Blanchard Terminal Company LLC
539 South Main Street
Findlay, OH 45840
Tel: 419.422.2121
Fax: 419.425.7040

October 30, 2012

Via Certified Mail: 70113500000016461834

Attn: Mr. Richard L. Robinson
Air Pollution Source Permitting Section
City of Jacksonville
Environmental Quality Division
214 North Hogan Street, 7th Floor
Jacksonville, Florida 32202

SUBJECT: BP Products North America Inc., Jacksonville Terminal, Facility ID 0310179, Application for Transfer of Air Permit(s), Change of Name/Ownership

Dear Mr. Robinson:

On October 7, 2012, Marathon Petroleum Company LP ("MPC") and BP Products North America Inc. ("BP Products") entered into an agreement for, among other things, the sale of the Texas City Refinery and four petroleum products terminals (the "Transaction"). The Transaction includes the Jacksonville Terminal, located at 2101 Zoo Parkway, Jacksonville, Florida, 32226, for which the agency has issued the following construction and operation permits ("Permits") to BP Products.

- Title V Operation Permit No. 0310179-14-AV, dated January 27, 2012 (expires December 31, 2016);
- Construction Permit No. 0310179-17-AC, dated July 18, 2012 (expires May 31, 2014); and
- Construction Permit No. 0310179-18-AC, dated September 27, 2012 (expires December 31, 2013).

Should the companies close the Transaction, the new owner and permittee of the terminal will be Blanchard Terminal Company LLC ("Blanchard"), a subsidiary of MPC, whose corporate office is located at 539 South Main Street, Findlay, Ohio 45840 and the facility name will be "Blanchard Terminal Company LLC – Jacksonville Terminal." The need to have the Permits in Blanchard's name would occur at closing, which is expected to occur early in 2013. The transfer of Permit responsibility, coverage, and liability will be contemporaneous with the transfer of ownership, as specified in the enclosed written agreement.

By submitting this letter, the enclosed Application for Transfer of Air Permit (DEP Form No. 62-210.900(7)) and written agreement, Blanchard respectfully requests that the City of Jacksonville

approve the transfer of the Permits, from BP Products to Blanchard, effective as of the date of closing of the Transaction ("Transfer Date").

As noted above, the need to have the Permits in Blanchard's name is contingent upon the actual closing of the Transaction. However, Blanchard respectfully requests that the agency begin the approval process at this time, to allow the changes to be effective on the Transfer Date. A representative from Blanchard will contact you within ten (10) days after the Transfer Date.

Please direct questions, correspondence, or requests for information regarding the Transaction, or other matters related to the application, to Greg Moore at (419) 421-3774.

Respectfully,

B. R. McKain, President
Blanchard Terminal Company LLC

Enclosures: Written Agreement
DEP Form No. 62-210.900(7)

cc: Ms. Mary Spearman, BP Products (via email)
Mr. Greg Moore, MPC (via email)

Department of Environmental Protection

Division of Air Resource Management

APPLICATION FOR TRANSFER OF AIR PERMIT

☒ Title V Permit No.*: 03100179-014-AV (expires 12/31/2016)

☒ Non-Title V Permit No(s).: 03100179-017-AC (expires 5/31/14) ; 03100179-018-AC (expires 12/31/13)

Notification of Sale or Legal Transfer

Facility Owner/Company Name *(As Currently Permitted)*: BP Products North America Inc.	Facility ID No.: 031079
Site Name: Jacksonville Terminal	County: Duval
Street Address or Other Locator: 2101 Zoo Parkway	
City: Jacksonville	Zip Code: 32226

I, the undersigned, hereby notify the department of the sale or legal transfer of the facility listed above. Under its current air permit(s), I am the owner or authorized representative of the non-Title V source or the responsible official of the Title V source addressed in this application, whichever is applicable.

(Signature)

Name: Simon W. Richards

Title: Program Management Office Date: 10-29-12

STATE OF FLORIDA OR STATE OF Illinois

COUNTY OF Cuyage

Sworn to (or affirmed) and subscribed before me this 29 day of October 2012

(Signature of Notary Public)

LYNN M LASKI

(Name of Notary Typed, Printed, or Stamped)

(NOTARY SEAL) NOTARY PUBLIC OFFICIAL SEAL LYNN M LASKI MY COMMISSION EXPIRES APRIL 26, 2015 STATE OF ILLINOIS

(Mailing Address of Notary, if not a Florida Notary)

Personally Known X OR Produced Identification

Type of Identification Produced

* Title V Sources Only: Attach a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the current and new permittee. A Statement of Compliance (DEP Form 62-213.900(7)) covering the portion of the calendar year up to the date of transfer of responsibility shall be submitted to the Department after the date of transfer, as required by Rule 62-213.440(3)(a)2.b., F.A.C.

