



**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. 443, or successive issues thereof, for transportation within Canada;

Enbridge Energy, Limited Partnership FERC Tariff No. 41.16.0 or successive issues thereof, for transportation within the United States; and

Enbridge Pipelines (FSP) L.L.C. FERC Tariff No. 1.7.0, or successive issues thereof, for transportation within the United States.

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

The rates in this tariff are expressed in U.S. dollars.

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: October 30, 2019

EFFECTIVE: December 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 **[W]** CER Tariff No. 454 ~~NEB Tariff No. 448~~, Enbridge Pipelines Inc.'s NEB RT Tariff No. 19-1, and Enbridge Energy, Limited Partnership's FERC Tariff No. 43.31.0, 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.

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 POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	99,999 or less	\$6.5856	\$6.3381	\$6.2276	\$6.0065	\$5.7357
15 Years	49,999 or less	\$6.3225	\$6.0749	\$5.9645	\$5.7434	\$5.4725
15 Years	50,000 +	\$6.1119	\$5.8645	\$5.7540	\$5.5328	\$5.2620

1st OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹ MEDIUM CRUDE PETROLEUM TO ALL DELIVERY POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	99,999 or less	\$7.3285	7.0615	N/A	N/A	\$6.3110
15 Years	49,999 or less	\$7.0653	\$6.7984	N/A	N/A	\$6.0479
15 Years	50,000 +	\$6.8548	\$6.5878	N/A	N/A	\$5.8373

[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 POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	99,999 or less	\$7.7331	\$7.4329	\$7.3434	\$6.8803	\$6.4304
15 Years	49,999 or less	\$7.4699	\$7.1698	\$7.0804	\$6.6171	\$6.1673
15 Years	50,000 +	\$7.2594	\$6.9592	\$6.8698	\$6.4066	\$5.9567

2nd OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹						
LIGHT CRUDE PETROLEUM						
TO ALL DELIVERY POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$7.2068	\$6.9592	\$6.8486	\$6.6276	\$6.3567
10 Years	50,000 – 99,999	\$7.0278	\$6.7802	\$6.6697	\$6.4487	\$6.1777
15 Years	49,999 or less	\$6.8278	\$6.5802	\$6.4698	\$6.2487	\$5.9778
15 Years	50,000 – 99,999	\$6.5119	\$6.2645	\$6.1541	\$5.9327	\$5.6620
20 Years	50,000 – 99,999	\$6.2489	\$6.0013	\$5.8907	\$5.6697	\$5.3988

[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 POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$7.9849	\$7.7122	N/A	N/A	\$6.8515
10 Years	50,000 – 99,999	\$7.8004	\$7.5308	N/A	N/A	\$6.6701
15 Years	49,999 or less	\$7.5976	\$7.3280	N/A	N/A	\$6.4673
15 Years	50,000 – 99,999	\$7.2453	\$6.9758	N/A	N/A	\$6.1258
20 Years	50,000 – 99,999	\$7.0106	\$6.7410	N/A	N/A	\$5.8804

2nd OPEN SEASON COMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹						
HEAVY CRUDE PETROLEUM						
TO ALL DELIVERY POINTS²						
Term	Volume (barrels per day)	From				
		Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
10 Years	49,999 or less	\$8.4696	\$8.1653	\$8.0748	\$7.6052	\$7.1492
10 Years	50,000 – 99,999	\$8.2881	\$7.9839	\$7.8934	\$7.4237	\$6.9678
15 Years	49,999 or less	\$8.0854	\$7.7811	\$7.6906	\$7.2210	\$6.7649
15 Years	50,000 – 99,999	\$7.7332	\$7.4289	\$7.3383	\$6.8688	\$6.4235
20 Years	50,000 – 99,999	\$7.4984	7.1942	\$7.1036	\$6.6340	\$6.1779

[U] All rates on this page have increased unless otherwise noted.

UNCOMMITTED INTERNATIONAL JOINT RATES IN U.S. DOLLARS PER BARREL¹					
TO ALL DELIVERY POINTS²					
Crude Type	From				
	Edmonton, Alberta	Hardisty, Alberta	Kerrobert, Saskatchewan	Regina, Saskatchewan	Cromer, Manitoba
Light Crude	9.1861	8.6605	8.3916	7.8524	7.4629
Medium Crude	9.4666	8.9212	N/A	N/A	7.6350
Heavy Crude	9.9580	9.3780	9.0545	8.4056	7.9368

¹In addition to the rates set forth in all tables above, a separate charge of [U] \$0.4649 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.

