

**DESTIN PIPELINE COMPANY, L.L.C.'S
WRITTEN PROCEDURES FOR ABIDING BY THE FEDERAL
ENERGY REGULATORY COMMISSION'S STANDARDS OF CONDUCT**

Destin Pipeline Company, L.L.C. ("Destin") has implemented these Written Procedures to ensure compliance with the Federal Energy Regulatory Commission's ("FERC") Standards of Conduct for Transmission Providers issued in Order No. 717 (the "Standards of Conduct"). These Written Procedures are effective as of November 26, 2008.

Destin is 2/3 owned by Amoco Destin Pipeline Company, an indirect subsidiary of BP p.l.c. ("BP"), and 1/3 owned by Enbridge Offshore (Destin) L.L.C. ("Enbridge"), an indirect subsidiary of Enbridge (U.S.) Inc. BP Pipelines (North America) Inc. ("BP Pipelines") operates Destin. Because of its ownership structure, Destin is affiliated with both BP subsidiaries and Enbridge subsidiaries that engage in Marketing Functions.¹

BP and Enbridge have worked together to ensure that Destin complies with the Standards of Conduct. This includes collaborating to ensure that (i) the proper separation of employees takes place; (ii) the appropriate employees are trained; (iii) an adequate record-keeping system is operational and maintained; and (iv) the required postings are made on Destin's website.

I. Commitment to FERC Regulatory Compliance.

Destin is committed to abiding by all applicable FERC rules and regulations, including the Standards of Conduct. Destin has established, and will maintain, the training and risk control systems specified in these Written Procedures to operate in compliance with the Standards of Conduct.

II. BP Pipelines Chief Compliance Officer.

Destin has designated Mitchell D. Jones as "BP Pipelines Chief Compliance Officer" ("CCO"). The CCO is the contact for all Standards of Conduct compliance issues and is responsible for implementing these Written Procedures.

The CCO's responsibilities include the following:

- Addressing internal and external FERC regulatory compliance issues related to the Standards of Conduct.
- Maintaining any information and documentation reflecting compliance issues and their resolution.

¹ Terms used in these Written Procedures have the same meaning as used in the Standards of Conduct.

- Overseeing the posting of information on the Destin website to ensure compliance with applicable FERC rules and regulations.
- Maintaining the written log detailing any waivers of tariff provisions that Destin grants in favor of its affiliates.
- Maintaining contemporaneous detailed written records documenting the implementation of these Written Procedures.
- Overseeing the Standards of Conduct training program, ensuring that all Transmission Function Employees, Marketing Function Employees, officers, directors, supervisory employees, and any other “employees likely to become privy to Transmission Function Information”² who are subject to the Standards of Conduct’s annual training requirements are identified and receive the required training from Destin or an affiliate, and updating the training program as necessary.

The CCO’s contact information is as follows:

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III. General Training.

Destin has provided Standards of Conduct training, as well as copies of these Written Procedures, to all of its Transmission Function Employees, officers, directors, supervisory employees, and any other employees likely to become privy to Transmission Function Information.³ For purposes of this training requirement, Transmission Function Employees are those who actively and personally engages on a day-to-day basis in the planning, directing, organizing or

² This category includes engineers, maintenance and field workers, shared support employees (such as accounting, legal, risk management, human resources, information technology or regulatory compliance personnel) who are not Transmission or Marketing Function Employees but who may have access to Destin’s Transmission Function Information, including Transmission Customer information.

³ Destin itself does not have any employees. Instead, BP Pipelines and certain BP business units assign employees to work on Destin matters. When using the phrase “employees, agents, contractors, and consultants,” these Written Procedures are capturing all personnel who work on Destin-related matters. This includes BP Pipelines and certain business unit personnel assigned to Destin matters, officers and directors overseeing Destin operations, and third-party personnel who perform services for Destin (such as outside consultants who provide services for Destin). None of the employees assigned to Destin are Marketing Function Employees.

carrying out of day-to-day transmission operations, including the granting and denying of transmission service requests. Destin has also created a link on its website to the Standards of Conduct.

