

ENBRIDGE PIPELINES (FSP) L.L.C. (FLANAGAN SOUTH PIPELINE SYSTEM)

IN CONNECTION WITH

ENBRIDGE PIPELINES INC.

AND

ENBRIDGE ENERGY, LIMITED PARTNERSHIP

INTERNATIONAL JOINT RATE TARIFF

FROM POINTS IN THE PROVINCES OF ALBERTA, SASKATCHEWAN AND MANITOBA

TO

POINTS IN THE STATE OF TEXAS

The rates listed in this tariff are subject to the Rules and Regulations published by:

Enbridge Pipelines Inc. NEB Tariff No. **[W]** 438 426, or successive issues thereof, for transportation within Canada;

Enbridge Energy, Limited Partnership FERC Tariff No. **[W]** 41.15.0 41.14.0 or successive issues thereof, for transportation within the United States; and

Enbridge Pipelines (FSP) L.L.C. FERC Tariff No. 1.6.0, or successive issues thereof, for transportation within the United States.

[C] Issued pursuant to the FERC Order on Petition for Declaratory Order dated February 28, 2014 (Docket No. OR14-5-000).

[N] Filed in compliance with 18 CFR 341.3 (Form of tariff).

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

ISSUED: November 28, 2018 EFFECTIVE: January 1, 2019

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The rates listed in this tariff are payable in United States currency and are applicable on the international movement of Crude Petroleum tendered to Enbridge Pipelines Inc. at established receiving points in Canada for the purpose of transportation on the Flanagan South Pipeline System in the United States.

RATES:

Rates set forth apply to transportation from the receipt point to the delivery point for a given volume tier. The Joint Committed Rate for Committed Volumes payable by a shipper at any time shall be based on its then current Committed Volume.

Commodities shall be classified on the basis of the density and viscosity of such commodities at the time of receipt by Enbridge Pipelines Inc. and assessed a transportation rate as listed in the transportation rate tables below. Density shall be based on 15°C. Viscosity shall be based on Enbridge Pipelines Inc.'s reference line temperature at the time of receipt. Where the density of a commodity falls within the density range of one commodity classification and the viscosity of the commodity falls within the viscosity range of another commodity classification, then the commodity shall be deemed to be in the commodity classification with the higher transportation rate.

LIGHT CRUDE PETROLEUM (LIGHT) – A commodity having a density from 800 kg/m³ up to but not including 876 kg/m³ and a viscosity from 2 mm²/s up to but not including 20 mm²/s will be classified as Light Crude Petroleum.

MEDIUM CRUDE PETROLEUM (MEDIUM) – A commodity having a density from 876 kg/m³ up to but not including 904 kg/m³ and a viscosity from 20 mm²/s up to but not including 100 mm²/s will be classified as Medium Crude Petroleum.

HEAVY CRUDE PETROLEUM (HEAVY) – A commodity having a density from 904 kg/m³ to 940 kg/m³ inclusive and a viscosity from 100 up to and including 350 mm²/s will be classified as Heavy Crude Petroleum.

TANKAGE: Tankage charges incurred on Enbridge Pipelines Inc. or Enbridge Energy, Limited Partnership are included in the committed joint rates. For the applicable Tankage charges for the uncommitted rates in Canada and the United States, refer to Enbridge Pipelines Inc.'s NEB Tariff No. [W] 440 420, Enbridge Pipelines Inc.'s NEB RT Tariff No. [W] 18-2 18-1, and Enbridge Energy, Limited Partnership's FERC Tariff No. [W] 43.28.0 43.25.0, and successive issues thereof.

LOSS ALLOWANCE: Enbridge Pipelines Inc. shall deduct 1/20th of 1% of the volumes of Crude Petroleum received into its facilities to cover loss due to shrinkage and evaporation incident to transportation on the Carrier's facilities. Enbridge Energy, Limited Partnership and Enbridge Pipelines (FSP) L.L.C. will deduct loss allowance according to their respective Rules and Regulations.

NOTES:

The transportation rates include abandonment surcharges pursuant to NEB MH-001-2013 Reasons for Decision and Order MO-030-2014.

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JOINT ROUTING:

Receipt points in the provinces of Alberta, Saskatchewan and Manitoba to delivery points in the state of Texas.

