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BP Legal

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February 14, 2013

VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED

City of Carson
701 East Carson Street
P.O. Box 6234
Carson, CA 90749
Attn: Boris Sztorsh, Revenue Manager

Re: Ordinance Nos. 92-962, 99-1177 and 00-1204 of the City of Carson, including any amendments and any other agreements or documents related thereto (collectively, the "Agreement")

City of Carson:

On August 8, 2012, BP West Coast Products LLC and certain of its affiliates ("BP") and Tesoro Refining & Marketing Company LLC ("Buyer") entered into a Purchase and Sale Agreement (the "PSA") whereby BP has agreed to sell certain assets to Buyer or Buyer's affiliates (the "Transaction").

You and BP are parties to the Agreement. Among the assets being sold to Buyer or Buyer's affiliates as part of the Transaction are all of BP's right, title and interest in and to the Agreement and the real estate interest or estate created therein (the "Real Estate Interest"). Upon the closing of the Transaction, BP shall assign its right, title and interest in and to the Agreement (which shall remain subject to the terms and conditions set forth in the Agreement) and transfer the applicable Real Estate Interest to Buyer or one of Buyer's affiliates ("Assignee"), and, pursuant to the PSA, Assignee shall assume all rights and obligations under the Agreement and with respect to the Real Estate Interest.

In addition, as a consequence of this assignment, BP will be transferring your account information relating to the Agreement to Assignee, including your customer identification numbers and your taxpayer identification number relating to the Agreement.

Under the terms of the Agreement, BP's assignment of the Agreement requires your consent. Please acknowledge your receipt of this letter and your consent to BP's proposed assignment of the Agreement and transfer of the Real Estate Interest to Assignee by countersigning this letter in the space provided below and returning the letter to the following address:

DLA Piper LLP (US)
203 N. LaSalle St., Suite 1900
Chicago, IL 60601
Attention: Nicole Madigan – BP Carson Transaction

Alternatively, you may send a portable document format (.pdf) version of the countersigned letter by e-mail to Nicole Madigan at nicole.madigan@dlapiper.com.

By signing this letter agreement, you hereby consent to the transfer and assignment of the Agreement and the Real Estate Interest by BP to Assignee and acknowledge and agree that Assignee shall assume, and BP shall be released from, all of the rights, duties and obligations of BP under the Agreement and with respect to the Real Estate Interest. The exact timing of the closing of the Transaction (the "Closing") is unknown at this time, but is currently anticipated to occur on or about May 1, 2013 (subject to receipt of regulatory approvals and other matters). The assignment of the Agreement will not be effective until the consummation of the Closing.

In connection with the Agreement, BP has provided a guaranty, letter of credit, bond, security deposit and/or other surety obligation or evidence of financial capacity (the "Credit Support Arrangement") to you and/or your affiliates. If required, Assignee has agreed to provide you with a replacement of the Credit Support Arrangement effective as of the Closing. We will contact you to discuss the replacement of the Credit Support Arrangement. When you receive Assignee's replacement Credit Support Arrangement, please immediately deliver all BP Credit Support Arrangement documentation to DLA Piper LLP (US) at the address listed above.

Thank you in advance for your cooperation and attention to this request and, should you have any questions, please contact Tina Velcich. She may be reached at (773) 817-8291 or Tina.Velcich@bp.com.

Sincerely,

BP West Coast Products LLC

By: _____

Elizabeth S. Yordanoff, one of its attorneys

AGREED TO THIS ____ DAY OF _____, 2013.

City of Carson

By: _____

Name: _____

Title: _____