The CCO is responsible for working with Destin's affiliates to identify all of their employees who are subject to the Standards of Conduct's annual training requirements (*i.e.*, Marketing Function Employees, officers, directors, supervisory employees, and any other employees likely to become privy to Transmission Function Information). For purposes of this training requirement, Marketing Function Employees are those who actively and personally engage on a day-to-day basis in the sale of natural gas for resale in interstate commerce, or the submission of offers to sell natural gas in interstate commerce.

Destin's affiliates are responsible for training all such employees to ensure that they observe and understand the Standards of Conduct. The CCO is also responsible for following up with Destin's affiliates to ensure that all these employees complete the required training and receive copies of these Written Procedures.

All personnel trained in the Standards of Conduct have either signed an affidavit or have certified electronically to the CCO that they (i) have received training and (ii) will not act as a conduit for disclosing non-public Transmission Function Information (including confidential Transmission Customer information) to any Marketing Function Employee.

Specifically, Destin uses, and will continue to use, the procedures listed below to ensure that all requisite employees are properly trained. The CCO is responsible for overseeing the training program, ensuring compliance with the training program, and updating the training program as necessary.

A. Current Employees.

1. Identifying Employees who Need to be Trained.

Destin has reviewed its personnel lists and has identified all of its Transmission Function Employees, officers, directors, supervisory employees, and any other employees likely to become privy to Transmission Function Information. The CCO has also followed up with Destin's affiliates to identify all of their employees that require training (*i.e.*, all Marketing Function Employees, as well as any officers, directors, supervisory employees, and any other employees likely to become privy to Transmission Function Information).

2. Destin Uses an On-Line Training Program and Requires Employees to Pass a Test Certifying Understanding of the Standards of Conduct.

Destin has developed an on-line, interactive training program that explains the Standards of Conduct. After completing the training program, all trainees are required to pass a test on the Standards of Conduct to confirm their understanding of the material. Destin's affiliates are responsible for administering the required training to all of their employees who are subject to the Standards of Conduct's annual training requirements.

Once the trainee has passed the test, the trainee is prompted to sign an affidavit or submit an electronic certification certifying that he/she has (i) received training in the Standards of

Conduct, (ii) passed the accompanying test, and (iii) committed to abide by the Standards of Conduct in the future.

3. Enbridge Employees

BP Pipelines' personnel operate Destin on a day-to-day basis. Therefore, the majority of those who need to be trained are BP employees, agents, contractors, or consultants. Such personnel must complete the Destin training module and sign an affidavit or submit an electronic certification, as discussed above.

Some Enbridge personnel also have access to Destin's Transmission Function Information as a result of Enbridge's ownership interest in Destin. Because Enbridge has its own Standards of Conduct training program, Enbridge personnel are required to participate in Enbridge's training program and provide the CCO with verification that they have received the proper training. For all personnel identified by Enbridge as requiring training in the Standards of Conduct, Enbridge has provided the CCO with the appropriate verifications of such training.

4. The CCO is Responsible for Proper Record-Keeping.

The CCO has collected, and will retain, these affidavits and electronic certifications as a record detailing Destin's compliance with the Standards of Conduct's annual training requirements.

B. Future Employees.

1. New Employees Must Comply with the Training Requirements.

Any new employees assigned to Destin who are subject to the Standards of Conduct's annual training requirements must complete the on-line training program and sign the accompanying affidavit or provide the electronic certification within the first thirty (30) days of their employment. In addition, all such employees will receive copies of these Written Procedures.

The CCO will work with Destin affiliates to identify any of their new employees who are subject to the Standards of Conduct's annual training requirements and to ensure that all such employees complete the on-line training program and sign the accompanying affidavit or provide the electronic certification within the first thirty (30) days of their employment. These employees will also receive copies of these Written Procedures.

2. Identifying New Employees who Need to be Trained.

When any employee joins BP Pipelines, the CCO will determine whether training is required. In order to ensure that all requisite employees receive the proper training, the CCO will periodically obtain from BP Pipelines' Human Resources group an up-to-date list of all employees working on Destin-related matters. The CCO will be responsible for determining whether any of these employees have access to Transmission Function Information, including Transmission Customer information.

