EXHIBIT J

Check appropriate box:

☐ An Initial (Original) Submission

☐ Resubmission No. _____

Form 6 Approved
OMB No. 1902-0022
(Expires 6/30/2013)
Form 6-Q Approved
OMB No. 1902-0206
(Expires 6/30/2013)

FERC Financial Report
FERC Form No. 6: ANNUAL REPORT OF OIL PIPELINE COMPANIES and Supplemental Form 6-Q: Quarterly Financial Report

(Formerly ICC Form P)

These reports are mandatory under the Interstate Commerce Act, Sections 20 and 18 CFR Parts 357.2 and 357.4. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider this report to be of a confidential nature.

Exact Legal Name of Respondent (Company)	Year/Period of Report
Explorer Pipeline Company	End of 2012/Q4

FERC FORM NO. 6/6-Q:
REPORT OF OIL PIPELINE COMPANIES

IDENTIFICATION

01 Exact Legal Name of Respondent	02 Year/Period of Report
Explorer Pipeline Company	End of 2012 / Q4

03 Previous Name and Date of Change (if name changed during year)

04 Address of Principal Office at End of Year (street, City, State, Zip Code)
6120 S. Yale Ave., Suite 1100, P .O . Box 2650, Tulsa, OK 74136

05 Name of Contact Person	06 Title of Contact Person
Terry Biehl	Chief Financial Officer

07 Address of Contact Person (Street, City. State, Zip Code)
6120 S. Yale Ave., Suite 1100, P.O. Box 2650, Tulsa, OK 74136-3415

08 Telephone of Contact Person, Including Area Code	09 This Report Is	10 Date of Report (Mo, Da, Yr)
918-493-5108	(1) [X] An Original (2) [ ] A Resubmission	/ /

ANNUAL CORPORATE OFFICER CERTIFICATION

The undersigned officer certifies that:

I have examined this report and to the best of my knowledge, information, and belief all statements of fact contained in this report are correct statements of the business affairs of the respondent and the financial statements, and other financial information contained in this report, conform in all material respects to the Uniform System of Accounts.

01 Name	02 Title
Terry Biehl	Chief Financial Officer

03 Signature	04 Date Signed (Mo, Da, Yr)
Terry Biehl	04/18/2013

Title 18, U.S.C. 1001. makes it a crime for any person knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction.

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

List of Schedules

Enter in column (d) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages.

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
GENERAL CORPORATE INFORMATION AND FINANCIAL STATEMENTS			
General Information	101	ED 12-91	
Control Over Respondent	102	REV 12-95	
Companies Controlled by Respondent	103	NEW 12-95	
Principal General Officers	104	ED 12-91	
Directors	105	REV 12-95	
Important Changes During the Year	108-109	REV 12-95	
Comparative Balance Sheet Statement	110-113	REV 12-03	
Income Statement	114	REV 12-03	
Statement of Accumulated Comprehensive Income and Hedging Activities	116	NEW 12-02	
Appropriated Retained Income	118	REV 12-95	N/A
Unappropriated Retained Income Statement	119	REV 12-95	
Dividend Appropriations of Retained Income	119	REV 12-95	
Statement of Cash Flows	120-121	REV 12-95	
Notes to Financial Statements	122-123	REV 12-95	
BALANCE SHEET SUPPORTING SCHEDULES (Assets and Other Debts)			
Receivable From Affiliated Companies	200	REV 12-00	
General Instructions Concerning Schedules 202 thru 205	201	REV 12-95	
Investments in Affiliated Companies	202-203	ED 12-91	
Investments in Common Stocks of Affiliated Companies	204-205	ED 12-91	
Companies Controlled Directly by Respondent Other Than Through Title of Securities	204-205	ED 12-91	
Instructions for Schedules 212 Thru 214	211	REV 12-03	
Carrier Property	212-213	REV 12-03	
Undivided Joint Interest Property	214-215	REV 12-03	None
Accrued Depreciation Carrier Property	216	REV 12-03	
Accrued Depreciaton - Undivided Joint Interest Property	217	REV 12-03	None
Amortization Base and Reserve	218-219	REV 12-03	None
Noncarrier Property	220	REV 12-00	
Other Deferred Charges	221	REV 12-00	
BALANCE SHEET SUPPORTING SCHEDULES (Liabilities and Other Credits)			
Payables to Affiliated Companies	225	REV 12-00	None
Long Term Debt	226-227	ED 12-00	
Analysis of Federal Income and Other Taxes Deferred	230-231	REV 12-00	
Capital Stock	250-251	REV 12-95	
Capital Stock Changes During the Year	252-253	ED 12-91	None

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

List of Schedules (continued)

Enter in column (d) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages.

