



Rex W. Bennett  
Division Manager  
Supply and Transportation Department

Conoco Inc.  
6855 South Havana Street  
Suite 600  
Englewood, CO 80112  
(303) 649-4001

December 1, 1992

Texaco Refining & Marketing, Inc.  
Attn: Mr. Pete Price  
P.O. Box 1650  
Tulsa, OK 74102

**RE: Letter of Understanding and Agreement Concerning the Crossing of Conoco Pipe Line Company's (CPL) Pipeline by Texaco Refining & Marketing, Inc.'s Installation of One (1) 1/2" and One (1) 3/4" Rigid Conduit**

Dear Mr. Price:

Conoco Pipe Line Company has agreed to permit Texaco Refining & Marketing, Inc. to cross CPL's pipeline with proposed rigid conduits in the Sheridan Pump Station located in SW 1/4 Section 7, Township 54 North, Range 83 West, Sheridan County, Wyoming. However, CPL will require that the following conditions are met:

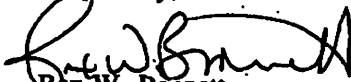
1. The rigid conduits must pass over CPL's pipeline with a minimum clearance of twenty-four inches (24") between the rigid conduits and CPL's pipeline.
2. The rigid conduits must be marked with red tape to allow CPL to identify Texaco's rigid conduits.
3. CPL shall be held harmless against any and all claims whatsoever for any damages sustained by Texaco Refining & Marketing, Inc. which may arise as a result of CPL's operation and maintenance of its pipeline.

In order to determine the depth or location of the pipeline, please contact:

Mr. Larry E. Baker, Technician  
Sheridan Pipeline Terminal  
3404 Highway 87  
Sheridan, WY 82801  
(307) 674-7959

If you have any questions concerning this matter, please contact Darrel C. Vanhooser at (303) 649-4165.

Very Truly,

  
Rex W. Bennett  
Division Manager

RWB:dcv

cc: L. E. Baker, S&T, Sheridan  
R. W. McCreesh, ROW&C, Englewood  
D. C. Vanhooser, ROW&C, Englewood

ACCEPTED AND AGREED TO

TEXACO REFINING & MARKETING,  
INC.

By: 

Title: AREA SUPERVISOR OF OPERATIONS

Date: 12-2-92

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Document No. \_\_\_\_\_  
System/Subsystem Seminole P/L Sys./Billings to Sinclair (01)  
Tract No. \_\_\_\_\_  
Rods Purchased N/A  
Check No. N/A  
Charge N/A