

**2007
NOTICE OF
OPEN SEASON**

BP PIPELINES (NORTH AMERICA) INC.

VIRIDIAN PIPELINE PROJECT

**May 3, 2007
Revised October 3, 2007**

BP PIPELINES (North America) Inc.
NOTICE OF OPEN SEASON
VIRIDIAN PIPELINE PROJECT

OPEN SEASON PURPOSE

The Viridian pipeline project, owned by BP Pipelines (North America) Inc. ("BP Pipelines") will provide a new crude oil transportation service from the Chicago, Illinois area, to Cushing, Oklahoma ("Viridian Pipeline") to allow for transport of the growing supply of Western Canadian light synthetics and conventional crude oils. This open season process ("Open Season") provides a timely opportunity for potential shippers on the Viridian Pipeline to secure discounted rates and priority service in exchange for a long-term volume commitment for service between the Chicago, Illinois area and Cushing, Oklahoma ("Committed Rates").

BP Pipelines is finalizing preliminary engineering for reversing a currently operating pipeline commonly referred to as the BP No. 1 Pipeline. Assuming adequate shipper support, the reversed pipeline is expected to be in southbound service as of May 2010, but could be available as early as fourth quarter 2009, with an initial capacity of at least 100,000 barrels per day (bpd) and the potential for future expansions to 200,000 bpd.

Phase I of the Open Season, as discussed herein, was non-binding in nature and took place May 3, 2007 through June 15, 2007. Sufficient shipper support was indicated through non-binding commitments to support progressing into Phase II, the binding portion of the Open Season. Subject to results of the binding commitment process and specific conditions set out elsewhere in these Open Season documents, BP Pipelines intends to take the necessary steps to implement a new crude oil transportation service between the Chicago area and Cushing on the Viridian Pipeline.

