1 million for 2003, largely due to acquisition of the Rangeland system in the second quarter of 2004. In addition, strengthened demand at Billings, Montana, refineries in the latter half of the year, as well as increased demand by the Salt Lake City, Utah, refineries, helped drive higher pipeline volumes on all U.S. Rocky Mountain systems. A 7,000 bpd expansion completed in the second quarter of 2004 further increased volumes into Salt Lake City.

Statement of Income Discussion and Analysis

Revenues	2004	2003	Change	Percent
	Year ended December 31,			
	(In thousands)			
Pipeline transportation revenue	$ 108,395	$ 101,811	$ 6,584	6%
Storage and terminaling revenue	37,577	12,711	24,866	196
Pipeline buy/sell transportation revenue	18,640		18,640	
Crude oil sales, net of purchases:				
Crude oil sales	419,070	379,747	39,323	10
Crude oil purchases	(402,283)	(358,454)	43,829	12
Crude oil sales, net of purchases	16,787	21,293	(4,506)	21
Net revenue before expenses	$ 181,399	$ 135,815	$ 45,584	34%

Increased pipeline transportation revenue was realized by our U.S. Rocky Mountain pipelines in 2004 due to increased demand by Salt Lake City area refineries and increased volumes of gathered and trucked barrels. This increase was partially offset by lower West Coast pipeline revenues due to natural field production decline, and increased crude runs by Bakersfield refineries that reduced the volumes available to move south to Los Angeles. Helping to offset lower California volumes were increased tariffs and a more favorable tariff mix.

Higher storage and terminaling revenue in 2004 reflects a full year of operations of the Pacific Terminals storage and distribution system, which was acquired in July 2003. In addition, the system's capacity was expanded, utilization rates increased and storage rates per barrel were also higher.

Pipeline buy/sell transportation revenue of $18.6 million in 2004 results from the operations of the Rangeland system, which was acquired in May 2004.

The decrease in net crude oil sales for 2004 was primarily the result of lower margin gathering activities in our West Coast operations, particularly due to lower gathering volumes as a result of a change in refined products specifications and competitive pricing pressures as a result of cheaper foreign crude entering the West Coast markets. Higher oil prices increased gross sales and purchases values. We consider this gathering activity to be generally complementary to our pipeline transportation operations.

Expenses	2004	2003	Change	Percent
	Year ended December 31,			
	(In thousands)			
Operating expenses	$ 85,286	$ 61,046	$ 24,240	40%
General and administrative expense	15,400	13,705	1,695	12
Depreciation and amortization	24,173	18,865	5,308	28
	$ 124,859	$ 93,616	$ 31,243	33%

The increase in operating expense in 2004 was related primarily to the acquisition of the Pacific Terminals storage and distribution assets in July 2003 and the Rangeland system in May 2004. We also experienced higher operating costs in the Rocky Mountains for maintenance and power costs, as well as the use of a flow improvement agent that increases throughput.

The increase in general and administrative expense in 2004 was in part due to the acquisition of the Rangeland system in May 2004, increased costs for regulatory compliance and increased personnel costs related to company growth.

The increase in depreciation and amortization in 2004 includes $2.0 million for depreciation and amortization on the Pacific Terminals storage and distribution system, reflecting a full year in 2004, and $3.6 million for depreciation on the Rangeland system. These increases were partly offset by lower depreciation on other assets that have now been fully depreciated.

	Year ended December 31,			
Other Income and Expense	**2004**	**2003**	**Change**	**Percent**
	(In thousands)			
Share of net income (loss) of Frontier:				
Income before rate case and litigation expense	$ 1,328	$ 1,459	$ (131)	(9)%
Rate case and litigation expense		(1,621)	1,621	
Write-down of idle property	800		800	
Interest expense	19,209	17,487	1,722	10
Interest and other income	1,032	479	553	115
Write-off of deferred financing cost and interest rate swap termination expense	2,901		2,901	
Income tax expense	261		261	

The decrease in our share of Frontier's net income in 2004 was attributable to increased major maintenance costs and costs of a flow improvement agent used to increase pipeline throughput, partly offset by increased revenues. In 2003, Frontier incurred expenses for a contract dispute and two tariff rate related matters. These matters related to early 2002 and prior years, so there is no impact on Frontier's current rates or revenues.