Enbridge Pipelines Inc. – Edmonton or Hardisty, Alberta; Kerrobert or Regina, Saskatchewan; Cromer, Manitoba to the International Border near Gretna, Manitoba, connecting to;

Enbridge Energy, Limited Partnership – International Border near Neche, North Dakota to Flanagan, Illinois, connecting to;

Flanagan South Pipeline System – Flanagan, Illinois to ECHO Terminal (Harris County), Texas; Seaway Freeport (Brazoria County), Texas; Phillips 66 Refinery Sweeny (Brazoria County), Texas; or Beaumont/Port Arthur, Texas.

INTERNATIONAL JOINT TRANSPORTATION RATES FOR ENBRIDGE PIPELINES INC., ENBRIDGE ENERGY, LIMITED PARTNERSHIP AND FLANAGAN SOUTH PIPELINE SYSTEM

[U] All rates on this page are unchanged.

1st OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹

LIGHT CRUDE PETROLEUM TO ALL DELIVERY POINTS 2

		From					
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba	
10 Years	99,999 or less	\$6.4855	\$6.2417	\$6.1326	\$5.9146	\$5.6479	
15 Years	49,999 or less	\$6.2264	\$5.9825	\$5.8735	\$5.6556	\$5.3887	
15 Years	50,000 +	\$6.0190	\$5.7753	\$5.6663	\$5.4482	\$5.1814	

1st OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹

MEDIUM CRUDE PETROLEUM TO ALL DELIVERY POINTS ²

				From		
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	99,999 or less	\$7.2169	\$6.9540	N/A	N/A	\$6.2143
15 Years	49,999 or less	\$6.9578	\$6.6949	N/A	N/A	\$5.9553
15 Years	50,000 +	\$6.7505	\$6.4875	N/A	N/A	\$5.7479

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[U] All rates on this page are unchanged.

1st OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹

HEAVY CRUDE PETROLEUM TO ALL DELIVERY POINTS 2

				From		
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	99,999 or less	\$7.6153	\$7.3197	\$7.2313	\$6.7750	\$6.3319
15 Years	49,999 or less	\$7.3562	\$7.0606	\$6.9723	\$6.5158	\$6.0728
15 Years	50,000 +	\$7.1489	\$6.8532	\$6.7649	\$6.3086	\$5.8655

2nd OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹ LIGHT CRUDE PETROLEUM TO ALL DELIVERY POINTS ²

	From					
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$7.0971	\$6.8532	\$6.7441	\$6.5262	\$6.2593
10 Years	50,000 - 99,999	\$6.9209	\$6.6770	\$6.5679	\$6.3500	\$6.0831
15 Years	49,999 or less	\$6.7239	\$6.4801	\$6.3711	\$6.1531	\$5.8862
15 Years	50,000 - 99,999	\$6.4129	\$6.1692	\$6.0602	\$5.8420	\$5.5753
20 Years	50,000 - 99,999	\$6.1539	\$5.9100	\$5.8009	\$5.5830	\$5.3161

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[U] All rates on this page are unchanged.

2nd OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹ MEDIUM CRUDE PETROLEUM TO ALL DELIVERY POINTS ²

		From				
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$7.8633	\$7.5947	N/A	N/A	\$6.7465
10 Years	50,000 - 99,999	\$7.6816	\$7.4161	N/A	N/A	\$6.5679
15 Years	49,999 or less	\$7.4819	\$7.2164	N/A	N/A	\$6.3682
15 Years	50,000 – 99,999	\$7.1350	\$6.8696	N/A	N/A	\$6.0320
20 Years	50,000 - 99,999	\$6.9039	\$6.6384	N/A	N/A	\$5.7903

2nd OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹ HEAVY CRUDE PETROLEUM TO ALL DELIVERY POINTS ²

	From					
Term	Volume (barrels per day)	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$8.3405	\$8.0408	\$7.9514	\$7.4888	\$7.0397
10 Years	50,000 - 99,999	\$8.1618	\$7.8622	\$7.7728	\$7.3101	\$6.8610
15 Years	49,999 or less	\$7.9622	\$7.6625	\$7.5731	\$7.1105	\$6.6613
15 Years	50,000 - 99,999	\$7.6154	\$7.3157	\$7.2262	\$6.7637	\$6.3251
20 Years	50,000 - 99,999	\$7.3842	7.0846	\$6.9951	\$6.5325	\$6.0833

[D] All rates on this page have decreased unless otherwise noted.

UNCOMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL ¹ TO ALL DELIVERY POINTS ²					
	From				
Crude Type	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
Light Crude	8.6765	8.1736	7.9234	7.4218	7.0595
Medium Crude	8.9502	8.4278	N/A	N/A	7.2264
Heavy Crude	9.4297	8.8731	8.5692	7.9595	7.5191

¹In addition to the rates set forth in all tables above, a separate charge of **[U]** \$0.4346 per barrel will be assessed for power on Enbridge Pipelines (FSP) L.L.C. As per subsection 6.02 of the TSA, the power charge is recalculated annually, on a forward-looking basis, to true-up for the actual power costs and throughputs in the previous year and to reflect the projected power costs and throughputs for the current year.

ECHO Terminal (Harris County), Texas; Seaway Freeport (Brazoria County), Texas; Phillips 66 Refinery Sweeny (Brazoria County), Texas; Beaumont/Port Arthur, Texas

EXCEPTIONS:

For exceptions to Enbridge Pipelines Inc. Rules and Regulations, Enbridge Energy, Limited Partnership Rules and Regulations, and Enbridge Pipelines (FSP) L.L.C. Rules and Regulations, see the following:

- 1) Exception to Enbridge Pipelines Inc. Rules and Regulations NEB No. [W] 438 426, or successive issues thereof, Rule 7 and Enbridge Energy, Limited Partnership Rules and Regulations FERC No. [W] 41.15.0 41.14.0, or successive issues thereof, Item 7 (a). For the purposes of this international joint tariff, Enbridge Pipelines (FSP) L.L.C. shall charge a Shipper the rate for the transportation of Crude Petroleum that is in effect on the date of receipt at the designated Receipt Point on Enbridge Pipelines (FSP) L.L.C. for such Crude Petroleum.
- 2) Exception to Enbridge Pipelines (FSP) L.L.C. Rules and Regulations No. 1.6.0, or successive issues thereof, Rule 4(a)(iv). For the purposes of this international joint tariff, volume that has been accepted for transportation on Enbridge Pipelines Inc. or Enbridge Energy, Limited Partnership will be deemed to have met the Observed Viscosity specification on Enbridge Pipelines (FSP) L.L.C.
- 3) Exception to Enbridge Pipelines (FSP) L.L.C. Rules and Regulations No. 1.6.0, or successive issues thereof, Rule 17(d). A Shipper's Binding Nomination will be reduced by

² Delivery points:

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any volume that Shipper demonstrates, directly and solely as a result of apportionment on either Enbridge Pipelines Inc. or Enbridge Energy, Limited Partnership, was not delivered to Flanagan, Illinois.

Symbols:

[C] – Cancel [D] – Decrease

[**N**] – New

[U] – Unchanged rate [W] – Change in wording only

Appendix A

Justification For Joint Transportation Rates Between ENBRIDGE PIPELINES INC., ENBRIDGE ENERGY, LIMITED PARTNERSHIP and ENBRIDGE PIPELINES (FSP) L.L.C.

Light, Medium and Heavy Crude Petroleum Rates are in U.S. dollars per barrel unless otherwise specified

Step 1: Convert Enbridge Pipelines Inc. local tolls contained in NEB No. 440 and Enbridge Energy Limited Partnership local rates contained in FERC No. 43.28.0 from \$CAD/m to \$CAD/bbl

	ENBRIDGE PIPELINES INC.				
Lo	ocal Tolls Tariff -	NEB No. 440			
	(\$CAD/r	n³)			
Delivery to Int	ernational Bord	er near Gretna,	<u>Manitoba</u>		
	(A1) (A2) (A3)				
Receipt Point	Light Crude	Medium Crude	Heavy Crude		
	(\$CAD/m ³)	(\$CAD/m ³)	(\$CAD/m ³)		
Edmonton	\$20.8240	\$22.2230	\$24.6720		
Hardisty	\$16.6400	\$17.8650	\$20.0120		
Kerrobert	\$14.4550	N/A	\$17.3580		
Regina \$10.0710 N/A \$12.0330					
Cromer	\$6.9100	\$7.3690	\$8.1790		