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
Additional Paid-in Capital	254	ED 12-87	None
INCOME ACCOUNT SUPPORTING SCHEDULES			
Operating Revenue Accounts	301	REV 12-00	
Operating Expense Accounts	302-303	REV 12-00	
Pipeline Taxes	305	ED 12-87	
Income from Noncarrier Property	335	ED 12-91	
Interest and Dividend Income	336	REV 12-95	
Miscellaneous Items in Income and Retained Income Accounts for the Year	337	ED 12-96	
Payments for Services Rendered by Other Than Employees	351	REV 12-95	None
PLANT STATISTICAL DATA			
Statistics of Operations	600-601	REV 12-00	
Miles of Pipeline Operated at End of Year	602-603	REV 12-00	
Footnotes	604	ED 12-91	
Annual Cost of Service Based Analysis Schedule	700	REV 12-00	

Stockholders' Reports (check appropriate box)

[ ] Two copies will be submitted

[X] No annual report to stockholders is prepared

General Information

1) For item No. 1, give the exact full name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. The corporate name should also be given uniformly throughout the report, notably on the cover. on the title page, and in the "Verification" (p. 1). If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision.

2.) For item No. 2, if incorporated under a special charter. give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and full names of present partners.

3.) For item No. 3, give specific reference to laws of each State or Territory under which organized, citing chapter and section. Include all grants of corporate powers by the United States, or by Canada or other foreign country: also, all amendments to charter. It in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees.

4.) For item No 4, give specific reference to special or general laws under which each consolidation or merger or combination of other form was effected during the year, citing chapter and section. Specify Government, State, Territory under the laws of which each company consolidated or merged or otherwise combined during the year into the present company was organized; give reference to the charters of each, and to all amendments of them. Carefully distinguish between mergers and consolidations. For the purpose of this report, a merger may be defined as the absorption of one of two existing corporations by the other so the absorbed or merged corporation ceases to exist as a legal entity, its property passing to the merging or absorbing corporation, which assumes all of the merged corporation's obligations. A consolidation may be defined as the union of two or more existing corporations into a new corporation, which, through the consolidation, acquires all of the property of the uniting corporations, assumes all of their obligations, and issues its capital stock in exchange for those of the uniting corporations in ratios fixed in the agreement for consolidations, after completion of which both or all of the consolidating corporations cease to exist as legal entities. In a footnote, explain combinations that are not classifiable as mergers or consolidations. Cases in which corporations have become inactive and have been practically absorbed through ownership or control of their entire capital stock, through leases of long duration (under which the lessor companies so not keep up independent organizations for financial purposes), or otherwise, so that no distinction is made in operating or in accounting by reason of the original separate incorporation, should be included in a separate list and fully explained in answering this and the following page.

1. Give exact name of pipeline company making this report.

Explorer Pipeline Company

2. Give date of incorporation.

09/27/1967

3. Give reference to laws of the Government, State, or Territory under which the company is organized. If more than one, name all.

General Corporation Law of the State of Delaware

4 If a consolidated or a merged company. name all constituent and all merged companies absorbed during the year.

Not Applicable

5. Give date and authority for each consolidation and for each merger effected during the year.

Not Applicable

6. If a reorganized company, give name of original corporation, refer to laws under which it was organized, and state the occasion fo any reorganization effected during the year.

Not Applicable

7. State whether or not the respondent during the year conducted any part of its businesss under a name or names other than that shown in response to inquiry No. 1. above; if so, give full particulars (details)

Not Applicable

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Control Over Respondent

1.) Report in Column (a) the names and state of incorporation of all corporations, partnerships, business trusts, and similar organizations that indirectly held control (see page iii for definition of control) over the respondent at end of year by means of intermediaries. Report only the names of those companies that held ultimate control over the respondent. If control is in a holding company organization, report in a footnote the chain of organization only if there are two or more intermediary companies in the chain of ownership.

