

EXPRESS-PLATTE PIPELINE SYSTEM

A Unit of Spectra Energy Partners
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Lisa A. Connolly

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May 29, 2015

**Filed Electronically
Original via Courier**

Ms. Sheri Young
Secretary of the Board
National Energy Board
517 – 10th Avenue S.W.
Calgary, Alberta T2R 0A8

Dear Ms. Young:

Re: Express Pipeline Ltd. – Increase in Committed tolls

Express Pipeline Ltd. (“Express”) encloses Nation Energy Board (“NEB”) Tariff No. 137, which cancels NEB Tariff No. 134, for filing pursuant to the provisions of Section 60(1)(a) of the *National Energy Board Act*. Express is regulated by the NEB as a Group 2 oil pipeline company.

NEB Tariff No. 137 implements an increase of three percent (3%), effective July 1, 2015, to the tolls applicable to Express’ international joint tariff in connection with Express, Express Pipeline, LLC, and Platte Pipe Line Company, LLC. This international joint tariff has also been filed with the Federal Energy Regulatory Commission under FERC No. 167.6.0.

Express confirms that the enclosed tariff filing will be provided to Express shippers and interested parties.

Please address any questions to Lisa A. Connolly, General Manager of Regulatory Affairs, via email at laconnolly@spectraenergy.com.

Yours truly,

Original signed by

Lisa A. Connolly

Attachment

Express Pipeline LLC

In Connection with

Express Pipeline Ltd.

as the general partner of Express Pipeline Limited Partnership

and

Platte Pipe Line Company, LLC

International Joint and Proportional Term Rate Tariff Governing the Transportation of Petroleum in Common Carrier Service

Governed, except as otherwise provided herein, by the Rules and Regulations published by:

Express Pipeline Ltd., NEB No. [W] ~~135~~ ~~126~~, and successive issues thereof, on file with the National Energy Board, for transportation from Hardisty, Alberta to the International Boundary near Wild Horse, Alberta (Express Pipeline Ltd.'s Rules and Regulations); and

Express Pipeline LLC, FERC No. [W] ~~164.12.0~~ ~~164.11.0~~, and successive issues thereof, for transportation from the International Boundary near Wild Horse, Alberta to Edgar Station, Montana and to Wood River, Illinois (Express Pipeline LLC's Rules and Regulations); and

Platte Pipe Line Company, LLC, FERC No. [W] ~~2.4.0~~ ~~2.3.0~~ and successive issues thereof (Platte Pipe Line Company, LLC's Rules and Regulations).

ISSUED: May 29, 2015

EFFECTIVE: July 1, 2015

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

ISSUED BY:

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| Express Pipeline Ltd, Express Pipeline LLC, and Platte Pipe Line Company, LLC Joint Rates in US dollars per barrel for 3-4 Year Term ^{*, 8} [C] All Rates Remain Unchanged | | | | | | |
|---|---|-------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------------|
| FROM: | TO: | Contract Volumes | Light Petroleum ^{1,3} | Medium Petroleum ^{1,4} | Heavy Petroleum ^{1,5} | Super-Heavy Petroleum ^{1,6} |
| Hardisty, Alberta, Canada | Edgar Station, Carbon County, Montana (Inlet to Silver Tip, ExxonMobil Pipe Line Company) | ≥5,000 bpd ² | [I] 2.1893 | [I] 2.3642 | [I] 2.6708 | [I] 2.7803 |
| | Sinclair Pipeline, Casper, Natrona County, Wyoming | ≥5,000 bpd ² | [I] 2.3078 | [I] 2.4925 | [I] 2.8156 | [I] 2.9309 |
| | Casper, Natrona County, Wyoming (inlet to Platte Pipe Line Company, LLC or CCR Pipeline, LLC) | ≥5,000 bpd ² | [I] 2.4899 | [I] 2.6893 | [I] 3.0374 | [I] 3.1622 |
| | Guernsey, Platte County, Wyoming ⁷ | ≥5,000 bpd ² | [I] 3.0711 | [I] 3.2704 | [I] 3.6184 | [I] 3.7434 |
| | Wood River, Madison County, Illinois | ≥5,000 bpd ² | [I] 4.7074 | [I] 4.9068 | [I] 5.2547 | [I] 5.3797 |

