

December 26, 2013

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Mr. Steven King
Executive Director
Washington Utilities and Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504-7250

**Re: Olympic Pipe Line Company
Notice of Affiliated Interest and Financial Transactions**

Dear Mr. King:

Pursuant to the provisions of RCW 81.16.020 and WAC 480-73-190 as well as RCW 81.08 and WAC 480-73-170, Olympic Pipe Line Company ("Olympic") hereby provides notice of the following agreements between and among Olympic and its two shareholders, Enbridge Holdings (Olympic) L.L.C. ("Enbridge") and Arco Midcon LLC ("ARCO"):

- First Amendment to Line of Credit Promissory Note, by and between Olympic and ARCO (the "ARCO Note Amendment"); and
- First Amendment to Line of Credit Promissory Note, by and between Olympic and Enbridge (the "Enbridge Note Amendment").

True and correct verified copies of the ARCO Note Amendment and the Enbridge Note Amendment (together, the "Shareholder Note Amendments") are attached to the Verification of Noel Dike, Olympic's Secretary and Controller, which is attached hereto as Exhibit 1. The Shareholder Note Amendments are to become effective as of December 30, 2013.

The Shareholder Note Amendments relate to pre-existing agreements that Olympic previously submitted to the WUTC, as detailed in Olympic's December 29, 2010 Notice of Affiliated Interest and Financial Transactions, which is attached hereto as Exhibit 2 (the "December 2010 Notice").

As part of the December 2010 Notice, Olympic submitted a verified copy of the Olympic Pipe Line Company Second Amended and Restated Financing Agreement. *See* Exhibit 2. Among other things, the Second Amended and Restated Financing Agreement extended the maturity date for certain pre-existing lines of credit extended to Olympic by ARCO and Enbridge

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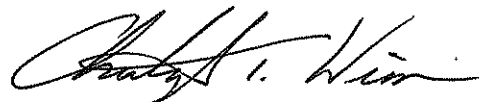
(the "Shareholder Loans"). The Shareholder Loans are evidenced by two Line of Credit Promissory Notes, both dated December 31, 2010 – the "ARCO Note" and the "Enbridge Note."¹

The effect of the Shareholder Note Amendments that are the subject of this Notice is to extend the maturity date of the existing ARCO Note and the Enbridge Note from December 31, 2013 to December 31, 2015. With the exception of this two-year extension of the maturity date for the ARCO Note and the Enbridge Note, the material terms, necessity for, and the benefit to the public flowing from the Second Amended and Restated Financing Agreement, including the Shareholder Loans (as evidenced by the ARCO Note and the Enbridge Note) remain unchanged.

The financial arrangements between and among Olympic and its shareholders that were the subject of Olympic's December 2010 notice – including the credit facility evidenced by the ARCO Note and the Enbridge Note – have proven over the years to be effective at ensuring Olympic has the means to properly maintain and improve its facilities, finance operations, and provide its common carrier services at reasonable rates, all to the benefit of the public.

Sincerely,

GRAHAM & DUNN PC



Christopher T. Wion

Enclosures

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¹ The ARCO Note and the Enbridge Note are attached to the Second Amended and Restated Financing Agreement as Exhibit A and Exhibit B, respectively.