(B)
Conversion
Factor
(m³) to (bbl)
6.289811
6.289811
6.289811
6.289811
6.289811

ENBRIDGE PIPELINES INC.			
	Local Tolls Tariff - NEB	No. 440	
	(\$CAD/bbl)		
Delivery to In	ternational Border ne	ar Gretna, Manitoba	
(A1) / (B) = (C1) (A2) / (B) = (C2) (A3) / (B) = (C3)			
Light Crude Medium Crude		Heavy Crude	
(\$CAD/bbl)	(\$CAD/bbl)	(\$CAD/bbl)	
\$3.3108	\$3.5332	\$3.9225	
\$2.6455	\$2.8403	\$3.1817	
\$2.2982	N/A	\$2.7597	
\$1.6012 N/A \$1.9131			
\$1.0986	\$1.1716	\$1.3004	

ENBRIDGE ENERGY, LIMITED PARTNERSHIP					
Loca	l Rates Tariff - Fl	ERC No. 43.28.0			
	(\$US/m	n³)			
	To Flanagan	, Illinois			
	(A4) (A5) (A6)				
Receipt Point	Light Crude	Medium Crude	Heavy Crude		
	(\$US/m ³)	(\$US/m ³)	(\$US/m ³)		
Border near					
Neche, North	Vorth				
Dakota	\$11.6283	\$12.4974	\$14.0221		

	(B)
Co	nversion
	Factor
(m) to (bbl)
6	.289811

ENBRIDGE ENERGY, LIMITED PARTNERSHIP								
Local Rates Tariff - FERC No. 43.28.0								
	(\$US/bbl)							
Border near	Border near Neche, North Dakota To Flanagan, Illinois							
(A4) / (B) = (D1)	(A5) / (B) = (D2) (A6) / (B) = (D3)							
Light Crude	Medium Crude	Heavy Crude						
(\$US/bbl)	(\$US/bbl)	(\$US/bbl)						
\$1.8488 \$1.9869 \$2.2293								

Step 2: Convert Enbridge Pipelines Inc. local tolls contained in NEB No. 440 from \$CAD/bbl to \$US/bbl

ENBRIDGE PIPELINES INC.									
Lo	Local Tolls Tariff - NEB No. 440								
	(\$CAD/l	obl)							
Delivery to International Border near Gretna, Manitoba									
	(C1) (C2) (C3)								
	Medium Crude	Heavy Crude							
Receipt Point	Receipt Point								
	(\$CAD/bbl)	(\$CAD/bbl)	(\$CAD/bbl)						
Edmonton	\$3.3108	\$3.5332	\$3.9225						
Hardisty	\$2.6455	\$2.8403	\$3.1817						
Kerrobert	\$2.2982	N/A	\$2.7597						
Regina \$1.6012 N/A \$1.9131									
Cromer \$1.0986 \$1.1716 \$1.3004									

(E)
conversion
/400 T (1.11)
(\$CAD/bbl) to
(\$US/bbl)
0.75
0.75
0.75
0.75
0.75

ENBRIDGE PIPELINES INC.								
	Local Tolls Tariff - NEB No. 440							
	(\$US/bbl)							
Delivery to International Border near Gretna, Manitoba								
(C1) * (E) = F1	(C1) * (E) = F1							
Light Crude	Light Crude Medium Crude Heavy Crude							
(\$US/bbl) (\$US/bbl) (\$US/bbl)								
\$2,4831	\$2.6499	\$2.9419						
\$1.9841	\$2.1302	\$2.3863						
\$1.7237 N/A \$2.0698								
\$1.2009	\$1.2009 N/A \$1.4348							
\$0.8240	\$0.8787	\$0.9753						

Step 3: Calculate the sum of the local tolls/rates by summing the Enbridge Pipelines Inc. local tolls from NEB No. 440, the Enbridge Energy, Limited Partnership local rates from FERC No. 43.28.0 and the Enbridge Pipelines (FSP) L.L.C. local rate from FERC No. 2.6.0.