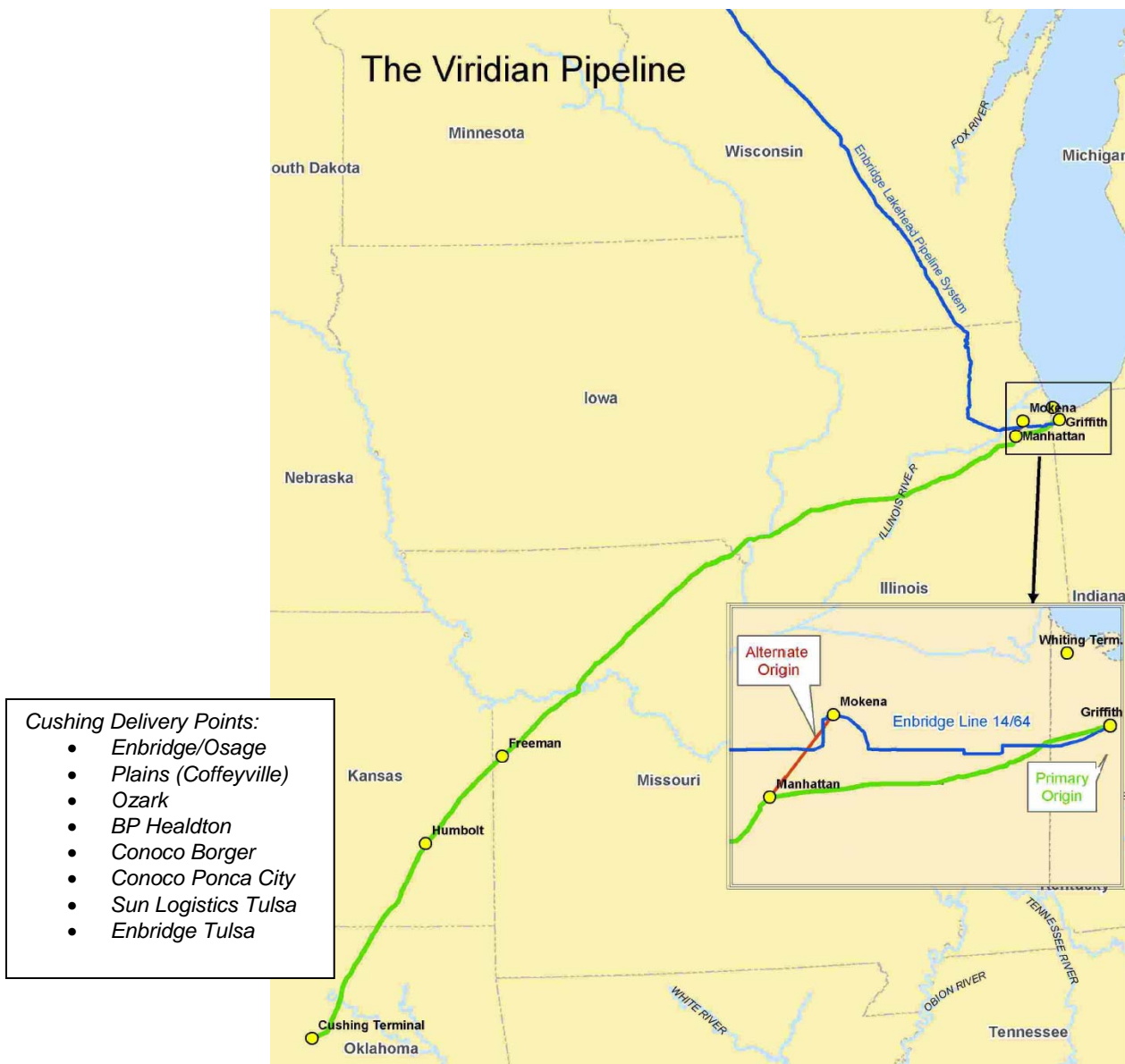
EXISTING SYSTEM

The facilities that will form the basis of the new Viridian Pipeline are existing BP Pipelines' wholly-owned and operated assets currently in northbound service supplying the Chicago area

refiners. The system is comprised of a common carrier 20 to 22-inch, 600-mile long pipeline currently transporting crude oil from Cushing to Chicago.

PROPOSED SYSTEM

Subject to there being sufficient shipper support, BP Pipelines plans to invest the necessary capital and effort to convert existing BP Pipelines assets to a new, southbound crude petroleum transportation service from the Chicago area to Cushing, to be known as the Viridian Pipeline. While the origin point of the system is currently shown as Griffith, Indiana, an alternative origin point at Manhattan, Illinois, is also being considered.



The target in-service date for the Viridian Pipeline is May 2010, but could be as early as fourth quarter 2009. The initial capacity for the pipeline will be at least 100,000 bpd in light Canadian synthetics and conventional crude oil service.

The Viridian Pipeline is expected to be accessible via the Enbridge Energy, Limited Partnership, ("Enbridge Energy") pipeline system. Shippers will pay the relevant rates posted by Enbridge Energy for delivery into and out of Griffith, or Manhattan, which is an alternate origin point for Viridian Pipeline as discussed above. Prospective shippers that commit volumes during this Open Season process will be eligible to benefit from the discounted committed rates that will be charged for transportation service on the Viridian Pipeline to term shippers. The proposed rates are set out in the Open Season documents that are attached hereto.

AVAILABILITY OF TANKAGE

Operating tankage will be available at Cushing and all charges associated with such tankage will be included in the proposed Viridian Pipeline transportation rates. Commercial tankage is also available at Cushing from a number of operators including: Conoco Phillips, STG, Sun, Plains, Teppco, and Enbridge Pipelines (Ozark) L.L.C. Current Cushing storage capacity is approximately 40 million barrels with an additional 10 million barrels proposed to be in service in 2009.

SUPPLY OPTIONS AND MARKETS

Viridian Pipeline will provide access to segregated light Canadian synthetics and conventional crude oils for refiners in the Cushing region and corresponding access to a market for shippers moving crude from the Chicago area and points north. The Cushing market serves a 1 million bpd crude oil market with connectivity to numerous pipeline systems, including Ozark, ConocoPhillips Pipelines, BP Drumright to Healdton, etc. Cushing also serves as a major clearing location for industry trading activities.