² Delivery points:

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. 443, or successive issues thereof, Rule 7 and Enbridge Energy, Limited Partnership Rules and Regulations FERC No. 41.16.0, 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. 1.7.0, 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. 1.7.0, or successive issues thereof, Rule 17(d). A Shipper's Binding Nomination will be reduced by

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:

[I] - Increase

[U] – Unchanged Rate

[W] – Change in wording only

Appendix A - Worksheet Supporting ENBRIDGE PIPELINES (FSP) L.L.C. CER No. 456 & FERC No. 3.19.0

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 CER No. 454 and Enbridge Energy Limited Partnership local rates contained in FERC No. 43.31.0 from \$CAD/m³ to \$CAD/bbl

ENBRIDGE PIPELINES INC. Local Tolls Tariff - CER No. 454 (\$CAD/m ³)			
Delivery to International Border near Gretna, Manitoba			
	(A1)	(A2)	(A3)
Receipt Point	Light Crude (\$CAD/m ³)	Medium Crude (\$CAD/m ³)	Heavy Crude (\$CAD/m ³)
Edmonton	\$29.2900	\$31.2910	\$34.7960
Hardisty	\$24.0320	\$25.7850	\$28.8590
Kerrobert	\$20.7950	N/A	\$24.9500
Regina	\$14.3050	N/A	\$17.1090
Cromer	\$9.6200	\$10.2770	\$11.4380

(B)
Conversion Factor (m ³) to (bbl)
6.289811
6.289811
6.289811
6.289811

ENBRIDGE PIPELINES INC. Local Tolls Tariff - CER No. 454 (\$CAD/bbl)		
Delivery to International Border near Gretna, Manitoba		
(A1) / (B) = (C1)	(A2) / (B) = (C2)	(A3) / (B) = (C3)
Light Crude (\$CAD/bbl)	Medium Crude (\$CAD/bbl)	Heavy Crude (\$CAD/bbl)
\$4.6567	\$4.9749	\$5.5321
\$3.8208	\$4.0995	\$4.5882
\$3.3061	N/A	\$3.9667
\$2.2743	N/A	\$2.7201
\$1.5295	\$1.6339	\$1.8185

ENBRIDGE ENERGY, LIMITED PARTNERSHIP Local Rates Tariff - FERC No. 43.31.0 (\$US/m ³)			
To Flanagan, Illinois			
	(A4)	(A5)	(A6)
Receipt Point	Light Crude (\$US/m ³)	Medium Crude (\$US/m ³)	Heavy Crude (\$US/m ³)
Border near Neche, North Dakota	\$11.7003	\$12.5725	\$14.1028

(B)
Conversion Factor (m ³) to (bbl)
6.289811

ENBRIDGE ENERGY, LIMITED PARTNERSHIP Local Rates Tariff - FERC No. 43.31.0 (\$US/bbl)		
Border near Neche, North Dakota To Flanagan, Illinois		
(A4) / (B) = (D1)	(A5) / (B) = (D2)	(A6) / (B) = (D3)
Light Crude (\$US/bbl)	Medium Crude (\$US/bbl)	Heavy Crude (\$US/bbl)
\$1.8602	\$1.9989	\$2.2422

Step 2: Convert Enbridge Pipelines Inc. local tolls contained in CER No. 454 from \$CAD/bbl to \$US/bbl

ENBRIDGE PIPELINES INC. Local Tolls Tariff - CER No. 454 (\$CAD/bbl)			
Delivery to International Border near Gretna, Manitoba			
	(C1)	(C2)	(C3)
Receipt Point	Light Crude (\$CAD/bbl)	Medium Crude (\$CAD/bbl)	Heavy Crude (\$CAD/bbl)
Edmonton	\$4.6567	\$4.9749	\$5.5321
Hardisty	\$3.8208	\$4.0995	\$4.5882
Kerrobert	\$3.3061	N/A	\$3.9667
Regina	\$2.2743	N/A	\$2.7201
Cromer	\$1.5295	\$1.6339	\$1.8185