| Express Pipeline Ltd, Express Pipeline LLC, and Platte Pipe Line Company, LLC Joint Rates in US dollars per barrel for 5-9 Year Term ^{*, 8} [C] All Rates Remain Unchanged | | | | | | |
|---|---|-------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------------|
| FROM: | TO: | Contract Volumes | Light Petroleum ^{1,3} | Medium Petroleum ^{1,4} | Heavy Petroleum ^{1,5} | Super-Heavy Petroleum ^{1,6} |
| Hardisty, Alberta, Canada | Edgar Station, Carbon County, Montana (Inlet to Silver Tip, ExxonMobil Pipe Line Company) | ≥5,000 bpd ² | [I] 2.1693 | [I] 2.3427 | [I] 2.6464 | [I] 2.7549 |
| | Sinclair Pipeline, Casper, Natrona County, Wyoming | ≥5,000 bpd ² | [I] 2.2868 | [I] 2.4698 | [I] 2.7900 | [I] 2.9042 |
| | Casper, Natrona County, Wyoming (inlet to Platte Pipe Line Company, LLC or CCR Pipeline, LLC) | ≥5,000 bpd ² | [I] 2.4672 | [I] 2.6648 | [I] 3.0097 | [I] 3.1334 |
| | Guernsey, Platte County, Wyoming ⁷ | ≥5,000 bpd ² | [I] 3.0431 | [I] 3.2406 | [I] 3.5854 | [I] 3.7092 |
| | Wood River, Madison County, Illinois | ≥5,000 bpd ² | [I] 4.6645 | [I] 4.8620 | [I] 5.2069 | [I] 5.3306 |

| Express Pipeline Ltd, Express Pipeline LLC, and Platte Pipe Line Company, LLC Joint Rates in US dollars per barrel for 10-14 Year Term ^{*, 8} [C] All Rates Remain Unchanged | | | | | | |
|---|---|-------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------------|
| FROM: | TO: | Contract Volumes | Light Petroleum ^{1,3} | Medium Petroleum ^{1,4} | Heavy Petroleum ^{1,5} | Super-Heavy Petroleum ^{1,6} |
| Hardisty, Alberta, Canada | Buffalo Station, Fergus County, Montana (Inlet to Buffalo Station)** | ≥5,000 bpd ² | [I] 1.7696** | [I] 1.7696** | [I] 1.7696 | [I] 1.7696 |
| | Edgar Station, Carbon County, Montana (Inlet to Silver Tip, ExxonMobil Pipe Line Company) | ≥5,000 bpd ² | [I] 2.1516 | [I] 2.3235 | [I] 2.6248 | [I] 2.7325 |
| | Sinclair Pipeline, Casper, Natrona County, Wyoming | ≥5,000 bpd ² | [I] 2.2681 | [I] 2.4495 | [I] 2.7671 | [I] 2.8804 |
| | Casper, Natrona County, Wyoming (inlet to Platte Pipe Line Company, LLC or CCR Pipeline, LLC) | ≥5,000 bpd ² | [I] 2.4471 | [I] 2.6430 | [I] 2.9851 | [I] 3.1078 |
| | Guernsey, Platte County, Wyoming ⁷ | ≥5,000 bpd ² | [I] 3.0182 | [I] 3.2141 | [I] 3.5561 | [I] 3.6789 |
| | Wood River, Madison County, Illinois | ≥5,000 bpd ² | [I] 4.6263 | [I] 4.8222 | [I] 5.1642 | [I] 5.2870 |