Notification of New Ownership

New Facility Owner/Company Name: Blanchard Terminal Company LLC	
New Site Name: Blanchard Terminal Company LLC - Jacksonville Terminal	County: Duval

I, the undersigned, am or will be the new owner or authorized representative* of the non-Title V source or the new responsible official of the Title V source addressed in this application, whichever is applicable. I further state that I have examined the application and documents submitted by the current permittee, the basis on which the above listed permit(s) was/were issued by the Department, and state that they accurately and completely describe the permitted facility. I further state that I am familiar with the permit(s), agree to comply with its/their terms and conditions, and agree to assume the rights and liabilities contained therein. I hereby certify, based on information and belief formed after reasonable inquiry, that the statements made in this application are true, accurate and complete. I also agree to promptly notify the Department of any future change in ownership of, or responsibility for, the permitted facility.

_____
(Signature)

Name: B. R. McKain

Title: President Date: 10/26/12

Mailing Address: 539 South Main Street

City: Findlay State: OH Zip Code: 45840

Telephone No: (419) 421-4422 Fax No.: (419) 421-2503

E-mail Address: BRMckain@MarathonPetroleum.com

Effective Date of Sale or Legal Transfer: _____
(If not yet known, leave blank. Once known, date must be provided to the Department to process a change of ownership administrative permit correction in accordance with Rule 62-210.360, F.A.C.)

STATE OF FLORIDA OR STATE OF Ohio

COUNTY OF _____

Sworn to (or affirmed) and subscribed before me this 26 day of October 2012.

NOTARIAL SEAL STATE OF OHIO

AMY RUTH SCHNIPKE
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Putnam County
My Comm. Exp. 9/13/15

(NOTARY SEAL)

_____
(Signature of Notary Public)

Amy Ruth Schnipke
(Name of Notary Typed, Printed, or Stamped)

539 South Main Street
Findlay, Ohio 45840
(Mailing Address of Notary, if not a Florida Notary)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

* Attach letter of authorization if other than owner or corporate officer.

AGREEMENT PURSUANT TO 62-4.120, F.A.C. REGARDING THE TRANSFER OF AIR PERMIT NOS. 0310179-014-AV, 0310179-017-AC, AND 0310179-018-AC

This agreement is made this 29th of October, 2012, between Blanchard Terminal Company LLC ("Blanchard") and BP Products North America Inc. ("BP").

1. Background

   a. BP is the current owner of the BP Products North America, Jacksonville Terminal, located at 2101 Zoo Parkway, Jacksonville, Florida ("Jacksonville Terminal").

   b. BP and Marathon Petroleum Company LP ("MPC") have entered into an agreement to sell the Jacksonville Terminal to MPC, and MPC has directed BP to assign the Terminal to Blanchard ("the Transaction").

   c. The City of Jacksonville, Environmental and Compliance Department, Environmental Quality Division ("City of Jacksonville") has issued Title V Permit No. 0310179-014-AV and Construction Permit 0310179-017-AC and 0310179-018-AC which shall be collectively referred to as the "Jacksonville Air Permits."

   d. This Agreement is made pursuant to 62-4.120, F.A.C., to effectuate the transfer of the Jacksonville Air Permits from BP to Blanchard, as of the date of closing of the Transaction.

2. The specific date for closing of the Transaction and the transfer of permit responsibility between BP and Blanchard is not known at this time but is expected to occur in early 2013 (the "Transfer Date"). Blanchard shall provide notice to the City of Jacksonville of such Transfer Date within ten (10) days of the Transfer Date.

3. This Agreement is entered into solely to comply with 62-4.120, F.A.C., and does not amend or modify any other agreement between the Parties.

4. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

By: Blanchard Terminal Company LLC

Authorized Agent
Blanchard Terminal Company LLC

APPROVED AS TO FORM SLH

BP Products North America Inc.

Authorized Agent
BP Products North America Inc.