

COLONIAL PIPELINE COMPANY

JOINTLY WITH

BENGAL PIPELINE COMPANY LLC

JOINT RATES TARIFF

APPLYING ON

PETROLEUM PRODUCTS

FROM POINTS IN:	TO POINTS IN:
Louisiana	Alabama, Georgia, Maryland, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee, and Virginia.

Governed, *except* as otherwise provided herein, by Rules and Regulations published in Colonial Pipeline Company's FERC 98.6.0 or reissues thereof.

THE PROVISIONS PUBLISHED HEREIN WILL, IF EFFECTIVE, NOT RESULT IN AN
EFFECT ON THE QUALITY OF THE HUMAN ENVIRONMENT

Rates to destinations in Pennsylvania, New Jersey and New York are in accordance with the FERC's Letter Order issued under Docket No. OR00-3-000 on June 13, 2001 granting Colonial Pipeline Company Market Based Rate Status in these Northeast Markets.

Rates to destinations in Louisiana and Mississippi are in accordance with the FERC's Letter Order issued under Docket No. OR99-5-000 on August 1, 2000 granting Colonial Pipeline Company Market Based Rate Status in these Gulf Coast Markets.

These rates are filed in accordance with 18 CFR 342.3 and in compliance with the Commission's order dated May 15, 2012 under Docket Number RM93-11-000. Market based rates are filed in accordance with the Market Based Rate authority outlined above.

ISSUED: December 21, 2012

EFFECTIVE: February 1, 2013

ISSUED BY
E.H. COOPER, Controller
Colonial Pipeline Company
1185 Sanctuary Parkway, Suite 100
Alpharetta, Georgia 30004

PREPARED BY
[W] ~~Z. Solomon-C. Campbell~~
[W] (678) 762-2288 ~~2495~~

[U] Unchanged. All rates on this page are unchanged, [N] unless otherwise noted.

TABLE OF RATES
Rates in Cents per Barrel of 42 United States Gallons

ITEM	DESTINATION	POINT OF ORIGIN	
		Convent Saint James Parish, Louisiana	Norco Saint Charles Parish, Louisiana
1	State of Alabama		
	Birmingham (Jefferson County)	86.94	102.54
	Birmingham-Helena (Shelby County)	[P] 86.94	[P] 102.54
	Boligee (Greene County)	86.94	102.54
	Oxford (Calhoun County)	95.11	110.71
3	State of Georgia		
	Albany (Dougherty County)	113.00	128.60
	Albany-South (Dougherty County)	113.00	128.60
	Americus (Sumter County)	112.05	127.65
	Athens (Clarke County)	106.92	122.52
	Atlanta-Chattahoochee (Fulton County)	101.87	117.47
	Atlanta-Doraville (DeKalb County)	101.87	117.47
	Atlanta-Wm. B. Hartsfield Atlanta International Airport (Fulton County) (2)	110.16	125.76
	Atlanta-Powder Springs (Cobb County)	101.87	117.47
	Bainbridge (Decatur County)	115.55	131.15
	Griffin (Spaulding County)	105.39	120.99
	Lookout Mountain-Chattanooga (Walker County)	108.31	123.91
	Macon (Bibb County)	108.31	123.91
	Macon-South (Bibb County)	108.31	123.91
	Rome (Floyd County)	104.40	120.00
5	State of Maryland		
	Baltimore-North (Baltimore City)	135.77	151.37
	Baltimore-South (Baltimore City)	135.77	151.37
	Baltimore-Baltimore-Washington International Airport (Anne Arundel County) (2)	144.10	159.70
	Baltimore-Curtis Bay (Anne Arundel County)	135.77	151.37
7	State of Mississippi		
	Collins (Covington County)	61.88	77.48
	Collins (Covington County)	[P] 61.88	[P] 77.48
	Meridian (Lauderdale County)	71.80	87.40
9	State of New Jersey		
	Linden (Union County)	181.80	197.40
	Linden-Buckeye (Union County)	[P] 181.80	[P] 197.40
	Newark-Sun (Essex County)	[P] 181.80	[P] 197.40
	Pennsauken (Camden County)	174.97	190.57
	Trenton (Mercer County)	176.48	192.08
	Woodbury (Gloucester County)	174.97	190.57
	[N] <u>Woodbury - Buckeye/Malvern (Gloucester County) (4)</u>	[P][N] <u>174.97</u>	[P] <u>190.57</u>