POTENTIAL EXPANSION OR NEW SERVICE SCENARIOS

To accommodate projected growth in the availability of low sulfur synthetic crude oils, the capacity of the Viridian Pipeline can be increased to approximately 200,000 bpd in the future. This system expansion will consist of the reactivation of existing pump stations and/or adding

pump stations. Following the Open Season process and startup of Viridian Pipeline, BP Pipelines will consider the possibility and extent of such an expansion.

OPEN SEASON PROCESS

The Open Season will be conducted in two phases, non-binding Phase I and binding Phase II, as further described below.

Prospective shippers should note that once the Open Season has commenced, any changes to the Open Season process, extensions of either Phase I or Phase II, or amendments to any of the Open Season documents will be posted directly to the Website noted below and no further notice may be given except as explicitly provided elsewhere in this Notice.

OPEN SEASON DOCUMENTS

In addition to this 2007 Notice of Open Season, the following documents all form a part of the Open Season package:

- Schedule 1: Transportation Services Agreement ("TSA")
- Schedule 2: Proposed Transportation Rates, Rules and Regulations for Crude Oil Transportation on the Viridian Pipeline
- Schedule 3: Proposed Term Summary Sheet

The Open Season documents will be posted at www.bppipelines.com/OpenSeason ("Website") throughout the Open Season. Prospective shippers are encouraged to download the documents directly from the Website; however, they may also be obtained by contacting the individuals indicated below.

PHASE I – NON-BINDING

During Phase I of the Open Season, interested shippers were invited to comment on the proposed Terms of Transportation and the Proration Policy. Shippers desiring long-term service at the Committed Rate(s) were requested to execute and submit to BP Pipelines completed and signed Expressions of Interest prior to 5:00 p.m. Central Prevailing Time, June 15, 2007.

Phase I of the Open Season closed June 15, 2007.

PHASE II – BINDING COMMITMENTS

On October 3, 2007, Phase II of the Open Season was announced and a final, executable form of a Transportation Service Agreement (TSA), the final version of the Proposed Rules and Regulations, including the Proration Policy, and a revised version of the Notice of Open Season was posted to the Website. The commitment terms available are ten (10) years and fifteen (15) years. The minimum acceptable volume commitment is 5,000 bpd.

The posting of the TSA to the Website, so that it is available to potential shippers for execution, will not constitute an offer by BP Pipelines to provide transportation service, but will enable potential shippers to download, complete, execute and return copies of the TSA to BP Pipelines as to be eligible to receive transportation service at the Committed Rate if the Viridian Pipeline project proceeds and if BP Pipelines executes the TSAs as described below.

Potential shippers must complete, execute and return two (2) copies of the TSA to BP Pipelines as required herein by 5:00 p.m. Central Prevailing Time on November 16, 2007. If a potential shipper does not execute and return TSAs as directed herein, then in the event the Viridian Pipeline project proceeds as described in this Notice and in the Open Season documents, that shipper will not be eligible for transportation service on the Viridian Pipeline at the Committed Rates, regardless of whether that shipper returned an Expression of Interest.

TSAs that have been altered or amended in any way by the shipper, other than by the completion of Appendix A thereto and the insertion of shipper's name, description and notice address therein, may not be executed by BP Pipelines and in the event the Viridian Pipeline project proceeds as described in this Notice and in the Open Season documents, that shipper will not be eligible for transportation service on the Viridian Pipeline at the Committed Rates.

If BP Pipelines determines that the aggregate TSA commitments are less than 90,000 barrels per day or, in its sole discretion determines that the TSA commitments do not justify the Viridian Pipeline project, then BP Pipelines will notify potential shippers by way of a notice posted to the Website and neither the potential shippers nor BP Pipelines will have any further commitments to each other or otherwise in regards to the Viridian Pipeline.

If aggregate volumes committed to in the TSAs exceed the proposed capacity of the Viridian Pipeline, and if the design capacity is not increased by at least a corresponding amount, then the capacity will be allocated on a pro rata basis among those shippers that returned executed TSAs within the specified time and who meet BP Pipelines' creditworthiness requirements. In this instance, shippers will be given the opportunity to confirm their continuing interest to enter into a TSA with a reduced volume commitment.