| Express Pipeline Ltd, Express Pipeline LLC, and Platte Pipe Line Company, LLC Joint Rates in US dollars per barrel for 15-19 Year Term ^{*, 8} [C] All Rates Remain Unchanged | | | | | | |
|---|---|-------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------------|
| FROM: | TO: | Contract Volumes | Light Petroleum ^{1,3} | Medium Petroleum ^{1,4} | Heavy Petroleum ^{1,5} | Super-Heavy Petroleum ^{1,6} |
| Hardisty, Alberta, Canada | Buffalo Station, Fergus County, Montana (Inlet to Buffalo Station)** | ≥5,000 bpd ² | [I] 1.7696** | [I] 1.7696** | [I] 1.7696 | [I] 1.7696 |
| | Edgar Station, Carbon County, Montana (Inlet to Silver Tip, ExxonMobil Pipe Line Company) | ≥5,000 bpd ² | [I] 2.1073 | [I] 2.2756 | [I] 2.5707 | [I] 2.6761 |
| | Sinclair Pipeline, Casper, Natrona County, Wyoming | ≥5,000 bpd ² | [I] 2.2377 | [I] 2.4167 | [I] 2.7301 | [I] 2.8418 |
| | Casper, Natrona County, Wyoming (inlet to Platte Pipe Line Company, LLC or CCR Pipeline, LLC) | ≥5,000 bpd ² | [I] 2.4143 | [I] 2.6076 | [I] 2.9451 | [I] 3.0661 |
| | Guernsey, Platte County, Wyoming ⁷ | ≥5,000 bpd ² | [I] 2.9777 | [I] 3.1710 | [I] 3.5085 | [I] 3.6296 |
| | Wood River, Madison County, Illinois | ≥5,000 bpd ² | [I] 4.5643 | [I] 4.7576 | [I] 5.0951 | [I] 5.2161 |

| Express Pipeline Ltd, Express Pipeline LLC, and Platte Pipe Line Company, LLC Joint Rates in US dollars per barrel for 20 or more Year Term ^{*, 8} [C] All Rates Remain Unchanged | | | | | | |
|--|---|-------------------------|--------------------------------|---------------------------------|--------------------------------|--------------------------------------|
| FROM: | TO: | Contract Volumes | Light Petroleum ^{1,3} | Medium Petroleum ^{1,4} | Heavy Petroleum ^{1,5} | Super-Heavy Petroleum ^{1,6} |
| Hardisty, Alberta, Canada | Buffalo Station, Fergus County, Montana (Inlet to Buffalo Station)** | ≥5,000 bpd ² | [I] 1.7696** | [I] 1.7696** | [I] 1.7696 | [I] 1.7696 |
| | Edgar Station, Carbon County, Montana (Inlet to Silver Tip, ExxonMobil Pipe Line Company) | ≥5,000 bpd ² | [I] 2.0917 | [I] 2.2589 | [I] 2.5517 | [I] 2.6564 |
| | Sinclair Pipeline, Casper, Natrona County, Wyoming | ≥5,000 bpd ² | [I] 2.2050 | [I] 2.3814 | [I] 2.6901 | [I] 2.8002 |
| | Casper, Natrona County, Wyoming (inlet to Platte Pipe Line Company, LLC or CCR Pipeline, LLC) | ≥5,000 bpd ² | [I] 2.3790 | [I] 2.5694 | [I] 2.9020 | [I] 3.0212 |
| | Guernsey, Platte County, Wyoming ⁷ | ≥5,000 bpd ² | [I] 2.9341 | [I] 3.1246 | [I] 3.4572 | [I] 3.5765 |
| | Wood River, Madison County, Illinois | ≥5,000 bpd ² | [I] 4.4976 | [I] 4.6880 | [I] 5.0205 | [I] 5.1398 |

* Indicated Term Rates are available to Committed Shipper that acquired Contracts through the Open Season held between June 5 and August 9 2013.

**All shipments made for delivery to the inlet to Buffalo Station will be subject to the applicable local rate to the inlet to ConocoPhillips Pipe Line Company; in accordance with FERC No. [W] 164.12.0 164.11.0, a discount of \$0.22 per barrel will apply for all monthly shipments of a minimum of 5,000 barrels/day for Light and Medium Petroleum from the inlet to Buffalo Station to the inlet to ConocoPhillips Pipe Line Company.