In addition, the CCO will periodically obtain from the Human Resources and other groups responsible for BP Pipelines and its affiliates an up-to-date list of any employees who are subject to the Standards of Conduct's annual training requirements (*i.e.*, Marketing Function Employees, as well as any officers, directors, supervisory employees, and any other employees likely to become privy to Transmission Function Information).

Periodically, the CCO will compare the up-to-date lists of employees with the list of training affidavits and electronic certifications to determine if any employees have not completed the required training. Any employees of Destin or an affiliate found not to have completed the training program will be required to undergo training and sign the affidavit confirming that they have been trained (or certify electronically to the CCO that they have been trained) and agree to abide by the Standards of Conduct.

C. Updating The Training Program.

The CCO will be responsible for periodically reviewing the training program to ensure that the training program is up-to-date with recent FERC decisions and regulations.

IV. Non-Discrimination.

A. General Non-Discrimination Requirements.

Destin will process all similar requests for Transmission Service in the same manner and within the same period of time.

Destin will not, through its tariff or otherwise, give preference to an affiliate over any other Transmission Customer in matters relating to the sale of purchase of Transmission Service (including, but not limited to, issues of price, curtailment, reliability, priority, or balancing).

B. Tariff Provisions.

Destin will strictly enforce all provisions in its tariff relating to the sale of open access Transmission Service, if the tariff provisions do not permit the use of discretion.

For those tariff provisions that do permit the use of discretion, Destin will implement those provisions in a fair and impartial manner that treats all Transmission Customers in a non-discriminatory manner.

V. Independent Functioning Rule.

A. General Rule.

Except in emergency circumstances affecting system reliability,⁴ Destin's Transmission Function Employees function independently from its affiliates' Marketing Function Employees.⁵ As required by the Standards of Conduct, Destin has identified its Transmission Function Employee positions and posted a list of the job titles and job descriptions on its website.

B. Separation of Functions.

To ensure that Transmission Function Employees function independently of Marketing Function Employees, Destin does not permit any Marketing Function Employees to conduct Transmission Functions or to have access to the system control center or similar facilities used for transmission operations that differs in any way from the access available to other, non-affiliated Transmission Customers. Destin also does not permit Transmission Function Employees to conduct Marketing Functions.

In addition, Destin takes the following steps to ensure that Marketing Function Employees do not have preferential access (*i.e.*, access that differs in any way from that available to other, non-affiliated Transmission Customers) to (i) Destin's transmission-related facilities or (ii) any of Destin's non-public Transmission Function Information, including confidential Transmission Customer information:

1. **Marketing Function Employees Will Not Have Preferential Access To Destin's Transmission-Related Facilities.**

Marketing Function Employees do not have access to the system control center or any similar facilities used for transmission operations or reliability functions that differs in any way from that available to other, non-affiliated Transmission Customers.

(A) *List of Transmission-Related Facilities.*

Destin's system control center is located at BP Pipelines' Tulsa Control Center. There are also compressor stations at Pascagoula, Mississippi and Sand Hill, Mississippi. Of the two compressor stations, only the Pascagoula station houses Destin employees.

(B) *Measures Taken to Secure Transmission-Related Facilities.*

⁴ In the event of an emergency that requires deviation from the Standards of Conduct, Destin has developed a form that must be completed and sent to the CCO. The CCO is responsible for retaining the proper records detailing the circumstances surrounding the emergency and Destin's response.

⁵ Destin currently does not have any Marketing Function Employees.

Entrance to Destin's transmission-related facilities is secured, regulated by entry devices, or guarded by security personnel, and only employees with the requisite clearance may enter Destin's transmission-related facilities. Destin has prohibited Marketing Function Employees from having access to such facilities that differs in any way from that available to other, non-affiliated Transmission Customers.

2. Marketing Function Employees Will Not Have Preferential Access To Non-Public Transmission Function Information.

Marketing Function Employees will not have access to any of Destin's non-public Transmission Function Information, including confidential Transmission Customer information, that differs in any way from that available to other, non-affiliated Transmission Customers. Marketing Function Employees will have access only to the same information that is available to other Destin customers.

(A) Facilities Containing Non-Public Transmission Function Information.

Destin has offices in Houston, Texas; Tulsa, Oklahoma; and a field office in Pascagoula, Mississippi.