[U] Unchanged. All rates on this page are unchanged

TABLE OF RATES
Rates in Cents per Barrel of 42 United States Gallons

ITEM	DESTINATION	POINT OF ORIGIN	
		Convent Saint James Parish, Louisiana	Norco Saint Charles Parish, Louisiana
11	State of New York		
	Gulfport-Linden (Richmond County)	181.80	197.40
	Gulfport (Richmond County)	[P] 181.80	[P] 197.40
	Port Mobil-Linden (Richmond County)	181.80	197.40
13	State of North Carolina		
	Apex (Wake County)	126.49	142.09
	Charlotte/Charlotte Douglas Airport (Mecklenburg County)	115.28	130.88
	Fayetteville (Cumberland County)	128.47	144.07
	Piedmont Triad (Greensboro) Airport (Guilford County) (2)	149.33	164.93
	Greensboro (Guilford County)	119.18	134.78
	Raleigh-Durham Airport (Wake County) (2)	134.80	150.40
	Selma (Johnston County)	128.47	144.07
15	State of Pennsylvania		
	Booth (Delaware County)	[P] 174.97	[P] 190.57
	Philadelphia-Fort Mifflin (Philadelphia County)	[P] 174.97	[P] 190.57
	Philadelphia-Girard Point (Philadelphia County)	174.97	190.57
	Philadelphia-Point Breeze (Philadelphia County)	174.97	190.57
17	State of South Carolina		
	Belton (Anderson County)	110.05	125.65
	North Augusta (Edgefield County)	114.78	130.38
	Spartanburg (Spartanburg County)	112.72	128.32
19	State of Tennessee		
	Chattanooga (Hamilton County)	108.31	123.91
	Chattanooga-Moccasin Bend (Hamilton County)	108.31	123.91
	Knoxville (Knox County)	113.00	128.60
	Knoxville-East (Knox County)	113.00	128.60
	Nashville (Davidson County)	114.78	130.38
	Nashville-East (Davidson County)	114.78	130.38
	Nashville International Airport (Davidson County) (3)	114.78	130.38
21	State of Virginia		
	Bull Run (Prince William County)	132.92	148.52
	Dulles International Airport (Fairfax County) (3)	132.92	148.52
	Fairfax (Fairfax County)	132.92	148.52
	Norfolk (City of Chesapeake)	131.25	146.85
	Norfolk-Hill (City of Chesapeake)	131.25	146.85
	Norfolk-South (City of Chesapeake)	131.25	146.85
	Norfolk-Craney Island (City of Portsmouth)	131.25	146.85
	Richmond (City of Richmond)	126.61	142.21
	Richmond-Maury (City of Richmond)	126.61	142.21
	Richmond-Ruffin (City of Richmond)	126.61	142.21
	Roanoke (Bedford County)	127.82	143.42
	Yorktown (James City County)	131.25	146.85
	Yorktown (York County)	131.25	146.85
	Yorktown DFSP (York County)	131.25	146.85

Routing: Bengal Pipeline Company LLC from Convent, Louisiana and Norco, Louisiana to all Colonial Pipeline Company destinations in Alabama, Georgia, Maryland, Mississippi, New Jersey, New York, North Carolina, Pennsylvania, South Carolina, Tennessee and Virginia.

For explanation of Abbreviations and Reference Marks not found hereon, see last page of tariff.

[U] Unchanged. All rates on this page are unchanged.

TABLE OF RATES

Rates in Cents per Barrel of 42 United States Gallons

Item 300	VOLUME INCENTIVE PROGRAM ON BARRELS AT CONVENT, LOUISIANA			
	Origin	Destination	Annual Monthly Average Minimum Volume Threshold (bpd)	Origin Point Volume Incentive Discount
	Convent Saint James Parish, LA	To all points in Alabama, Georgia, Maryland, Mississippi, New Jersey New York, North Carolina, Pennsylvania, South Carolina, Tennessee, and Virginia	1-105,000 bpd 105,001+ bpd	9.14 cpb discount 12 cpb discount
		See Note (A)	See Note (B)	See Notes (A & B)
	(A)	APPLICABLE DESTINATIONS - See Items 1, 3, 5, 7, 9, 11, 13, 15, 17, 19 and 21 of FERC [W] 100.6.0 <u>100.7.0</u> or reissues thereof. The volume incentive discount will be deducted from each of the rates cited in the items above.		
	(B)	ELIGIBILITY - Any shipper who commits to a 10 year minimum volume agreement of 105,000 barrels per day.		
Item 301	VOLUME INCENTIVE PROGRAM ON BARRELS AT NORCO, LOUISIANA			
	Origin	Destination	Annual Monthly Average Minimum Volume Threshold (bpd)	Origin Point Volume Incentive Discount
	Norco Saint Charles Parish, LA	To all points in Alabama, Georgia, Maryland, Mississippi, New Jersey New York, North Carolina, Pennsylvania, South Carolina, Tennessee, and Virginia	1-95,000 bpd 95,001 -110,000 bpd 110,001 + bpd	23 cpb discount 26 cpb discount 28 cpb discount
		See Note (A)	See Note (B)	See Notes (A & B)
	(A)	APPLICABLE DESTINATIONS - See Items 1, 3, 5, 7, 9, 11, 13, 15, 17, 19 and 21 of FERC [W] 100.6.0 <u>100.7.0</u> or reissues thereof. The volume incentive discount will be deducted from each of the rates cited in the items above.		
	(B)	ELIGIBILITY - Any shipper who commits to a 10 year minimum volume agreement of 95,000 barrels per day. Discount applies only to volumes moved by a shipper in the base capacity of Bengal Pipeline Co., LLC's (Bengal's) 24 inch pipeline. Bengal's 24 inch pipeline base capacity is 250,000 barrels per day.		