The $0.8 million write-down of idle property in 2004 is a non-cash impairment expense associated with the pending sale of an idle Pacific Terminals property, a sale which closed in 2005.

The increase in interest expense in 2004 was due to borrowings incurred to partially fund the acquisition of the Pacific Terminals storage and distribution system and the Rangeland system. Our weighted average borrowings during the twelve months ended December 31, 2004 were $315.3 million compared to $260.2 million in 2003. The effect of this increase was partially offset by a decrease in interest expense associated with a renegotiation of interest rates in December 2003 under our credit facilities as well as lower floating interest rates. The combination of lower renegotiated interest rates and lower market rates led to a lower weighted average interest rate of 6.2% for 2004 compared to 6.7% in 2003.

Other income of $1.0 million in 2004 was $0.6 million greater than in 2003 due to increased rental income from surplus facility space and a foreign currency gain.

Write-off of deferred financing cost and interest rate swap termination expense in 2004 related to the unamortized portion of deferred financing costs of $2.3 million for a term loan that was repaid in 2004 and $0.6 million of expense incurred to terminate related interest rate swaps.

Income tax expense for 2004 relates to the Rangeland system acquired in the second quarter of 2004. Our Canadian subsidiaries are taxable entities and certain kinds of repatriation of funds into the U.S. are subject to Canadian withholding tax.

Liquidity and Capital Resources

We believe that cash generated from operations, together with our cash balance and our unutilized borrowing capacity, will be sufficient to meet our planned distributions, our working capital requirements and anticipated sustaining capital expenditures in the next three years.

We intend to finance our future acquisitions and development projects, including our Pier 400 project, with issuances of debt and equity securities. We expect to maintain a debt to total capitalization ratio of approximately 50% over time.

On December 23, 2005, we and certain of our subsidiaries filed a universal shelf registration statement on Form S-3 with the SEC to register the issuance and sale, from time to time and in such amounts as is determined by the market conditions and our needs, of up to $1.0 billion of common units of the Partnership and debt securities of both the Partnership and certain subsidiaries. This shelf registration statement will allow us to finance new acquisitions and new projects such as our Pier 400 Project. In addition, we have $110 million available and remaining under our August 2003 universal shelf registration statement.

We received permission from the CPUC to dismantle certain idle PT assets and sell the underlying land, which has an estimated value of approximately $10 million at December 31, 2005. In addition, in the fourth quarter of 2005, we sold one parcel of idle PT land for net proceeds of $1.6 million.

Our ability to satisfy our debt service obligations, fund planned capital expenditures, make acquisitions, develop projects and pay distributions to our unitholders will depend upon our future operating performance. Our operating performance is primarily dependent on the volume of crude oil and refined products transported through our pipelines and the volume leased in our storage tanks as described in "Overview" above. Our operating performance is also affected by prevailing economic conditions in the crude oil and refined products industries and financial, business and other factors, some of which are beyond our control, which could significantly impact future results.

Operating, Investing and Financing Activities

	Year ended December 31,		
	2005	2004	2003
		(In thousands)	
Net cash provided by operating activities	$ 76,108	$ 57,226	$ 42,723
Net cash used in investing activities	(512,751)	(155,952)	(180,332)
Net cash provided by financing activities	431,280	112,410	123,435

Net cash provided by operating activities

Net cash from operating activities for the year ended December 31, 2005 was higher than in 2004, because of a full year's operation of our Rangeland system and due to the Valero Acquisition that closed on September 30, 2005. In addition, we had higher cash from operating income on our U.S. Rocky Mountain pipelines. These increases in cash were partially offset by lower operating income on our West Coast pipelines because of natural field decline, $2.0 million for costs associated with an oil release on Line 63, and additional repair and maintenance costs associated with earth movement and stream erosion problems caused by the record rainfall in Southern California and Alberta, Canada. Net cash provided by operating activities in 2005 was also increased by approximately $2.0 million in working capital changes.