Both Destin and its affiliates that engage in Marketing Functions have offices in the same Houston complex. However, Destin's offices are located in a separate building on a separate floor and access to those offices is controlled by secure card-keys. Marketing Function Employees do not have access to Destin's floor or offices that differs in any way from that available to other, non-affiliated Transmission Customers.

The Tulsa and Pascagoula facilities house Destin's transmission-related facilities. Marketing Function Employees do not have access to those facilities that differs in any way from that available to other, non-affiliated Transmission Customers.

(B) IT Systems Containing Transmission Function Information.

Destin ensures that Marketing Function Employees do not have access to any IT systems (hardware or software) containing Destin's non-public Transmission Function Information, including confidential Transmission Customer information.

Destin has password protected its own IT systems to ensure that Marketing Function Employees cannot access these systems. All requests for access to Destin's gas pipeline information must go through, and be approved by, the manager of gas control and business systems.

3. Periodic Review of Procedures To Ensure Compliance with Standards Of Conduct.

In compliance with the Standards of Conduct, Destin will periodically review its procedures to ensure that (i) during normal business hours, no Marketing Function Employees will have unescorted access to the transmission areas in Destin's facilities; (ii) during non-

business hours, access cards will not enable Marketing Function Employees to have access to the transmission areas of Destin’s facilities; and (iii) that non-affiliated persons will be treated in the same manner.

In addition, the CCO will review all matters relating to access to Destin’s non-public Transmission Function Information, including confidential Transmission Customer information. This includes:

- Updating and maintaining the list of all existing facilities that contain Destin’s non-public Transmission Function Information;
- Ensuring that Marketing Function Employees do not have access to such facilities that differs in any way from that available to other, non-affiliated Transmission Customers; and
- Monitoring the installation of new IT systems or upgrades to existing IT systems to ensure compliance with the Standards of Conduct.

C. Senior Management

Destin may share non-public Transmission Function Information, including confidential Transmission Customer information, with officers, directors, and other supervisory personnel employed or retained by its affiliates, provided that these individuals are not themselves Marketing Function Employees and do not act as a conduit to disclose such information to Marketing Function Employees.

VI. No Conduit Rule.

Destin and all employees of Destin and its affiliates are prohibited from disclosing non-public Transmission Function Information, including confidential Transmission Customer information, to Marketing Function Employees.

VII. Transparency Rule and Posting Requirements.

A. Prohibited Disclosures and Contemporaneous Posting Requirements.

As required by the Standards of Conduct, if non-public Transmission Function Information (other than confidential Transmission Customer information or Critical Energy Infrastructure Information (“CEII”)) is disclosed to a Marketing Function Employee in violation of the No Conduit Rule, Destin will immediately post such information on its website.

If confidential Transmission Customer information or CEII is improperly disclosed to a Marketing Function Employee, Destin will immediately post a notice of such disclosure on its website.

To facilitate this process, Destin has developed written guidelines for reporting any unauthorized information disclosure. In the event of an unauthorized disclosure, the form is to be completed immediately and sent to the CCO, who will be responsible for ensuring that the information or notice of the prohibited disclosure is contemporaneously posted on the website.

The CCO will also be responsible for investigating the reason for the unauthorized disclosure, taking steps to rectify the situation, and putting procedures in place to prevent similar occurrences in the future.

B. Voluntary Disclosure of Non-Affiliated Transmission Customer Information.

A non-affiliated Transmission Customer may voluntarily consent in writing to allow Destin to share the customer's information with Marketing Function Employees. Such authorization must be posted on Destin's website, along with a statement verifying that Destin did not provide any preference, either operational or rate-related, in exchange for the consent. To facilitate this process, Destin has developed written guidelines for obtaining the non-affiliated Transmission Customer's consent and a form that should be completed by the Transmission Customer to verify its consent. In addition, Destin has developed a form that is to be completed if the information is actually shared with Marketing Function Employees. This will enable Destin to keep track of which Marketing Function Employees received the information. Copies of both forms must be sent to the CCO for record-keeping purposes.

Destin is not required to disclose contemporaneously to all Transmission Customers information relating solely to a Marketing Function Employee's specific request for transmission service.