2.) Report in column (b) the names and state of incorporation and in column (c) the percent of the respondent's voting stock owned by all corporations, partnerships, business trusts, and similar organizations that directly held control over the respondent at end of year.

3.) If control is held by trustees, state in a footnote the names of the trustees, the names of beneficiaries for whom the trust is maintained, and the purpose of the trust.

Line No.	Controlling Company or Main Parent (a)	Intermediate or Direct Parent (b)	Percent Voting Stock Owned (c)
1	Not Applicable	Chevron Pipe Line Company	16.69
2		EXPL Pipeline Investment LLC	6.80
3		ConocoPhillips Pipe Line Co.	7.71
4		Shell Pipeline Company, LP	35.97
5		MPL Investment LLC	17.36
6		Phillips Investment Company	6.07
7		Sunoco Pipeline, L. P.	9.40
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			

FOOTNOTE DATA

Schedule Page: 102 Line No.: 1 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 2 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 3 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 4 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 5 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 6 Column: b

Incorporated in the state of Delaware

Schedule Page: 102 Line No.: 7 Column: b

Incorporated in the state of Delaware

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Companies Controlled by Respondent

1.) Report in column (a) the names and state of incorporation of all corporations, partnerships, and similar organizations controlled (see page iii for definition of control) directly by respondent at end of year.
2.) If control is held jointly with one or more other interests, state the fact in a footnote and name the other interests.

Line No.	Name of Company Controled (a)	Kind of Business (b)	Percent Voting Stock Owned (c)
1	Explorer Pipeline Services Co.	Refined products pipeline serv	100.00
2	Explorer Investments LLC	Non-regulatory business	100.00
3	Explorer Terminal Company LLC	Terminal Company	100.00
4	Explorer Pipeline Investments	Pipeline Investments	100.00
5	Waco Terminal LLC	Waco Terminal	100.00
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Explorer Pipeline Company	(1) X An Original (2) _ A Resubmission	/ /	2012/Q4

FOOTNOTE DATA

Schedule Page: 103 Line No.: 1 Column: a

Incorporated in the state of Delaware

Schedule Page: 103 Line No.: 2 Column: a

Incorporated in the state of Delaware

Schedule Page: 103 Line No.: 3 Column: a

Incorporated in the state of Delaware

Schedule Page: 103 Line No.: 4 Column: a

Incorporated in the state of Delaware

Schedule Page: 103 Line No.: 5 Column: a

Incorporated in the state of Delaware

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Principal General Officers

1) Give the title, name, and address of the principal general officers as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, Construction, Maintenance, Engineering, Commercial, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the company or of some department of it, also give their names and titles, and the location of their offices. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, briefly state the facts under Explanatory Remarks below.

Line No.	Title of General Officer (a)	Name of Person Holding Office at End of Year (b)	Office Address (c)
1	President and Chief Executive	Dave Ysebaert	6120 S. Yale Ave . Suite 1100
2	Officer		Tulsa, Oklahoma 74136
3			
4	Vice President and General	Curtis L. Craig	6120 S. Yale Ave . Suite 1100
5	Counsel, Corporate Secretary		Tulsa, Oklahoma 74136
6			
7	Chief Financial Officer	Terry V. Biehl	6120 S. Yale Ave.. Suite 1100
8			Tulsa, Oklahoma 74136
9			
10	Vice President of Operations	Thomas J. Jensen	6120 S. Yale Ave . Suite 1100
11			Tulsa, Oklahoma 74136
12			
13	Treasurer	Marty Johnson	6120 S. Yale Ave.. Suite 1100
14			Tulsa, Oklahoma 74136
15			
16	Controller	J. Thomas Angleton	6120 S. Yale Ave., Suite 1100
17			Tulsa, Oklahoma 74136
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Directors

1.) Report below the information called for concerning each director of the respondent who held office at any time during the year. Include in column (a), abbreviated titles of the directors who are officers of the respondent.