Net cash provided by operations was higher in 2004 than in 2003, primarily because of a full year's operation of our Pacific Terminals storage and distribution system and the purchase of the Rangeland system in 2004, which contributed to higher operating income. In addition, we experienced higher volumes and revenue on our U.S. Rocky Mountain pipelines. These increases were partially offset by lower volumes and revenue from the West Coast pipelines and lower gathering margins. Net cash provided by operating activities in 2004 was reduced by approximately $8.0 million used for working capital purposes.

Net cash used in investing activities

On September 30, 2005, we purchased the Valero Assets for an aggregate purchase of $455.0 million plus transaction costs of approximately $3.7 million. Separately, we also purchased certain crude oil contracts and crude oil inventories for $3.8 million plus contingent payments to be measured over the period July 1, 2005 through December 31, 2008 based on specified performance criteria. Capital expenditures were $51.7 million for the year ended December 31, 2005, of which $6.1 million related to sustaining capital projects, $11.4 million related to transition projects, $26.4 million related to expansion, and $7.8 million was invested towards our continued development of the Pier 400 Project.

The amounts in 2004 related primarily to our acquisition activities. In 2004, we acquired the Rangeland system and the MAPL pipeline for a net cash outlay of $138.7 million. Capital expenditures were $16.5 million in 2004, of which $2.0 million related to sustaining capital projects, $1.8 million related to the transition of the Pacific Terminals storage and distribution system and the Rangeland system and $7.5 million related to expansion. Additionally, we continue to develop our Pier 400 Project, which we began in 2003. We capitalized $5.2 million and $5.3 million for our Pier 400 Project for the years ended December 31, 2004 and 2003, respectively.

In 2003, we acquired the Pacific Terminals storage and distribution system for a net cash outlay of $169.7 million. Capital expenditures were $10.9 million in 2003, of which $2.1 million related to sustaining capital projects, $0.3 million related to the integration of RMPS and the Pacific Terminals storage and distribution system, and $8.4 million related to expansion, including the Pier 400 expenditures noted above.

Net cash provided by financing activities

Cash provided by financing activities for the year ended December 31, 2005 includes net proceeds of $295.1 million, including our General Partner's capital contribution of $6.1 million from our public and private equity offerings, $170.9 million net proceeds from the offering of our $6^{1}/_{4}$% senior notes, and net proceeds of $140.6 million under our new revolving credit facility. In September 2005, we repaid in full the outstanding balance of $171.0 million under our previous U.S. and Canadian revolving credit facilities. During 2005, we incurred net borrowings of $64.3 million under our previous U.S. and Canadian revolving credit facilities. Cash provided by financing activities for 2005 also reflect cash distributions to partners of $66.8 million and a $2.4 million contribution from The Anschutz Corporation and LBP to reimburse us for certain costs incurred in connection with the LB Acquisition.

Cash provided by financing activities in 2004 included net proceeds of $128.6 million from an equity offering completed in April 2004, and $240.9 million net proceeds from our $7^{1}/_{8}$% senior note offering completed in June 2004. We repaid a $225 million term loan with the proceeds of the senior note offering and had $25.6 million of net borrowings under our previous U.S. and Canadian revolving credit facilities. We incurred $1.2 million of costs to establish our previous Canadian revolving credit facility. The equity offering in 2004 was used to fund a portion of the Rangeland system and the MAPL pipeline acquisitions and to repay a portion of our previous U.S. revolving credit facility. Borrowings under our previous Canadian revolving credit facility were also used to fund the Rangeland system and the MAPL pipeline acquisitions. Finally in 2004, we paid cash distributions of $56.5 million to our partners.

The 2003 balance of $123.4 million includes net proceeds of $73.0 million under our previous U.S. revolving credit facility and net proceeds of $92.9 million, after deducting the related redemption of common units, from an equity offering completed on August 25, 2003, which were used to fund the acquisition of the Pacific Terminals storage and distribution system. Cash provided from financing activities in 2003 is net of $42.1 million in cash distributions paid to our partners.