TABLE OF RATES

Rates in Cents per Barrel of 42 United States Gallons

For Exceptions to Colonial Pipeline Company's Rules and Regulations Tariff FERC 98.6.0 or reissues thereof, see the following:

Exception to Item 5, Definitions:

"Carrier" means Colonial Pipeline Company.

"Originating Carrier" means Bengal Pipeline Company LLC.

"Shipment" means a volume of Petroleum Product offered to Originating Carrier at a point of origin for transportation through Originating Carrier's and Carrier's system to designated delivery locations.

"Tender" as herein used, means a nomination by a Shipper to the Originating Carrier of a stated quantity and grade of Petroleum Products for transportation from the specified origin in Louisiana to the specified destination at the exchange point of Baton Rouge, Louisiana in accordance with these rules.

Exception to Item 35, Origin and Destination Facilities:

For purposes of the joint movements in origin and destination Items of this FERC 100.6.0 or reissues thereof, all of Item 35, FERC 98.6.0 or reissues thereof, is applicable, except as noted below:

Transit Privilege - At the request of the shipper, Petroleum Products may be stopped in-transit at Baton Rouge for storage, provided:

- (a) No backhaul by Originating Carrier is involved.
- (b) Shipper has provided storage facilities for receiving deliveries at Baton Rouge, LA at pressures and volumetric flow levels required by the Originating Carrier and Carrier.
- (c) Shipper has provided adequate pumping and other equipment to redeliver the Petroleum Products to Originating Carrier or Carrier at Baton Rouge, LA at pressure and flow rates established by Originating Carrier or Carrier, respectively.
- (d) When the Petroleum Products are reshipped from the Baton Rouge, LA storage, transportation charges for the continued movements shall be on the through rates from point of origin to final destination in effect on date of original shipment under this joint tariff and in accordance with Carrier's standard invoicing procedures and the provisions of paragraph (h) herein.
- (e) Upon delivery of the Petroleum Products into Baton Rouge, LA storage, the custody and possession of the Petroleum Products shall be that of the shipper and not that of the Originating Carrier or Carrier, and neither the Originating Carrier or Carrier shall be liable for loss and/or damage to such Petroleum Products while in storage.
- (f) A complete record shall be kept by shipper at Baton Rouge, LA of all shipments to be accorded transit privileges, under this joint tariff, supplements thereto or reissues thereof, and such records shall be kept open to inspection by representatives of the Originating Carrier and Carrier. Shipper requesting transit privileges shall submit to Original Carrier and Carrier a recap of inbound deliveries within thirty (30) days of the date of such deliveries.
- (g) Shipments forwarded from Baton Rouge, LA storage will be checked against the Originating Carrier's inbound records, and when all the volume covered by any one delivery is reshipped, such delivery receipt shall be cancelled for the purpose of this item, and further shipment against it will not be permitted.
- (h) Shipment must be tendered for re-forwarding from Baton Rouge, LA storage within twelve (12) months from the date of inbound movements into Baton Rouge, LA storage as indicated on the delivery records. If all or any part of a shipment covered by an inbound delivery receipt is not reshipped from Baton Rouge, LA storage within twelve (12) months, or if this joint tariff, supplements thereto or reissues thereof, is cancelled prior to the forwarding storage, of the product from Baton Rouge, LA such volume will be cancelled for the purpose of this item and transportation under this joint tariff, and said volume will be reconsigned to Originating Carrier's Convent, LA to Baton Rouge, LA local tariff which is in effect at the time the volume is re-consigned. Such volume will be for further movement in interstate commerce.