2.) Designate members of the Executive Committee by an asterisk and the Chairman of the Executive Committee by a double asterisk.

Line No.	Name and Title of Director (a)	Offices Address (Street, city, state, zip) (b)
1	S. P. Bergeron**	4800 Fourmace Place Bellaire, TX 77401
2	C. L. Brooks	600 North Dairy Ashford, TA 2128, Houston, TX 77079
3	M. T. Friant	2200 Ross Avenue, Suite 4500 West , Dallas, TX 75201
4	A. A. LeBlanc	777 Walker Street (Room 1428), Houston, TX 77252-2648
5	R. L. Marshall	777 Walker Street (Room 1434), Houston, TX 77002
6	R. J. Wawak	777 Walker Street, TSP 1434, Houston, TX 77002
7	C. E. Maser	1735 Market St., Suite L. L., Philadelphia, PA 19103-1699
8	D. M. Murphy	539 South Main Street, Findlay, 0H 45840
9		
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Important Changes During the Quarter/Year

Give particulars (details) concerning the matters indicated below. Make the statements explicit and precise, and number these in accordance with the inquiries. Each inquiry should be answered. Enter "none" or "not applicable" where applicable. If information which answers an inquiry is given elsewhere in the report, make a reference to the schedule in which it appears.

1.) Changes and important additions to franchise rights: Describe the actual consideration given therefor and state from whom the franchise rights were acquired. State if no consideration was given.

2.) Acquisition of ownership in other carrier operations by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, and reference to dates of Commission authorization and journal entries filed if applicable.

3.) Important extension or reduction of carrier pipeline operations. State territory added or relinquished and date operations began or ceased and give reference to Commission authorization, if any was required.

4.) State briefly the status of any materially important legal proceedings pending at the end of the year. and the results of any such proceedings culminated during the year.

5) If the important changes during the year relating to the respondent company appearing in the respondent's annual report to stockholders are applicable in every respect and furnish the data required by instructions 1 to 4 above, such notes may be attached to this page.

THIS PAGE INTENTIONALLY LEFT BLANK **SEE PAGE 109**

3. Reduction of Carrier Pipeline Operations

Sale of the Lake Charles, Louisiana to Port Arthur, Texas 12" refined products pipeline assets to Williams Olefins Feedstock Pipelines, LLC. was finalized on August 31. 2012 Commission approval of Explorer's proposed entries was received on March 13, 2013, Docket No. AC12-138-000

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Comparative Balance Sheet Statement

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property.

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
	CURRENT ASSETS			
1	Cash (10)		40,827,513	10,356,237
2	Special Deposits (10-5)			
3	Temporary Investments (11)		5,002,558	16,503,514
4	Notes Receivable (12)			
5	Receivables from Affiliated Companies (13)	200	4,902,350	5,574,108
6	Accounts Receivable (14)		57.171,871	28,348,287
7	Accumulated Provision For Uncollectible Accounts (14-5)			
8	Interest and Dividends Receivable (15)		568,795	646,629
9	Oil Inventory (16)			
10	Material and Supplies (17)		6,783,767	6,616,906
11	Prepayment (18)		4,208,568	4,214,489
12	Other Current Assets (19)		21,031,203	14,590,948
13	Deferred Income Tax Assets (19-5)	230-231		
14	TOTAL Current Assets (Total of lines 1 thru 13)		140,496,625	86,851,118
	INVESTMENTS AND SPECIAL FUNDS			
	Investments in Affiliated Companies (20):			
15	Stocks	202-203	19,917,325	20,957,054
16	Bonds	202-203		
17	Other Secured Obligations	202-203		
18	Unsecured Notes	202-203		
19	Investment Advances	202-203		
20	Undistributed Earnings from Certain Invest. in Acct. 20	204		
	Other Investments (21):			
21	Stocks			
22	Bonds			
23	Other Secured Obligations			
24	Unsecured Notes			
25	Investment Advances			
26	Sinking and other funds (22)			
27	TOTAL Investment and Special Funds (Total lines 15 thru 26)		19,917,325	20,957,054
	TANGIBLE PROPERTY			
28	Carrier Property (30)	213 & 215	750,275,897	747,237,001

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Comparative Balance Sheet Statement (continued)

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property.