(E)
Conversion Factor (\$CAD/bbl) to (\$US/bbl)
0.74
0.74
0.74
0.74
0.74

ENBRIDGE PIPELINES INC. Local Tolls Tariff - CER No. 454 (\$US/bbl)		
Delivery to International Border near Gretna, Manitoba		
(C1) * (E) = F1	(C2) * (E) = F2	(C3) * (E) = F3
Light Crude (\$US/bbl)	Medium Crude (\$US/bbl)	Heavy Crude (\$US/bbl)
\$3.4460	\$3.6814	\$4.0938
\$2.8274	\$3.0336	\$3.3953
\$2.4465	N/A	\$2.9354
\$1.6830	N/A	\$2.0129
\$1.1318	\$1.2091	\$1.3457

Step 3: Calculate the sum of the local tolls/rates by summing the Enbridge Pipelines Inc. local tolls from CER No. 454, the Enbridge Energy, Limited Partnership local rates from FERC No. 43.31.0 and the Enbridge Pipelines (FSP) L.L.C. local rate from FERC No. 2.7.0.

Sum Of Local Rates

ENBRIDGE PIPELINES INC. Local Tolls Tariff - CER No. 454			ENBRIDGE ENERGY, LIMITED PARTNERSHIP Local Rates Tariff - FERC No. 43.31.0			ENBRIDGE PIPELINES (FSP) L.L.C. Local Rate Tariff - FERC No. 2.7.0	Sum of the Local Light Crude Rates	Sum of the Local Medium Crude Rates	Sum of the Local Heavy Crude Rates	
(F1)	(F2)	(F3)	(D1)	(D2)	(D3)	(H)	(F1)+(D1)+(H) = (I1)	(F2)+(D2)+(H) = (I2)	(F3)+(D3)+(H) = (I3)	
Delivery to International Border near Gretna, 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 (\$US/bbl)	Medium Crude (\$US/bbl)	Heavy Crude (\$US/bbl)	Light Crude (\$US/bbl)	Medium Crude (\$US/bbl)	Heavy Crude (\$US/bbl)	Light Crude (\$US/bbl)	Medium Crude (\$US/bbl)	Heavy Crude (\$US/bbl)	
Edmonton	\$3.4460	\$3.6814	\$4.0938	\$1.8602	\$1.9989	\$2.2422	\$4.8489	\$10.1551	\$10.5292	\$11.1849
Hardisty	\$2.8274	\$3.0336	\$3.3953	\$1.8602	\$1.9989	\$2.2422	\$4.8489	\$9.5365	\$9.8814	\$10.4864
Kerrobert	\$2.4465	N/A	\$2.9354	\$1.8602	N/A	\$2.2422	\$4.8489	\$9.1556	N/A	\$10.0265
Regina	\$1.6830	N/A	\$2.0129	\$1.8602	N/A	\$2.2422	\$4.8489	\$8.3921	N/A	\$9.1040
Cromer	\$1.1318	\$1.2091	\$1.3457	\$1.8602	\$1.9989	\$2.2422	\$4.8489	\$7.8409	\$8.0569	\$8.4368

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

Uncommitted Rates

Sum of the Local Rates ¹			IJT Joint Rates per CER No. 456 & FERC No. 3.19.0 ¹			Discount Resulting from Joint Rates			
			Uncommitted Rates						
Receipt Point	(J1)	(J2)	(J3)	(AA1)	(AA2)	(AA3)	(AA1) - (J1) = (BB1)	(AA2) - (J2) = (BB2)	(AA3) - (J3) = (BB3)
	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	\$10.1551	\$10.5292	\$11.1849	\$9.1861	\$9.4666	\$9.9580	(\$0.9690)	(\$1.0626)	(\$1.2269)
Hardisty	\$9.5365	\$9.8814	\$10.4864	\$8.6605	\$8.9212	\$9.3780	(\$0.8760)	(\$0.9602)	(\$1.1084)
Kerrobert	\$9.1556	N/A	\$10.0265	\$8.3916	N/A	\$9.0545	(\$0.7640)	N/A	(\$0.9720)
Regina	\$8.3921	N/A	\$9.1040	\$7.8524	N/A	\$8.4056	(\$0.5397)	N/A	(\$0.6984)
Cromer	\$7.8409	\$8.0569	\$8.4368	\$7.4629	\$7.6350	\$7.9368	(\$0.3780)	(\$0.4219)	(\$0.5000)

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