LINE 3 REPLACEMENT PROJECT

Application for Certificate of Need

Minnesota Public Utilities Commission
Appendix E

Letters of Shipper Support

bp

March 30, 2015

BP Products North America, Inc.
30 South Wacker Drive
Suite 900
Chicago, IL 60606

ENBRIDGE PIPELINES INC.
3000, 425 - 1 Street SW
Calgary, Alberta
T2P 3L8

Re: Minnesota Public Utilities Commission
Letter of Support for the Application of Enbridge Energy, Limited Partnership for a Certificate of Need for the Line 3 Replacement Project in Minnesota from the North Dakota Border to the Wisconsin Border

To Whom It May Concern:

BP Products North America Inc. and its affiliates (collectively "BP") write to advise that it supports the proposed Enbridge Pipelines Inc. ("Enbridge") Line 3 Replacement Project (L3R Project or Project).

As a leading integrated refiner, a marketer of petroleum products and a shipper on the Enbridge Pipeline System, BP is reliant on Line 3 of the Enbridge Pipeline System. BP believes that the L3R Project, as proposed, provides important infrastructure additions that will support a secure and reliable energy supply for our Midwest customers, as well as consumers of our product, including those in Minnesota. BP also participated in negotiations pertaining to the L3R Project with Enbridge and the Representative Shipper Group (composed of representatives from the Canadian Association of Petroleum Producers (CAPP), CAPP members, other shippers and/or interested parties) and voted in support of the Project, which is fully funded by the prospective shippers.

BP's reliance on the Line 3 pipeline, and the proposed Project, is demonstrated by the fact that it has in the past purchased, and will continue to purchase crude oil eligible for transportation on the Line 3 pipeline each and every month on behalf of its marketing and refining interests in Whiting, Indiana and Toledo, Ohio.

BP owns and operates a 410,000+ barrel-per-day of crude oil refinery in Whiting, Indiana (Whiting Refinery) and a 160,000 barrels-per-day of crude refinery in Oregon, Ohio, near Toledo, which is owned by BP-Husky Refining LLC, a 50:50 joint venture with partner Husky Energy Inc. (Toledo Refinery).

The Whiting Refinery provides customers in the Midwest and other parts of the U.S. with approximately 9.6 million gallons per day of gasoline, 3.8 million gallons per day of diesel and 1.6 million gallons per day of jet fuel. This includes a pipeline system with the capacity to deliver up to 1.0 million gallons per day of transportation fuels to Minnesota. In addition, the Toledo Refinery produces approximately 3.4 million gallons per day of gasoline, 1.1 million gallons per day of diesel fuel and 600,000 gallons per day of jet fuel.

Our recent multi-billion dollar investment in the Whiting Refinery Modernization Project increased production by 1.7 million gallons per day, and equipped the Whiting Refinery to process increased amounts of Canadian crude oil. When fully operational, the Whiting Refinery processes crude oil sourced primarily from Western Canada – as a result, reliable access to feedstock from Line 3 and the Enbridge Pipeline System is, and will continue to be of significant importance to BP.

Currently the pipeline logistics out of Western Canada are constrained and have been at or near capacity for the past year or longer. Where demand exceeds transportation capacity out of the basin, BP is exposed to increased risks associated with capacity apportionment and operational/supply disruptions, both of which would have a negative impact on our operations, including, without limitation, increased supply and transportation costs for our Midwestern refineries, producers in Canada, as well as consumers of our product in the U.S.

For these reasons, BP provides this letter of support for the L3R Project and we look forward to its full implementation.

Sincerely,

Cheryl McKinney
Fuels NA VP Supply and Optimization
BP Products North America Inc.

cenovus ENERGY
Cenovus Energy Inc. | 500 Centre Street SE PO Box 766 | Calgary, AB T2P 0M5 | 403.766.2000 cenovus.com

April 9, 2015

Enbridge Pipelines Inc.
3000, 425 – 1 Street SW
Calgary, AB T2P 3L8

**Re: Minnesota Public Utilities Commission
Application for a Certificate of Need for the Line 3 Replacement Project
Letter of Support**

To Whom It May Concern:

Cenovus Energy Inc. ("Cenovus") wishes to advise that it supports the proposed Enbridge Pipelines Inc. ("Enbridge") Line 3 Replacement Project (the "Project").