Sum Of Local Rates				
ENBRIDGE ENERGY, LIMITED PARTNERSHIP	ENBRIDGE			

	ENBRIDGE PI	PELINES INC.		ENBRIDGE ENERGY, LIMITED PARTNERSHIP ENBRIDGE PIPELINES (FSP) L.L.C		Sum of the Local Light	Sum of the Local	Sum of the Local		
			Local Rate Tariff - FERC No. 2.6.0		Medium Crude Rates	Heavy Crude Rates				
	(F1)	(F2)	(F3)	(D1)	(D2)	(D3)	(H)	(F1)+(D1)+(H) = (J1)	(F2)+(D2)+(H) = (J2)	(F3)+(D3)+(H) = (J3)
Delivery to	Delivery to International Border near Gretna, Manitoba		, Manitoba	From the International Border near Neche, North Dakota to Flanagan, Illinois			From Flanagan, Illinois to Delivery Points 1	To Delivery Points ¹		
Receipt Point	Light Crude	Medium Crude	Heavy Crude	Light Crude	Medium Crude	Heavy Crude	Polits	Light Crude	Medium Crude	Heavy Crude
Receipt Point	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)
Edmonton	\$2.4831	\$2.6499	\$2.9419	\$1.8488	\$1.9869	\$2.2293	\$4.6485	\$8.9804	\$9.2853	\$9.8197
Hardisty	\$1.9841	\$2.1302	\$2.3863	\$1.8488	\$1.9869	\$2.2293	\$4.6485	\$8.4814	\$8.7656	\$9.2641
Kerrobert	\$1.7237	N/A	\$2.0698	\$1.8488	N/A	\$2.2293	\$4.6485	\$8.2210	N/A	\$8.9476
Regina	\$1.2009	N/A	\$1.4348	\$1.8488	N/A	\$2.2293	\$4.6485	\$7.6982	N/A	\$8.3126
Cromer	\$0.8240	\$0.8787	\$0.9753	\$1.8488	\$1.9869	\$2.2293	\$4.6485	\$7.3213	\$7.5141	\$7.8531

Note 1: Delivery Points include the following locations:

ECHO Terminal (Harris County), Texas; Seaway Freeport (Brazoria County), Texas; Phillips 66 Refinery Sweeny (Brazoria County), Texas;

Beaumont/Port Arthur, Texas

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Appendix A - Worksheet Supporting ENBRIDGE PIPELINES (FSP) L.L.C. NEB No. 439 & FERC No. 3.17.0

Uncommitted Rates

Sum of the Local Rates ¹			IJT Joint Rates per NEB No. 439 & FERC No. 3.17.0 1			Discount Resulting from Joint Rates					
					ncommitted R	ates	•				
	(J1)	(J2)	(13)	(AA1)	(AA2)	(AA3)	(AA1) - (J1) = (BB1)	(AA1) - (J1) = (BB1) (AA2) - (J2) = (BB2) (AA3) - (J3) = (BB3)			
Receipt Point	Light Crude	Medium Crude	Heavy Crude	Light Crude	Medium Crude	Heavy Crude	Light Crude	Medium Crude	Heavy Crude		
	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)	(\$US/bbl)		
Edmonton	\$8.9804	\$9.2853	\$9.8197	\$8.6765	\$8.9502	\$9.4297	(\$0.3039)	(\$0.3351)	(\$0.3900)		
Hardisty	\$8.4814	\$8.7656	\$9.2641	\$8.1736	\$8.4278	\$8.8731	(\$0.3078)	(\$0.3378)	(\$0.3910)		
Kerrobert	\$8.2210	N/A	\$8.9476	\$7.9234	N/A	\$8.5692	(\$0.2976)	N/A	(\$0.3784)		
Regina	\$7.6982	N/A	\$8.3126	\$7.4218	N/A	\$7.9595	(\$0.2764)	N/A	(\$0.3531)		
Cromer	\$7.3213	\$7.5141	\$7.8531	\$7.0595	\$7.2264	\$7.5191	(\$0.2618)	(\$0.2877)	(\$0.3340)		

Note 1: Local tolls for transportation of Light, Medium and Heavy Crude Petroleum from Enbridge Pipelines Inc. receipt points to the following locations:

ECHO Terminal (Harris County), Texas;

Seaway Freeport (Brazoria County), Texas;

Phillips 66 Refinery Sweeny (Brazoria County), Texas;

Beaumont/Port Arthur, Texas

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