C. Permitted Exchanges of Operational Information.

Notwithstanding the restrictions of the Independent Functioning Rule and the No Conduit Rule, Transmission Function Employees and Marketing Function Employees may exchange information necessary to maintain or restore operation of Destin's transmission system. Destin must make a contemporaneous record of the exchange (except in emergency circumstances, in which case a record must be made as soon as practicable after the fact). Destin will retain the record for a period of five years and will make any such records available to FERC upon request. To facilitate this process, a copy of each such record shall be sent to the CCO for record-keeping purposes within seven (7) business days after it is made.

D. Posting Requirements.

Destin has complied, and will continue to comply, with the Standards of Conduct's posting requirements and with Part 284 of FERC's regulations. Destin will update any information that is required to be posted pursuant to the Standards of Conduct within seven (7) business days of any change and post the date on which the information was updated.

1. Affiliates That Employ or Retain Marketing Function Employees.

Destin has posted on its website the names and addresses of all its affiliates that employ or retain Marketing Function Employees.

2. Shared Facilities.

Destin has posted on its website a complete list of the employee-staffed facilities that are shared by Transmission Function Employees and Marketing Function Employees. This list includes a description of the types of facilities shared and the addresses of the facilities.

3. Mergers.

Destin will post on its website the names and addresses of potential merger partners as affiliates that may employ or retain Marketing Function Employees within seven (7) days after the potential merger is announced.

4. Transmission Function Employees.

Destin has posted on its website the job titles and job descriptions of its Transmission Function Employees.

5. Employee Transfers.

Destin will post on its website a notice of any transfer of a Transmission Function Employee to a position as a Marketing Function Employee, or any transfer of a Marketing Function Employee to a position as a Transmission Function Employee. This notice will include the name of the transferring employee, the respective titles held while performing each function (*i.e.*, as a Transmission Function Employee and as a Marketing Function Employee), and the effective date of the transfer. This information will be posted for ninety (90) days. Destin fully understands FERC's prohibition of "cycling" employees between a Transmission Provider and affiliates with Marketing Function Employees.

6. Waivers.

Destin will post on its website a notice of each waiver of a tariff provision that it grants in favor of an affiliate within one (1) business day of the waiver, except for waivers approved by FERC. Destin will maintain a written log of any such waivers, which it will make available to FERC upon request. To facilitate this process, Destin has developed a form that must be completed when the waiver is granted. This form must be sent to the CCO or his designee, who is responsible for ensuring that the log is updated. Destin will retain records of each waiver for a period of five years from the date of such waiver.

E. CCO Responsibilities for Posted Information.

The CCO is responsible for the following:

- Updating the listing of affiliates that employ or retain Marketing Function Employees, shared employee-staffed facilities, and Transmission Function Employee job titles and job descriptions;

- Coordinating with the proper BP entity to ensure that the CCO is notified of any potential merger partners within seven (7) business days after the announcement of the potential merger; and
- Coordinating with the Human Resources department to notify the CCO of an employee transfer within seven (7) business days after the effective date of the transfer.

Destin will update the required website postings within seven (7) business days of such change. In addition, the CCO will be responsible for the following:

- Reviewing a complete employee listing from the Human Resources department; and
- Determining if the Destin website's postings are accurate by comparing them to the updated listings.

These reports will allow Destin to update the postings on its website in the event the review shows that some changes were not reflected when they occurred. They are not intended to replace the near real-time posting of changes.

VIII. Separate Books and Records.

Destin will maintain its books of accounts and records separately from those of its affiliates. These books and records will be available for FERC inspection.

IX. Document Retention.

In addition, Destin will keep records demonstrating its compliance with the Standards of Conduct. The CCO is responsible for:

- Maintaining the records and affidavits and electronic certifications demonstrating that all required employees have been trained in the Standards of Conduct;
- Maintaining the documentation showing periodic review of the security of facilities, software, and databases, and if necessary, maintaining documentation explaining changes implemented to restrict access to Destin's non-public Transmission Function Information, including confidential Transmission Customer information; and
- Retaining all records relating to Destin's compliance with the Standards of Conduct for five years, or as otherwise provided by Parts 201 and 225 of FERC's regulations. This will include copies of all postings on Destin's website.