Background

Cenovus is a large Canadian integrated oil company with extensive in situ oil sands and conventional oil production operations in Alberta and Saskatchewan, producing over 200,000 bbls/d net to Cenovus.[1] Cenovus has a 50 percent ownership in two U.S. refineries located in Roxana, Illinois and Borger, Texas. These refineries have a combined capacity of 460,000 bbls/d.

Enbridge's Line 3 is a major part of Enbridge's common carrier Mainline system which is comprised of a network of pipelines that connect oil supply from Western Canada to markets in Eastern Canada and the U.S. Midwest. The Mainline also provides access to oil supply for new markets such as Quebec, the lower-Midwest (east of Patoka) and the U.S. Gulf Coast, via connected downstream pipeline extension projects. The U.S. Gulf Coast, in particular, has the largest capacity to refine heavy crude oil in the world.

Cenovus uses the Enbridge Mainline to move oil production to several key markets, including those in the U.S. Midwest and Gulf Coast. Cenovus has transportation commitments on the Enbridge Flanagan South Project, a downstream carrier connected to the Mainline, that provides access to the large U.S. Gulf Coast market.

Need for Line 3 Replacement Project

Enbridge's Mainline is experiencing high levels of apportionment. As a result, Cenovus and other common carrier shippers cannot get all the Mainline capacity they need to transport the available supply to the various markets that are connected to the Enbridge Mainline.

[1] Gross production from Cenovus-operated in situ oil sands projects is approximately 256,000 bbls/d. Cenovus also markets the production on behalf of the 50 percent partner in these projects.

The Line 3 replacement pipeline will continue to be part of the Enbridge Mainline system and will allow Line 3 to operate at its original design average annual capacity of 760,000 bbls/d. Restoring Line 3's operating capability in this manner will mitigate apportionment and allow the secure and reliable transport of crude oil to North American markets. The Project is estimated to be in service by the end of 2017.

Without the Project, Cenovus faces undue and unnecessary risks of capacity apportionment, including reduced adequacy, reliability and efficiency in supplying crude oil to our market customers by way of the Mainline and by having to ship oil by more expensive means.

Cenovus is a member of Enbridge's Representative Shipper Group (RSG) and approved the Line 3 Replacement Program. The cost of the Project will be recovered via surcharges applied to the pipeline tolls that are regulated by the National Energy Board in Canada and the Federal Energy Regulatory Commission in the U.S. These surcharges were negotiated pursuant to the Competitive Toll Settlement between Enbridge and the RSG and were approved by the RSG during a vote held on February 26, 2014.

Sincerely,

Shane Pearsall
Director, Pipelines
Cenovus Energy Inc.

Canadian Natural

March 24, 2015

Enbridge Pipelines Inc
3000, 425 – 1st Street SW
Calgary, AB
T2P 3L8

Dear Sir/Madam,

Re: Enbridge Line 3 Replacement Project ("Project")

My name is Bryan Bradley and I am the Vice President of Marketing for Canadian Natural Resources Limited ("CNRL") and my business address is 2100, 855 – 2nd Street SW, Calgary, Alberta T2P 4J8.

I lead a group of over 30 employees who are responsible for all areas of logistics and commercial sales for all of our crude oil, natural gas and NGL production. CNRL is Canada's largest producer with over 800 000 BOE/d of production.

CNRL sells our products to customers in PADDs II/III and IV and more than 99% of our production moves by pipeline out of the basin. We consider PADD II to be one of our key markets because of its close proximity to Canada.

Enbridge Pipelines is the largest crude oil pipeline delivering oil into the PADD II market. As production continues to grow in the Western Canadian Sedimentary Basin ("WCSB") incremental pipeline capacity to new markets is required. The Canadian Association of Petroleum Producers ("CAPP") projects crude oil production to grow by almost 1 million barrels per day between now and 2020. The main trunk pipelines out of the WCSB are at capacity. The Enbridge pipeline system has been in apportionment for a number of years. As a result of continued Enbridge apportionment CNRL participated with other parties in the industry to evaluate the replacement of Line 3 from Hardisty, Alberta to Superior, Wisconsin at a cost of approximately $7.5 Billion (the "Project"). We are a member of the Enbridge Mainline CTS Representative Shipper Group ("RSG") that in February 2014 voted in favor of the Project. Replacing Line 3 with a new state of the art pipeline will allow for the safe delivery of crude oil into one of our key oil markets and at the same time allow Line 3 to return to its original design capacity.