NOTES:

- ESCALATOR** – Carrier shall have the right, from time to time, at its sole discretion, but no more frequently than once in any Year, and on not less than sixty (60) Days advance written notice to Shipper, to adjust the rates payable under the Petroleum Rate Schedule, provided that the cumulative increase to the rates shall not exceed three percent (3%) per year, from April 1, 2014. Carrier will also have the right to further discount all or some of the rates at levels below the initial or escalator adjusted rates, at its sole discretion.
- VOLUME** – The named rates apply only for Shippers with a Contract Volume specified in Appendix A of the TSA Tendering a minimum of 5,000 bpd on a yearly average, but does not apply to volumes Tendered in excess of contracted amounts specified by Shipper in Appendix A of the TSA.

3. **LIGHT PETROLEUM** – Petroleum having a density up to but not including 876 kilograms per cubic meter (kg/m³) and a viscosity up to but not including 20 square millimeters per second (mm²/s) will be classified as Light Petroleum. Light Petroleum has been assessed no surcharge.
4. **MEDIUM PETROLEUM** – Petroleum having a density from 876 kilograms per cubic meter (kg/m³) up to but not including 904 kg/m³ and a viscosity from 20 up to but not including 100 square millimeters per second (mm²/s) will be classified as Medium Petroleum. Medium Petroleum will be assessed a surcharge of 8%, which is incorporated in the applicable rate found in the Rates section of the Tariff.
5. **HEAVY PETROLEUM** – Petroleum having a density from 904 kilograms per cubic meter (kg/m³) to 927 kg/m³ and viscosity from 100 up to 250 square millimeters per second (mm²/s) will be classified as Heavy Petroleum. Heavy Petroleum has been assessed a surcharge of 22%, which is incorporated in the applicable rate found in the Rates section of the Tariff.
6. **SUPER-HEAVY PETROLEUM** – Petroleum having a density above 927 kilograms per cubic meter (kg/m³) up to and including 940 (kg/m³) and viscosity above 250 up to and including 350 square millimeters per second (mm²/s) will be classified as Super-Heavy Petroleum. Super-Heavy Petroleum has been assessed a surcharge of 27%, which is incorporated in the applicable rate found in the Rates section of the Tariff.
7. **RE-ORIGINATION FEE:** A Shipper that Nominates and Tenders Petroleum for transportation at Hardisty, Alberta, Canada for Delivery to Wood River, Illinois may request that the Carrier Deliver its Petroleum to an intermediate Delivery Point downstream of Casper, Wyoming as identified herein for up to a twenty-four month period. Within that twenty-four month period, the Shipper may Nominate for Delivery of its Petroleum to a final downstream Delivery Point identified herein. The Petroleum will be transported, as soon as feasibly possible subject to operational conditions, and at such time the Shipper will be charged a re-origination fee of \$US 0.1423 per barrel. Nominations for re-origination will be subject to the same specifications, obligations and limitations as initial Nominations under the Platte Pipe Line Company, LLC Rules and Regulations as provided in exception 8 below.
8. **ABANDONMENT FUND SURCHARGE:** There shall be a surcharge on each of the rates of \$0.0113/bbl, effective January 1, 2015.

JOINT ROUTING:

Hardisty to Casper and destinations in Wyoming and Illinois:

Express Pipeline Ltd. – Hardisty, Alberta to International Boundary near Wild Horse, Alberta (Express Canada) connecting to;

Express Pipeline LLC – International Boundary near Wild Horse, Alberta to Casper, Wyoming (Express U.S.) or for further delivery in connection with;

Platte Pipe Line Company, LLC – Casper, Wyoming to Wood River, Illinois.

EXCEPTIONS:

For exceptions to Express Pipeline LLC's Rules and Regulations, Express Pipeline Ltd's Rules and Regulations or Platte Pipe Line Company, LLC's Rules and Regulations, see the following:

1. **Exception to Express Pipeline Ltd.'s Rules and Regulations Item 8, Payment of Tariff Charges and Lien for Unpaid Charges:** The exchange rates, if required, in any transaction will be the average of the daily Bank of Canada exchange rate of the Month when shipments occurred.
2. **Exception to Express Ltd.'s Rules and Regulations Item 21, Renewals:** For the purposes of this international joint tariff, Item 21 is not applicable.
3. **Exception to Express Pipeline LLC's Rules and Regulations Item 2.13, Express Pipeline Ltd.'s Rules and Regulations Item 13, and Platte Pipe Line Company, LLC's Rules and Regulations Item 2.13, Prorationing:** The rights and obligations of Express Pipeline Ltd., Express Pipeline LLC or Platte Pipe Line Company, LLC and the Express Pipeline Shippers, on Express Pipeline, will not be altered or diminished by reason of Express Canada, Express U.S., and Platte Pipe Line Company, LLC having to prorate its capacity. All volumes tendered for delivery to destinations serviced by Platte Pipe Line Company, LLC, will be governed by the Platte Pipe Line Company, LLC's Rules and Regulations, Item 2.13.
4. **Exception to Express Pipeline LLC's Rules and Regulations and Express Pipeline Ltd.'s Rules and Regulations Definition of Delivery Point:** For the purposes of this international joint tariff, all references to Delivery Point(s) in Express Pipeline LLC's Rules and Regulations and Express Pipeline Ltd.'s Rules and Regulations, are changed to show the Delivery Point as the inlet meter(s) at Buffalo Station, Fergus County, Montana.
5. **Exception to Express Pipeline LLC's Rules and Regulations, Item 2.1.5 and Express Pipeline Ltd.'s Rules and Regulations Item 1.5 Definition of Carrier:** "Carrier" will mean Express Pipeline Ltd., Express Pipeline LLC or Platte Pipe Line Company, LLC.
6. **Exception to Express Pipeline LLC's Rules and Regulations, Item 2.6.1, Monthly Nominations:** Express Pipeline Ltd. will receive Nominations on behalf of all Carriers under the conditions set forth in Item 6 of its Rules and Regulations.
7. **Exception to Express Pipeline LLC's Rules and Regulations, Item 2.8.5, and Express Pipeline Ltd.'s Rules and Regulations, Item 6.6, Term Shipper Nominations:** To the extent Shipper Tenders a volume of Petroleum less than the Monthly Volume, Shipper shall pay to Carrier an amount equal to the sum of (i) the product of the volume Tendered

and the Term Rate and (ii) the product of the volume equal to the difference between the Monthly Volume and the volume utilized in (i) above and the greater of the applicable Term Rate for light petroleum deliveries at Casper, Natrona County, WY (Inlet to Platte Pipe Line Company, LLC), and the applicable Term Rate for light petroleum deliveries at the Primary Destination identified by the Shipper in Appendix A of the TSA.

8. **Exception to Express Pipeline LLC's Rules and Regulations, Item 2.12, Force Majeure:** An event of Force Majeure on Platte Pipe Line Company, LLC shall not relieve a Shipper on Express Pipeline LLC from its obligations to Express Pipeline LLC. An event of Force Majeure on Express Pipeline LLC shall not relieve a Shipper on Platte Pipe Line Company, LLC from its obligations to Platte Pipe Line Company, LLC.
9. **Exception to Express Pipeline LLC's Rules and Regulations, Item 2.16, Measurements:** The procedures in Express Pipeline LLC's Rules and Regulations, Item 2.16 will apply to Petroleum while it is being transported on Express Pipeline LLC, but will not apply once such Petroleum is Delivered to Platte Pipe Line Company, LLC.
10. **Applicable Rules and Regulations for transportation of Petroleum Tendered for Re-origination:** At such time as Petroleum is Tendered for re-origination it will be transported, subject to operational conditions, pursuant to the Platte Pipe Line Company, LLC Rules and Regulations.
11. **Application of Rates:** This Tariff applies only to volumes physically Tendered by Shipper at Hardisty, Alberta, and delivered at the Delivery Point(s) named herein by such Shipper. Shipments redirected to Delivery points on Platte Pipe Line Company, LLC pursuant to Item 2.20 of the Express Pipeline LLC's Rules and Regulations, will be charged the applicable local rate on Platte Pipe Line Company, LLC.

NOMINATIONS:

See Express Pipeline Ltd. Rules and Regulations for Nominations information.

EXPLANATION OF REFERENCE MARKS:

- [C] Cancel
- [I] Increase
- [W] Change in wording only