TABLE OF RATES

Rates in Cents per Barrel of 42 United States Gallons

For Exceptions to Colonial Pipeline Company's Rules and Regulations Tariff FERC 98.6.0 or reissues thereof, see the following:
(continued)

Exception to Item 75, Delivery Adjustments:

For purposes of the joint movements in origin and destination Items of this FERC [W] ~~400.6.0~~ 100.7.0 or reissues thereof, all of Item 75, FERC 98.6.0 or reissues thereof, is applicable, except as noted below:

- (a) Originating Carrier shall account to each shipper for all Petroleum Products received at the origin in Louisiana and delivered at the exchange point of Baton Rouge, Louisiana for further movement in interstate commerce. Any overage or shortage, not due to the negligence of Originating Carrier, shall be settled with each shipper by the Originating Carrier for such Petroleum Products received at the Louisiana origin and delivered at the exchange point above, as provided for in Originating Carrier's FERC 18.3.0 Item 75 or reissues thereof.

Petroleum Products quantities transported will be adjusted to allow for inherent losses, including but not limited to shrinkage, evaporation, interface losses and other losses. Pipeline loss adjustments will be made on the basis of total quantities transported.

- (b) Carrier shall account to each shipper for all Petroleum Products received from Originating Carrier at the exchange point of Baton Rouge, Louisiana and delivered at the Colonial destinations as published herein in origin and destination Items of this FERC [W] ~~400.6.0~~ 100.7.0 or reissues thereof, for further movement in interstate commerce as provided for in Item 75, FERC [W] ~~400.6.0~~ 100.7.0 or reissues thereof.

Exception to Item 90, Proration of Pipeline Capacity:

For purposes of the joint movements in origin and destination Items of this FERC [W] ~~400.6.0~~ 100.7.0 or reissues thereof, all of Item 90, FERC 98.6.0 or reissues thereof, is applicable, except as noted below:

When there shall be Tendered to Originating Carrier, for transportation, more Petroleum Products than can be immediately transported in interstate commerce on the line segment from the origin in Louisiana to the exchange point in Baton Rouge, Louisiana, the transportation furnished by Originating Carrier shall be apportioned among Shippers on an equitable basis. The line segment referred to herein will be prorated separately if necessary.

ITEM 350 CHARLOTTE DOUGLAS AIRPORT VOLUME INCENTIVE PROGRAM

(A) PROGRAM PERIOD

The Program Period begins July 1, 2012, and expires June 30, 2013, unless otherwise extended or cancelled.

(B) APPLICABLE ORIGINS AND DESTINATIONS

See Item 13, FERC [W] ~~400.6.0~~ 100.7.0 or reissues thereof.

Points of Origin	Destination	Discount Rates
Convent (St. James Parish), LA Norco (St. Charles Parish), LA	Charlotte/Charlotte Douglas Airport, (Mecklenburg County), NC (2)	105.28 120.88

(C) ELIGIBILITY

Any Shipper who delivers a minimum of 200,000 barrels of aviation kerosene to Charlotte/Charlotte Douglas Airport within the Program Period is eligible for the rate incentive on volumes of aviation kerosene delivered in excess of that minimum, as specified in Item 350(B). The volumes delivered to Charlotte/Charlotte Douglas Airport via Carrier's local rates tariff, FERC 99.8.0, or reissues thereof, and volumes delivered to Charlotte/Charlotte Douglas Airport via Carrier's joint rates tariff with Bengal Pipeline Company LLC, FERC [W] ~~400.6.0~~ 100.7.0, or reissues thereof, cumulatively apply towards the minimum volume threshold of 200,000 barrels.

ITEM 360 ATLANTA HARTSFIELD AIRPORT VOLUME INCENTIVE PROGRAM

(A) PROGRAM PERIOD:

The Program Period begins July 1, 2012 and expires June 30, 2013, unless otherwise extended or cancelled.

(B) APPLICABLE ORIGINS AND DESTINATIONS:

See Items 3, FERC 100.6.0 or reissues thereof.