The Western Canadian basin continues to provide a secure and stable source of crude oil to the Midwest refining customers in PADD II including Minnesota. This Project will act to increase

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supply flexibility, open up new markets and reduce the likelihood of crude oil supply interruptions. The Project will provide a safe and economic transportation option for many years into the future.

Yours truly,

Bryan Bradley
Vice President, Marketing

C. M. (Mike) Palmer
Senior Vice President
Supply, Distribution & Planning

Marathon Petroleum Company LP

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April 7, 2015

Enbridge Pipelines Inc.
3000, 425 - 1 Street SW
Calgary, Alberta
T2P 3L8

Re: **Minnesota Public Service Commission**
Application for a Certificate of Need for Replacement of Line 3
Letter of Support

To Whom It May Concern:

In support of the currently proposed replacement of Line 3 (the "Project"), Marathon Petroleum Corporation respectfully submits the following information to demonstrate why this project is of paramount importance to our organization.

<u>Background</u>

Marathon Petroleum Corporation (with its subsidiaries, "MPC") is an independent petroleum refining, transportation and marketing company with more than 125 years of experience in the energy industry. In 2014, MPC purchased approximately 50 million barrels of crude oil each month from sources all over the world for our seven-refinery system. One of MPC's key priorities is to secure increased access to domestic crude oil, which it believes is the most economic, secure and reliable source of crude for its PADD II refineries.

Refining: MPC is the fourth largest crude oil refiner in the U.S., operating seven refineries in six states (Illinois, Michigan, Ohio, Kentucky, Louisiana, and Texas) with a total crude oil refining capacity of more than 1.7 million barrels per calendar day ("bpcd"). MPC is the largest refiner and marketer in the Midwest, also referred to as Petroleum Administration for Defense District ("PADD") II (consisting of 15 mid-continent states). Of its seven refineries, four are located in PADD II. MPC's current refining capacity in PADD II is 674,000 bpcd.

Transportation: MPC's transportation sector includes approximately 8,300 miles of owned, partially owned, or leased crude oil and products pipelines located in 14 states. MPC also owns 63 light product terminals, 43 of which are located in PADD II and 18 asphalt terminals.

Marketing/Retail: MPC is the largest Midwest retailer of petroleum products, supplying consumers throughout PADD II. Approximately 1,437 of a total of 2,750 MPC–owned Speedway convenience stores are located in seven states that are part of PADD II, including 63 stores in Wisconsin. In 2014, Speedway convenience stores and Marathon-branded retail outlets sold 3.942 billion gallons and 4.977 billion gallons of gasoline and distillates, respectively. MPC also sells refined products to wholesale customers domestically and internationally.

Employees: MPC employs approximately 45,340 people, over 26,000 of which reside in the Midwest.

MPC is a shipper on the Enbridge Mainline System and has been for decades. The Enbridge Mainline provides crude oil supplies to our refineries throughout the Midwest.

Replacing Line 3 will Enhance Crude Supply Transportation to our Refineries

Critical to our operation is a reliable supply of crude oil, and Western Canada is an important supply source. Virtually all of Western Canadian crude purchased by MPC is delivered to MPC via the Enbridge Pipeline System. Canadian crude oil has proven to be one of the most compatible and economically viable choices for our specific refinery configuration, and accordingly comprises a significant percentage of our feedstock.

MPC has been in the petroleum industry for more than 125 years, and its success is attributed, in part, to making informed decisions regarding system investments. MPC prefers pipeline transportation over crude by rail as it believes that pipelines are safer, more reliable, more efficient and more economical than other modes of crude transportation, such as rail and trucks.

MPC supported replacing Line 3 for two reasons. First, continuing to implement the extensive integrity dig program would have significant adverse impacts on the environment, landowners, and ability of Line 3 to continue to provide reliable service. Second, the replacement would allow Enbridge to restore the operating pressure of Line 3 thereby increasing the effective capacity of the pipeline and reducing apportionment currently being experienced on the Enbridge system.

Why is Replacing Line 3 Important to MPC?