Capital Requirements

Generally, our crude oil and refined products transportation and storage operations require ongoing investments to upgrade or enhance existing operations and to meet environmental and operational regulations. Our capital requirements consist primarily of:

- sustaining capital expenditures to replace assets in order to maintain the original operating capacity or efficiency of our assets or extend their useful lives;

- transitional capital expenditures to integrate newly-acquired assets into our existing operations; and

- expansion capital expenditures to expand or increase the efficiency of the existing operating capacity of our assets, whether through construction or acquisition, such as placing new storage tanks in service to increase our storage capabilities, and adding new pump stations or pipeline connections to increase our throughput capacity.

The following table summarizes sustaining, transitional and expansion capital expenditures for the periods presented:

	Year Ended December 31,		
Capital Expenditures	**2005**	**2004**	**2003**
		(in thousands)	
Sustaining capital expenditures	$ 6,067	$ 1,953	$ 2,149
Transitional capital expenditures	11,401	1,874	351
Expansion capital expenditures	34,249	12,693	8,392
Total	$ 51,717	$ 16,520	$ 10,892

We expect to invest approximately $120 million in total capital expenditures in 2006, with approximately $106 million of that total on expansion projects. Our estimated 2006 expansion capital spending includes the following notable projects.

2006 Budgeted Expansion Capital Expenditures	**Estimated to be incurred in 2006**
	(in millions)
First phase of Salt Lake City expansion	$ 32
Capital projects associated with the Valero Assets	23
Completion of permitting process, engineering and other project development cost for the Pier 400 project	21
Reactivation of storage tanks and expansion of infrastructure at PT	11
Completion of storage tanks for the Rangeland System and Western Corridor pipeline to facilitate the transportation of synthetic crude oil	4
Other	15
Total	$ 106

In addition to the expansion projects above, we expect to incur $6 million for transitional capital expenditures and $8 million for sustaining capital expenditures.

Pier 400

We continue our efforts to develop a deepwater petroleum import terminal at Pier 400 and Terminal Island in the Port of Los Angeles ("POLA") to handle marine receipts of crude oil and refinery feedstocks. As currently envisioned, the project would include a deep water berth, high capacity transfer infrastructure and storage tanks, with a pipeline distribution system that will connect to various customers, some directly, and some through our Pacific Terminals storage and distribution system. We would construct the storage tanks and transfer infrastructure, including a large diameter pipeline system for receiving bulk petroleum liquids from marine vessels. If successful, this project will allow us to increase our participation in the Los Angeles basin marine import business, which is growing as a result of a decline in both California production and imports from Alaska.

We have entered into agreements with ConocoPhillips and two subsidiaries of Valero Energy Corporation that provide long term customer commitments to off-load a total of 140,000 bpd of crude oil at the Pier 400 dock. The Valero and ConocoPhillips agreements are subject to satisfaction of various conditions, such as the achievement of various progress milestones, financing, continued economic viability, and completion of other ancillary agreements related to the project. We are negotiating similar long term off-loading agreements with other potential customers.

We recently completed an updated cost estimate for the project. We are estimating that Pier 400 will cost approximately $250 million, which is subject to change depending on various factors, including: (i) the final scope of the project, which will reflect updated customer storage needs and the requirements imposed through the permitting process; and (ii) changes in construction costs. This cost estimate assumes the construction of 3.0 million barrels of storage, although we are seeking permits for and will likely build 4.0 million barrels of storage. We are seeking the environmental and other permits that will be required for the Pier 400 Project from a variety of governmental agencies, including the Board of Harbor Commissioners, the South Coast Air Quality Management District, various agencies of the City of Los Angeles, the Los Angeles City Council and the U.S. Army Corps of Engineers. We expect to have the necessary permits in the second half of 2006.