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
29	(Less) Accrued Depreciation-Carrier Property (31)	216 & 217	319,290,663	308,361,554
30	(Less) Accrued Amortization-Carrier Property (32)			
31	Net Carrier Property (Line 28 less 29 and 30)		430,985,234	438,875,447
32	Operating Oil Supply (33)			
33	Noncarrier Property (34)	220	277,306	10,031,306
34	(Less) Accrued Depreciation-Noncarrier Property		3,417	791.707
35	Net Noncarrier Property (Line 33 less 34)		273,889	9,239,599
36	TOTAL Tangible Property (Total of lines 31, 32, and 35)		431,259,123	448,115,046
	OTHER ASSETS AND DEFERRED CHARGES			
37	Organization Costs and Other Intangibles (40)			
38	(Less) Accrued Amortization of Intangibles (41)			
39	Reserved			
40	Miscellaneous Other Assets (43)		1,322	1,322
41	Other Deferred Charges (44)	221	6,110,927	7.463,440
42	Accumulated Deferred Income Tax Assets (45)	230-231		
43	Derivative Instrument Assets (46)			
44	Derivative Instrument Assets - Hedges (47)			
45	TOTAL Other Assets and Deferred Charges (37 thru 44)		6,112,249	7,464,762

Comparative Balance Sheet Statement (continued)

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

1.) For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

2.) On line 30, include depreciation applicable to investment in system property

For instructions covering this schedule, see the text and instructions pertaining to Balance Sheet Accounts in the U.S. of A. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated.

Line No.	Item (a)	Reference Page No. for Annual (b)	Current Year End of Quarter/Year Balance (in dollars) (c)	Prior Year End Balance 12/31 (in dollars) (d)
46	TOTAL Assets (Total of lines 14, 27, 36 and 45)		597,785,322	563,387,980
	CURRENT LIABILITIES			
47	Notes Payable (50)			
48	Payables to Affiliated Companies (51)	225		
49	Accounts Payable (52)		76,178,925	75,094,071
50	Salaries and Wages Payable (53)		4,365,058	3,507,656
51	Interest Payable (54)		6,036,269	5,946,196
52	Dividends Payable (55)			
53	Taxes Payable (56)		7,426,295	4,744,582
54	Long-Term Debt Payable Within One Year (57)	226-227	16,363,636	16,363,636
55	Other Current Liabilities (58)			
56	Deferred Income Tax Liabilities (59)	230-231		
57	TOTAL Current Liabilities (Total of lines 47 thru 56)		110,370,183	105,656,141
	NONCURRENT LIABILITIES			
58	Long-Term Debt Payable After One Year (60)	226-227	339,545,454	355,909,091
59	Unamortized Premium on Long-Term Debt (61)			
60	(Less) Unamortized Discount on Long-Term Debt-Dr. (62)			
61	Other Noncurrent Liabilities (63)			
62	Accumulated Deferred Income Tax Liabilities (64)	230-231	71,397,015	69,161,278
63	Derivative Instrument Liabilities (65)			
64	Derivative Instrument Liabilities Hedges (66)		3,270,278	4,175,599
65	Asset Retirement Obligations (67)			
66	TOTAL Noncurrent Liabilities (Total of lines 58 thru 65)		414,212,747	429,245,968
67	TOTAL Liabilities (Total of lines 57 and 66)		524,582,930	534,902,109
	STOCKHOLDERS' EQUITY			
68	Capital Stock (70)	251	21,920	21,920
69	Premiums on Capital Stock (71)			
70	Capital Stock Subscriptions (72)			
71	Additional Paid-In Capital (73)	254		
72	Appropriated Retained Income (74)	118		
73	Unappropriated Retained Income (75)	119	73,180,472	28,463,951
74	(Less) Treasury Stock (76)			
75	Accumulated Other Comprehensive Income (77)	116		
76	TOTAL Stockholders' Equity (Total of lines 68 thru 75)		73,202,392	28,485,871
77	TOTAL Liabilities and Stockholders' Equity (Total of lines 67 and 76)		597,785,322	563,387,980

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Income Statement

1. Enter in column (c) the year to date operations for the period, and enter in column (d) the year to date operations for the same period of the prior year