It is our view that the proposed replacement of Line 3 will help to ensure that sufficient capacity is in place to match upstream production with downstream demand, and as such will be a key measure in the reduction of line-space apportionment, which if left unchecked, negatively impacts the viability of our operation. Specifically:

(1) Regional Economics

A safe, reliable, secure and un-apportioned supply of crude oil would help to ensure regional economic stability throughout the geographic business areas operated by MPC, including all of PADD II. The positive impacts of replacing Line 3 are better access to reliable and competitively priced Canadian supply to serve MPC's refineries throughout PADD II, and reduction of crude supply volatility in our primary market areas.

(2) Corporate Viability

Reliable crude supply from Western Canada is a key component to the success of our organization. This crude is compatible with our refinery configuration and the cost relative to our other supply options has been and currently is advantageous. Crude oil supplied to MPC via Enbridge Mainline System, including Line 3, is integral to the long-term viability of our organization. If reliable transportation capacity is not made available, we are faced with undue and unnecessary risks tied to increasing capacity apportionment and/or more frequent operational and supply disruptions, both of which have a negative impact on our operations.

(3) Future Refinery Expansions

Under the right economic circumstances, a capital expansion or alteration of our current refinery configuration could be contemplated. Having the necessary pipeline capacity and access to competitive and reliable crude supply is a vital part of the decision-process for the multi-million dollar investment required for future expansion of our refineries.

(4) Reduces Apportionment on the Enbridge Mainline System

As discussed earlier, MPC has been a shipper on the Enbridge Mainline System for many years. MPC is concerned with the ongoing, consistent apportionment that has been occurring on the Enbridge Mainline System, which has been as high as 36% in February of 2015. MPC believes that without the full replacement of Line 3 apportionment will continue and in fact increase for US refiners in Minnesota and PADD II, such as MPC.

When apportionment is called on the Enbridge system, each shipper's nominations are cut and those shippers are then required to obtain other means to transport their crude supplies via other transportation options such as rail or purchasing pipeline capacity from others. These options are usually more expensive and less efficient than shipping on Enbridge's system.

Further, if alternative transportation service is unavailable, MPC is forced to acquire crude oil from a different source. The alternative for Canadian heavy crude is typically crude oil from foreign countries such as Brazil, Venezuela and Mexico, sources that are not as reliable or competitively priced as the Canadian sources.

For these reasons, MPC provides its full support to the Enbridge Line 3 Replacement Project.

Sincerely,

C. M. Palmer

SUNCOR ENERGY

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April 6, 2015

Helene Long
Enbridge Pipelines Inc.
3000, 425 – 1st Street, S.W.
Calgary, AB T2P 3L8

Suncor Energy Marketing Inc. ("Suncor") understands that Enbridge will be filing an application for the Line 3 Replacement Project ("Line 3") with the Minnesota Public Utility Commission ("the Commission") shortly. Suncor wishes to add this letter in support of Enbridge's application.

Suncor has been a long-time shipper on the Enbridge Mainline and Lakehead Pipeline, using the system to transport Western Canadian crude oil production to U.S. and Eastern Canadian markets. Through its affiliates, Suncor has significant crude oil producing assets in Western Canada and a number of refining assets, including a refinery near Sarnia. Ontario. Suncor is looking forward to Enbridge placing the Line 9 reversal project into service which will allow the transportation of Western Canadian and Bakken crude oil to Suncor's affiliate refinery near Montreal, Quebec. Consequently, Suncor has a strong interest in the robust and cost-effective operation of the pipeline as well as ensuring that the Mainline has adequate capacity to meet the needs of all of Enbridge's shippers.

The Line 3 Replacement Project should reduce Mainline apportionment. Currently, apportionment exists as a result of the demand from downstream refineries and connected carriers exceeding the supply of transportation capacity on the Mainline. Apportionment impacts all shippers on the pipeline. From a refining perspective, Mainline apportionment reduces the available supply to the connected refiners including those in Minnesota as well as Suncor. From a producer perspective, Mainline apportionment restricts access to markets accessible via the Mainline including those in Minnesota.

The Commission has the authority to approve, deny, or significantly alter the Line 3 Replacement Project and/or its operations within the state of Minnesota; consequently, the Commission's decision will impact stakeholders within Minnesota and beyond. Therefore, a broad view is essential in order to consider the total costs and benefits of the project.

Yours truly,

Mark Boonstra
Advisor, Marketing Logistics
Supply and Trading