Final construction of the Pier 400 Project is subject to the completion of a land lease agreement with the POLA, receipt of environmental and other approvals, securing additional customer commitments, updating engineering and project cost estimates, ongoing feasibility evaluation, and financing. We expect construction of the Pier 400 terminal to be completed and the facility to be placed in service in late 2007 or early 2008.

We have capitalized $18.3 million on the Pier 400 project through December 31, 2005, including $7.8 million during 2005. These expenditures include $8.2 million for emission reduction credits, an asset that is re-saleable if the project does not proceed. We anticipate funding the remaining permitting and pre-construction costs in 2006 from our revolving credit facility. Construction of the Pier 400 terminal is expected to be financed through a combination of debt and proceeds from the issuance of additional partnership units, including common units.

Credit Facilities and Long-Term Debt Incurred in 2005

$400 million Senior Secured Credit Facility

On September 30, 2005, we entered into a new five-year $400 million senior secured revolving credit facility (the "New Credit Facility") that replaced our previous U.S. and Canadian revolving credit facilities. The New Credit Facility is available for general Partnership purposes in the U.S. and Canada, including working capital, letters of credit and distributions to unitholders (subject to certain limitations). The New Credit Facility matures on September 30, 2010, but we may prepay all borrowings under the New Credit Facility without premium or penalty. Obligations under the New Credit Facility are guaranteed by all of our subsidiaries except those for which regulatory approval is required and are secured by substantially all of the assets of the Partnership, excluding property held by the non-guaranteeing subsidiaries. The New Credit Facility is recourse to us and the guarantors, but non-recourse to the General Partner.

Subject to certain limited exceptions, indebtedness under the New Credit Facility bears interest (at our option) at either (i) the base rate, which is equal to the higher of the prime rate as announced by

Bank of America, N.A. or the Federal Funds rate plus 0.50% (or in the case of borrowings under the Canadian sub-facility described below, Canadian US dollar base rate or Canadian prime rate) each plus an applicable margin ranging from 0% to 0.75% or (ii) the Eurodollar rate plus an applicable margin ranging from 0.75% to 2.0%. The applicable margins fluctuate based on our credit rating at any given time. In addition, we will incur a commitment fee which ranges from 0.1875% to 0.50% per annum on the unused portion of the New Credit Facility.

Included in the New Credit Facility is a Canadian sub-facility for Rangeland Pipeline Company ("RPC"), one of our Canadian subsidiaries. The Canadian sub-facility currently has a limit of U.S.$100 million, but can be adjusted from time to time by us. The Canadian sub-facility includes an option for RPC to receive loans in either U.S. dollars or Canadian dollars.

The New Credit Facility contains certain financial covenants and covenants limiting our ability to, among other things, incur or guarantee indebtedness, change ownership or structure, including mergers, consolidations, liquidations and dissolutions, sell or transfer assets and properties, and enter into a new line of business. At December 31, 2005, the Partnership was in compliance with all such covenants.

As of December 31, 2005, $140.8 million was outstanding under the New Credit Facility, including $55.8 million under the Canadian sub-facility, and there was $125.5 million of undrawn available credit.

The New Credit Facility was entered into with a syndicate of financial institutions, including an affiliate of Lehman Brothers, Inc., which is an affiliate of LBP (see "Item 13 Certain Relationships and Related Transactions").

6$^{1}/_{4}$% Senior Notes Due 2015

On September 23, 2005, we and our 100% owned subsidiary, Pacific Energy Finance Corporation, completed the sale of $175.0 million of 6$^{1}/_{4}$% senior unsecured notes due September 15, 2015. The notes were sold in a private offering to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to non-U.S. persons under Registration S of the Securities Act. In January 2006, the notes were exchanged for new notes with materially identical terms that have been registered under the Securities Act but are not listed on any securities exchange. The notes were sold for 99.544% of face value resulting in an effective interest rate of 6.3125% to maturity. Interest payments are due on March 15 and September 15 of each year, beginning on March 15, 2006. Net proceeds from the issuance of the notes were $170.9 million after deducting the $0.8 million discount and offering expenses of $3.3 million. The net proceeds were used to partially fund the Valero Acquisition.