2. Enter in column (e) the operations for the reporting quarter and enter in column (f) the operations for the same three month period for the prior year. Do not report Annual data in columns (e) and (f)

Line No.	Item (a)	Reference Page No. in Annual Report (b)	Total current year to date Balance for Quarter/Year (c)	Total prior year to date Balance for Quarter/Year (d)	Current 3 months ended Quarterly only no 4th Quarter (e)	Prior 3 months ended Quarterly only no 4th Quarter (f)
	ORDINARY ITEMS Carrier Operating Income					
1	Operating Revenues (600)	301	227,818,649	219,845,238	62,027,111	46,035,970
2	(Less) Operating Expenses (610)	302-303	139,346,569	134,953,970	36,603,412	37,734,381
3	Net Carrier Operating Income		88,472,080	84,891,268	25,423,699	8,301,589
	Other Income and Deductions					
4	Income (Net) from Noncarrier Property (620)	335	(8,965,638)	(395,853)	(8,700,882)	(98,963)
5	Interest and Dividend Income (From Investment under Cost Only) (630)	336	35,210	9,710	26,389	1,464
6	Miscellaneous Income (640)	337	2,002,443	2,015,285	722,056	487,083
7	Unusual or Infrequent Items--Credits (645)		72,430,155		8,509,806	
8	(Less) Interest Expense (650)		22,113,501	22,712,458	5,647,156	5,661,360
9	(Less) Miscellaneous Income Charges (660)	337	598,692	962,827	170,704	190,082
10	(Less) Unusual or Infrequent Items--Debit (665)					
11	Dividend Income (From Investments under Equity Only)					
12	Undistributed Earnings (Losses)	205	4,271,749	3,872,834	1,114,478	486,977
13	Equity in Earnings (Losses) of Affiliated Companies (Total lines 11 and 12)		4,271,749	3,872,834	1,114,478	486,977
14	TOTAL Other Income and Deductions (Total lines 4 thru 10 and 13)		47,061,726	(18,173,309)	(4,146,013)	(4,974,881)
15	Ordinary Income before Federal Income Taxes (Line 3 +/- 14)		135,533,806	66,717,959	21,277,686	3,326,708
16	(Less) Income Taxes on Income from Continuing Operations (670)		48,169,960	18,399,470	7,792,161	1,859,469
17	(Less) Provision for Deferred Taxes (671)	230-231	1,278,885	6,243,692	(1,141,003)	(725,535)
18	Income (Loss) from Continuing Operations (Total lines 15 thru 17)		86,084,961	42,074,797	14,626,528	2,192,774
	Discontinued Operations					
19	Income (Loss) from Operations of Discontinued Segments (675)*					
20	Gain (Loss) on Disposal of Discontinued Segments (676)*					
21	TOTAL Income (Loss) from Discontinued Operations (Lines 19 and 20)					
22	Income (Loss) before Extraordinary Items (Total lines 18 and 21)		86,084,961	42,074,797	14,626,528	2,192,774
	EXTRAORDINARY ITEMS AND ACCOUNT CHANGES					
23	Extraordinary Items -- Net -- (Debit) Credit (680)	337				
24	Income Taxes on Extraordinary Items -- Debit (Credit) (695)	337				
25	Provision for Deferred Taxes -- Extraordinary Items (696)	230-231				
26	TOTAL Extraordinary Items (Total lines 23 thru 25)					
27	Cumulative Effect of Changes in Accounting Principles (697)*					
28	TOTAL Extraordinary Items and Accounting Changes -- (Debit) Credit (Line 26 + 27)					
29	Net Income (Loss) (Total lines 22 and 28)		86,084,961	42,074,797	14,626,528	2,192,774
	* Less applicable income taxes as reported on page 122					

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Statement of Accumulated Comprehensive Income and Hedging Activities

1. Report in columns (b) (c) (d) and (e) the amounts of accumulated other comprehensive income items, on a net-of-tax basis, where appropriate.

2. Report in columns (f) and (g) the amounts of other categories of other cash flow hedges.

3. For each category of hedges that have been accounted for as "fair value hedges," report the accounts affected and the related amounts in a footnote.