Phase II will be considered closed at 5:00 p.m. Central Prevailing Time on November 16, 2007.

PHASE II – EXECUTION OF TSA

If, after the close of the Open Season, and in the sole discretion of BP Pipelines, BP decides to proceed with the Viridian Pipeline project, then BP Pipelines will indicate its acceptance of each TSA by executing both copies and returning one copy to the shipper. The TSA, once executed and delivered by both parties, shall constitute a binding agreement, subject to its terms and conditions; however, BP Pipelines is in no way bound to execute the TSAs.

PHASE II – CREDIT QUALIFICATION

Shipper must meet binding Open Season credit requirements provided in the TSA and Tariff Rules and Regulations to be eligible for service at the Committed Rates if the Viridian Pipeline Project proceeds as described in this Notice and the Open Season documents. Shippers not meeting the credit requirements will only be eligible for service at uncommitted rates subject to the pipeline's Rules and Regulations (including the credit requirements stated therein).

VIRIDIAN PROJECT COMPLETION

After the completion of Phase II of the Open Season, if a sufficient level of binding commitments has been received from shippers in the form of executed TSAs, and if BP Pipelines determines, in its sole discretion, that the Viridian Pipeline project has sufficient support from the shipper community and is economic and/or otherwise viable, then subject to satisfactory receipt and acceptance of the necessary authorizations, approvals and permits (including regulatory approval of the proposed service and tariff rate structure and proration policy) and satisfaction of all other contractual obligations or requirements, then BP Pipelines will take steps to complete the Viridian Pipeline project with a target in-service date of May

2010, but could be available as early as Fourth Quarter 2009.

REGULATORY SUPPORT

By executing a TSA, the shipper will indicate its support for the Viridian Pipeline project and will be deemed to have agreed to take such actions as may be reasonably requested to assist in obtaining the necessary regulatory authorizations, including Federal Energy Regulatory Commission (FERC) approval of the proposed tariff rate structure and proration policy.

In addition, the shipper will agree to take no action that could delay consideration and approval of BP Pipelines' applications to the FERC or other authorities in respect of Viridian Pipeline or that could be interpreted as evidence of lack of support for the Viridian Pipeline project as outlined in these Open Season documents.

LIMITATIONS AND RESERVATIONS

These procedures, this Notice and the other Open Season documents are informal marketing documents and they establish no contractual relationship between or among BP Pipelines, or any of its wholly-owned pipelines, subsidiaries or affiliates and any party who receives them.

BP Pipelines is not committing to move forward with the Viridian Pipeline project unless and until BP Pipelines has executed TSAs with shippers, and then, subject to the conditions of the TSAs. BP Pipelines reserves the right to terminate this process at any time up until all of the TSAs returned to BP Pipelines by prospective shippers have been fully executed by both shippers and BP Pipelines.

These procedures are intended to be used solely for the Viridian Pipeline project discussed herein and are not intended to be in lieu of the requirements of the FERC or any other applicable federal and state laws.

SUBMISSION OF EXPRESSIONS OF INTEREST, TSA AND INFORMATION REQUESTS

Prospective shippers on the Viridian Pipeline are advised to review the documents and direct any questions to the individuals indicated below prior to returning a signed TSA.

Completed TSAs must be submitted by 5:00 p.m. Central Prevailing Time November 16, 2007
via email, courier, or hand delivery to:

Mr. John Rasmussen
Manager Business Development
BP Pipelines (North America) Inc.
550 Westlake Park Boulevard, Suite 1114
Houston, Texas 77079
Telephone: (281) 366-6447
Fax: (281) 366-3385
Email: John.Rasmussen@bp.com

Or

Mr. Patrick McGrath
Manager Business Development
BP Pipelines (North America) Inc,
1660 Lincoln Street, Suite 3000
Denver, Colorado 80264
Telephone: (303) 830-3268
Fax: (303) 362-8994
Email: Patrick.McGrath@bp.com