The notes are jointly and severally guaranteed by certain of our subsidiaries, namely Pacific Energy Group LLC, Pacific Marketing and Transportation LLC, Pacific Atlantic Terminals LLC, Rocky Mountain Pipeline System LLC, Ranch Pipeline LLC, PEG Canada GP LLC and PEG Canada, L.P.

At any time prior to September 15, 2008, we have the option to redeem up to 35% of the aggregate principal amount of notes at a redemption price of 106.25% of the principal amount with the net cash proceeds of one or more equity offerings. At any time prior to September 15, 2010, we may redeem some or all of the notes at a price equal to 100% of the principal amount, plus a make-whole premium and accrued and unpaid interest, if any, to the date of redemption. We will also have the option to redeem the notes, in whole or in part, at any time on or after September 15, 2010 at the following redemption prices:.

Year	Percentage
2009	103.563%
2010	102.375
2011	101.188
2012 and thereafter	100.000

The indenture governing the notes contains certain covenants that, among other things, limit our ability and the ability of our restricted subsidiaries to incur or guarantee indebtedness or issue certain types of preferred equity securities; sell assets; pay distributions on, redeem or repurchase Partnership units; or consolidate, merge or transfer all or substantially all of their assets. At December 31, 2005, we were in compliance with all such covenants.

Contractual Obligations

In our ongoing operations, we are bound by certain contractual obligations. Following is a summary of our monetary contractual obligations as of December 31, 2005.

	Payments due by period				
Contractual Obligations	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
			(in thousands)		
Long-term debt principal repayments	$ 565,632	$	$ 3,979	$ 140,751	$ 420,902
Interest payments on fixed-rate long-term debt	256,961	28,750	57,500	57,500	113,211
Right-of-way obligations(1)	90,151	4,041	9,007	9,811	67,292
Operating lease obligations	3,784	1,378	1,802	576	28
Total	$ 916,528	$ 34,169	$ 72,288	$ 208,638	$ 601,433

(1) Right-of-way obligations reflect our commitment for the next 15 years assuming the current right-of-way agreements will be renewed during the period.

Long-Term Debt Principal Repayments

We expect to refinance the debt maturities in the "3-5 years" and "more than 5 years" categories above through an extension of existing credit facilities, new credit facilities and/or through the issuance of bonds or long-term notes.

Right-of-Way Obligations

We have secured various rights-of-way for our pipeline systems under right-of-way agreements, certain of which expire at various times through 2035, that provide for annual payments to third parties for access and the right to use their properties. Due to the nature of our operations, we expect to continue making payments and renewing the right-of-way agreements indefinitely. The annual amounts payable under certain of the right-of-way agreements are subject to fair market and inflation adjustments. Right-of-way payments, which are included in operating expenses, were $3.4 million, $3.4 million and $2.9 million in 2005, 2004 and 2003, respectively.

Off-Balance Sheet Arrangements

We provide certain suppliers with irrevocable standby letters of credit to secure our obligation for the purchase of crude oil. These letters of credit are issued under our credit facility, and the liabilities with respect to these purchase obligations are recorded in "Accrued crude oil purchases" on our balance sheet in the month the crude oil is purchased. Generally, these letters of credit are issued for up to sixty-day periods and are terminated upon completion of each transaction. In addition, we have provided a letter of credit to the seller of the MAPL pipeline to secure a Cdn$5.0 million note payable in June 2007. At December 31, 2005, we had outstanding letters of credit totaling approximately $14.8 million. For a description of certain operating leases please see "Note 14 Commitments" to the accompanying consolidated financial statements.

Impact of Inflation

Inflation in the United States and Canada has been relatively low in recent years and did not have a material impact on our results of operations for the years ended December 31, 2005, 2004 or 2003.

Environmental Matters

Our transportation and storage operations are subject to extensive regulation under federal, state and local environmental laws concerning, among other things, the generation, handling, transportation and disposal of hazardous materials, and we are now, and may from time to time in the future, be subject to environmental cleanup and enforcement actions.