Line No.	Item (a)	Unrealized Gains and Losses on available-for-sale securities (b)	Minimum Pension liabililty Adjustment (net amount) (c)	Foreign Currency Hedges (d)	Other Adjustments (e)
1	Balance of Account 219 at Beginning of Preceding Year				(8,556,429)
2	Preceding Quarter/Year to Date Reclassifications from Account 219 to Net Income				
3	Preceding Quarter/Year to Date Changes in Fair Value				(4,025,032)
4	Total (lines 2 and 3)				(4,025,032)
5	Balance of Account 219 at End of Preceding Quarter/Year				(12,581,461)
6	Balance of Account 219 at Beginning of Current Year				(12,581,461)
7	Current Quarter/Year to Date Reclassifications from Account 219 to Net Income				
8	Current Quarter/Year to Date Changes in Fair Value				1,594,759
9	Total (lines 7 and 8)				1,594,759
10	Balance of Account 219 at End of Current Quarter/Year				(10,986,702)

Statement of Accumulated Comprehensive Income and Hedging Activities(continued)

Line No.	Other Cash Flow Hedges [Specify] (f)	Other Cash Flow Hedges [Specify] (g)	Totals for each category of items recorded in Account 77 (h)	Net Income (Carried Forward from Page 114, Line 29) (i)	Total Comprehensive Income (j)
1			(8,556,429)		
2					
3			(4,025,032)		
4			(4,025,032)		(4,025,032)
5			(12,581,461)		
6			(12,581,461)		
7					
8			1,594,759		
9			1,594,759		1,594,759
10			(10,986,702)		

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Appropriated Retained Income

Give an analysis of the amount in Account No. 74, Appropriated Retained Income, at the end of the year.

Line No.	Class of Appropriation (a)	Balance at End of Current Year (in Dollars) (b)	Balance at End of Previous Year (in dollars) (c)
1	Additions to Property Through Retained Income		
2	Debt Retained Through Retained Income		
3	Sinking Funds		
4	Other Funds		
5	Appropriated Retained Income Not Specifically Invested		
6	Other Appropriations (Specify)		
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20	**Total**		

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Unappropriated Retained Income Statement

1.) Report items of the Retained Income Accounts of the respondents for the period, classified in accordance with the U.S.of A.
2.) Report on lines 15 and 16 the amount of assigned Federal income tax consequences, Account Nos. 710 and 720.
3.) Report on lines 17 through 20 all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
4.) Line 18 should agree with Line 12, Schedule 114. The total of lines 2, 6, and 18 should agree with line 29, Schedule 114
5.) Include on lines 1 through 12 only amounts applicable to Retained Income exclusive of any amounts included on lines 17 through 20.

Line No.	Item (a)	Reference page no. for Year (b)	Current Quarter/Year (in dollars) (c)	Previous Quarter/Year (in dollars) (d)
	UNAPPROPRIATED RETAINED INCOME			
1	Balances at Beginning of Year		28,463,951	39,032,746
	CREDITS			
2	Net Balance Transferred from Income (700)	114	86,084,961	42,074,797
3	Prior Period Adjustments to Beginning Retained Income (705)		1,594,759	(4,025,032)
4	Other Credits to Retained Income (710)*	337		
5	TOTAL (Lines 2 thru 4)		87,679,720	38,049,765
	DEBITS			
6	Net Balance Transferred from Income (700)	114		
7	Other Debits to Retained Income (720)*	337		
8	Appropriations of Retained Income (740)	118		
9	Dividend Appropriations of Retained Income (750)	121	42,963,199	48,618,560
10	TOTAL (lines 6 thru 9)		42,963,199	48,618,560
11	Net Increase (Decrease) During Year (Line 5 minus line 10)		44,716,521	(10,568,795)
12	Balances at End of Year (Lines 1 and 11)		73,180,472	28,463,951
13	Balance from Line 20			
14	TOTAL Unapprop. Retained Inc. and Equity in Undistr. Earnings. (Losses) of Affil. Comp. at End of Year (Lines 12 & 13)		73,180,472	28,463,951
	*Amount of Assigned Federal Income Tax Consequences			
15	Account No. 710			
16	Account No. 720			
	EQUITY IN UNDISTRIBUTED EARNINGS (LOSSES) OF AFFILIATED COMPANIES			
17	Balances at Beginning of Year	204		
18	Net Balance transferred from Income (700)	114		
19	Other Credits (Debits)			
20	Balances at End of Year	205		