<u>Points of Origin</u>	<u>Destination</u>	<u>Tier 1 Discount Rates</u>	<u>Tier 2 Discount Rates</u>
Convent (St. James Parish), LA Norco (St. Charles Parish), LA	Atlanta-Wm. B. Hartsfield Atlanta International Airport (Fulton County), GA (2)	98.16 113.76	92.16 107.76

(C) TIER 1 ELIGIBILITY

Any shipper who delivers a minimum of 200,000 barrels of aviation kerosene to Atlanta-Wm. B. Hartsfield Atlanta International Airport within the Program Period is eligible for the rate incentive on volumes of aviation kerosene delivered in excess of that minimum, as specified in Item 360(B). Volumes delivered to Atlanta-Wm. B. Hartsfield Atlanta International Airport via Carrier's local rates tariff, FERC [W] ~~99.8.0~~ 99.9.0, or reissues thereof, and volumes delivered to Atlanta-Wm. B. Hartsfield Atlanta International Airport via Colonial's joint rates tariff with Bengal Pipeline Company LLC, FERC [W] ~~100.6.0~~ 100.7.0, or reissues thereof, cumulatively apply towards the minimum volume threshold of 200,000 barrels.

(D) TIER 2 ELIGIBILITY

Any shipper who delivers a minimum of 2,000,000 barrels of aviation kerosene to Atlanta-Wm. B. Hartsfield Atlanta International Airport within the Program Period is eligible for the rate incentive on volumes of aviation kerosene delivered in excess of that minimum, as specified in Item 360(B). Volumes delivered to Atlanta-Wm. B. Hartsfield Atlanta International Airport via Carrier's local rates tariff, FERC [W] ~~99.8.0~~ 99.9.0, or reissues thereof, and volumes delivered to Atlanta-Wm. B. Hartsfield Atlanta International Airport via Colonial's joint rates tariff with Bengal Pipeline Company LLC, FERC [W] ~~100.6.0~~ 100.7.0, or reissues thereof, cumulatively apply towards the minimum volume threshold of 2,000,000 barrels.

ITEM 365 NASHVILLE AIRPORT VOLUME INCENTIVE PROGRAM

(A) PROGRAM PERIOD:

The Program Period begins July 1, 2012 and expires June 30, 2013, unless otherwise extended or cancelled.

(B) APPLICABLE ORIGINS AND DESTINATIONS:

See Items 19, FERC 100.6.0 or reissues thereof.

<u>Points of Origin</u>	<u>Destination</u>	<u>Tier 1 Discount Rates</u>	<u>Tier 2 Discount Rates</u>
Convent (St. James Parish), LA Norco (St. Charles Parish), LA	Nashville International Airport (Davidson County), TN (3)	102.78 118.38	96.78 112.38

(C) TIER 1 ELIGIBILITY

Any shipper who delivers a minimum of 200,000 barrels of aviation kerosene to Nashville International Airport within the Program Period is eligible for the rate incentive on volumes of aviation kerosene delivered in excess of that minimum, as specified in Item 365(B). Volumes delivered to Nashville International Airport via Carrier's local rates tariff, FERC [W] ~~99.8.0~~ 99.9.0, or reissues thereof, and volumes delivered to Nashville International Airport via Colonial's joint rates tariff with Bengal Pipeline Company LLC, FERC [W] ~~100.6.0~~ 100.7.0, or reissues thereof, cumulatively apply towards the minimum volume threshold of 200,000 barrels.

For explanation of Abbreviations and Reference Marks not found hereon, see last page of tariff.

(D) TIER 2 ELIGIBILITY

Any shipper who delivers a minimum of 2,000,000 barrels of aviation kerosene to Nashville International Airport within the Program Period is eligible for the rate incentive on volumes of aviation kerosene delivered in excess of that minimum, as specified in Item 365(B). Volumes delivered to Nashville International Airport via Carrier's local rates tariff, FERC [W] ~~99.8.0~~ 99.9.0, or reissues thereof, and volumes delivered to Nashville International Airport via Colonial's joint rates tariff with Bengal Pipeline Company LLC, FERC [W] ~~100.6.0~~ 100.7.0, or reissues thereof, cumulatively apply towards the minimum volume threshold of 2,000,000 barrels.

ABBREVIATIONS AND REFERENCE MARKS

[P]	Applicable only as a proportional rate on traffic destined to points beyond on connecting carriers.
[U]	Unchanged Rate
[W]	Change in wording only
[C]	Cancel
[N]	New
bpd	Barrels per Day
cpb	Cents per Barrel
DFSP	Defense Fuel Supply Point
FERC	Federal Energy Regulatory Commission
(1)	Limited to movement of petroleum oil distillates.
(2)	Limited to movement of fungible aviation kerosenes. Service includes usage of special carrier-provided filtration.
(3)	Limited to movement of fungible aviation kerosenes.
[N] (4)	<u>Limited to interstate movement of Petroleum Products via connecting carrier to Malvern (Chester County) Pennsylvania.</u>