The accompanying Partnership balance sheet includes reserves for environmental costs that relate to existing conditions caused by past operations. Estimates of ultimate liabilities associated with environmental costs are particularly difficult to make with certainty due to the number of variables involved, including the early stage of investigation at certain sites, the lengthy time frames required to complete remediation at most locations, the number of remediation alternatives available, the uncertainty of potential recoveries from third parties and the evolving nature of environmental laws and regulations.

Based on the information presently available, it is the opinion of management that our environmental costs, to the extent they exceed recorded liabilities, will not have a material adverse effect on our financial condition or results of operations.

Recent Accounting Pronouncements

In December 2004, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 123 (revised December 2004), *Share-Based Payment (SFAS 123R)*. This Statement is a revision of FASB Statement No. 123, *Accounting for Stock-Based Compensation*. SFAS 123R establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. SFAS 123R is effective for the Partnership as of the beginning of the first interim period or annual reporting period that begins after June 15, 2005. There were no stock options or restricted stock units outstanding as of December 31, 2005. We will adopt SFAS 123R on January 1, 2006 and apply its provisions to future grants.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, *Exchanges of Nonmonetary Assets* ("SFAS 153"). SFAS 153 addresses the measurement of exchanges of certain nonmonetary assets (except for certain exchanges of products or property held for sale in the ordinary course of business). It amends APB Opinion No. 29, *Accounting for Nonmonetary Exchanges*, and requires that nonmonetary exchanges be accounted for at the fair value of the assets exchanged, with gains or losses being recognized, if the fair value is determinable within reasonable limits and the transaction has commercial substance, as defined in SFAS 153. We adopted SFAS 153 on July 1, 2005, and the adoption did not have a material impact on the consolidated financial statements.

On March 30, 2005 the FASB issued FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations*("FIN 47"), to clarify the term *conditional asset retirement obligation* as that term is used in FASB Statement No. 143, *Accounting for Asset Retirement Obligations*. The Interpretation also clarifies when an entity has sufficient information to reasonably estimate the fair value of an asset retirement obligation. FIN 47 was effective for us as of December 31, 2005. The adoption of FIN 47 did not have a material impact on our financial statements.

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154, *Accounting Changes and Error Corrections* ("SFAS 154"). SFAS 154 replaces APB No. 20, *Accounting Changes,* and FASB Statement No. 3, *Reporting Changes in Interim Financial Statements.* The Statement changes the accounting for, and reporting of, a change in accounting principle. SFAS 154 requires retrospective application to prior period's financial statements of voluntary changes in accounting principle and changes required by new accounting standards when the standard does not include specific transition provisions, unless it is impracticable to do so. SFAS 154 is effective for accounting changes and corrections of errors in fiscal years beginning after December 15, 2005. If required, we will apply the provisions of SFAS 154 in future periods.

In September 2005, the Emerging Issues Task Force ("EITF") issued Issue No. 04-13 ("EITF 04-13"), *Accounting for Purchases and Sales of Inventory with the Same Counterparty*. The issues addressed by the EITF are (i) the circumstances under which two or more exchange transactions involving inventory with the same counterparty should be viewed as a single exchange transaction for the purposes of evaluating the effect of APB No. 29; and (ii) whether there are circumstances under which nonmonetary exchanges of inventory within the same line of business should be recognized at fair value. EITF 04-13 is effective for new arrangements entered into in the reporting periods beginning after March 15, 2006, and to all inventory transactions that are completed after December 15, 2006, for arrangements entered into prior to March 15, 2006. We are in the process of determining the impact of EITF 04-13 on our financial statements, but do not expect it to have a material impact on our financial statements.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices. The principal market risks to which we are exposed are commodity price risk, interest rate risk and currency exchange risk. We use derivative financial instruments to reduce our exposure to adverse fluctuations in commodity prices, interest rates and foreign exchange rates. We formally designate and document the financial instruments as a hedge of a specific underlying exposure, as well as the risk management objectives and strategies for undertaking the hedge transactions. We formally assesses, both at the inception and at least quarterly thereafter, whether the financial instruments that are used in hedging transactions are effective at offsetting changes in either the fair value or cash flows of the related underlying exposure. All of our derivatives are commonly used over-the-counter instruments with liquid markets or are traded on the New York Mercantile Exchange. We do not enter into derivative financial instruments for trading or speculative purposes.

Commodity Price Risk Hedging

We may use derivatives, principally futures and options, to hedge our exposure to market price volatility related to our inventory or future sales of crude oil. Derivatives used to hedge market price volatility related to inventory are generally designated as fair value hedges, and derivatives related to future sale of crude oil are generally classified as cash flow hedges. Derivative instruments are included in "Other assets" in the accompanying consolidated balance sheets.

Changes in the fair value of our derivative instruments related to crude oil inventory are recognized in net income. For the years ended December 31, 2005, 2004 and 2003, "crude oil sales, net of purchases" were net of $0.8 million, $2.7 million and $0.3 million in losses, respectively, reflecting changes in the fair value of derivative instruments held as hedges related to crude oil marketing activities. Losses on derivatives were generally offset by gains in physical crude oil inventory positions. Changes in the fair value of our derivative instruments related to the future sale of crude oil are deferred and reflected in "accumulated other comprehensive income," a component of partners' capital in the balance sheet, until the related revenue is reflected in the consolidated statements of income. As of December 31, 2005, a $0.1 million loss relating to the change in the fair value of highly effective derivative instruments was included in "accumulated other comprehensive income" and is expected to be reclassified to earnings in 2006. Since these amounts are based on market prices at December 31, 2005, actual amounts to be reclassified will differ and could vary materially as a result of changes in market conditions.

Interest Rate Risk Hedging

In connection with the issuance of our $7^1/_8$% senior notes due 2014, we entered into interest rate swap agreements with an aggregate notional principal amount of $80.0 million to receive interest at a fixed rate of $7^1/_8$% and to pay interest at an average variable rate of six month LIBOR plus 1.6681% (set in advance or in arrears depending on the swap transaction). The interest rate swaps mature June 15, 2014 and are callable at the same dates and terms as the $7^1/_8$% senior notes. We designated these swaps as a hedge of the change in the senior notes fair value attributable to changes in the six month LIBOR interest rate. Changes in fair values of the interest rate swaps are recorded into earnings each period. Similarly, changes in the fair value of the underlying $80.0 million of senior notes, which are expected to be offsetting to changes in the fair value of the interest swaps, are recorded into earnings each period. At December 31, 2005 the Partnership recorded an increase of $0.6 million in the fair value of interest rate swaps with an equal offsetting entry to the $80.0 million of senior notes. During the year ended December 31, 2005, we recognized reductions in interest expense of $1.3 million related to the difference between the fixed rate and the floating rate of interest on the interest rate swaps. As of December 31, 2005, we had an immaterial amount of ineffectiveness relating to these interest rate swaps.

We are subject to risks resulting from interest rate fluctuations as the interest cost on our credit facilities and the $80 million interest swap on the senior notes are based on variable rates. If our interest rates were to increase 1.0% in 2006 as compared to the rate at December 31, 2005, our interest expense for 2006 would increase $2.2 million based on our outstanding debt balances at December 31, 2005.

Currency Exchange Rate Risk Hedging

The purpose of our foreign currency hedging activities is to reduce the risk that our cash inflows resulting from interest payments from our Canadian subsidiaries on intercompany debt will be adversely affected by changes in the U.S./Canadian exchange rate.

We entered into forward exchange contracts to hedge receipt of forecasted interest payments denominated in Canadian dollars. The effective portion of the change in fair value of this contract, which has been designated as a cash flow hedge, is reported in "accumulated other comprehensive income" in the accompanying balance sheet and will be reclassified into earnings in "Other income" in the same period during which the hedged transaction affects earnings. The ineffective portion, if any, of the change in fair value of this instrument will be immediately recognized in earnings. These foreign exchange contracts are as follows:

	Canadian dollars	US dollars