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Statement of Cash Flows

(1) Codes to be used: (a) Net Proceeds or Payments; (b) Bonds, debentures and other long-term debt; (c) Include commercial paper: and (d) Identify separately such items as investments, fixed assets, intangibles, etc.
(2) Information about noncash investing and financing activities must be provided on Page 122 Notes to the Financial Statements. Also provide a reconciliation between "Cash and Cash Equivalents at End of Period" with related amounts on the Balance Sheet.
(3) Operating Activities Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show on Page 122 Notes to the Financial Statements the amounts of interest paid (net of amount capitalized) and income taxes paid.

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
1	Cash Flow from Operating Activities:		
2	Net Income	86,084,961	42,074,797
3	Noncash Charges (Credits) to Income:		
4	Depreciation	19,050,694	18,900,758
5	Amortization	598,693	962,827
6	NonCarrier Depreciation	267,319	395,853
7			
8	Deferred Income Taxes	1,121,605	6,243,692
9			
10	Net (Increase) Decrease in Receivables	(28,073,992)	(4,800,926)
11	Net (Increase) Decrease in Inventory	(166,861)	162,408
12	Net Increase (Decrease) in Payables and Accrued Expenses	4,623,968	20,618,460
13			
14	Other:		
15	Net (Increase) Decrease in Other Current Assets	(6,434,333)	7,411,782
16	Net (Decrease) in Accrued Interest	90,073	(252,987)
17		1,044,643	(4,589,805)
18			
19			
20			
21	Net Cash Provided by (Used in) Operating Activities		
22	(Total of lines 2 thru 20)	78,206,770	87,126,859
23			
24	Cash Flows from Investment Activities.		
25	Construction and Acquisition of Plant (including land):		
26	Gross Additions to Carrier Property:	(10,063,614)	(17,040,465)
27	Gross Additions to Noncarrier Property	9,754,000	
28	Other:		
29			
30			
31			
32			
33			
34	Cash Outflows for Plant (Total of lines 26 thru 33)	(309,614)	(17,040,465)
35			
36	Acquisition of Other Noncurrent Assets (d)		
37	Proceeds from Disposal of Noncurrent Assets (d)		
38			
39	Investments in and Advances to Assoc. and Subsidiary Companies		
40	Contributors and Advances from Assoc. and Subsidiary Companies		
41	Disposition of Investments in (and Advances to)		
42	Associated and Subsidiary Companies		
43			
44	Purchase of Investment Securities (a)		
45	Proceeds from Sales of Investment Securities (a)		

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Statement of Cash Flows (continued)

(4) Investing Activities: Include at Other net cash outflow to acquire other companies. Providea reconciliation of assets acquired with liabilities assumed on Page 122 Notes to the Financial Statements. Do not include on this statement the dollar amount of leases capitalized; instead provide a reconciliation of the dollar amount of leases capitalized with the plant cost.
(5) Under "Other" specify significant amounts and group others.
(6) Enter on Page 122 clarifications and explanations.

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
46	Loans Made or Purchased		
47	Collections on Loans		
48			
49	Net (Increase) Decrease in Receivables		
50	Net (Increase) Decrease in Inventory		
51	Net Increase (Decrease) in Payables and Accrued Expenses		
52	Other:		
53			
54			
55			
56	Net Cash Provided by (Used in) Investing Activities		
57	(Total of Lines 34 thru 55)	(309,614)	(17,040,465)
58			
59	Cash Flows from Financing Activities:		
60	Proceeds from Issuance of:		
61	Long-Term Debt (b)		
62	Capital Stock		
63	Other:		
64			
65			
66	Net Increase in Short-Term Debt (c)		
67	Other:		
68			
69			
70	Cash Provided by Outside Sources (Total of lines 61 thru 69)		
71			
72	Payment for Retirement of:		
73	Long-term Debt (b)	(16,363,636)	(14,933,912)
74	Capital Stock		
75	Other:		(1,429,725)
76	Net Commercial Paper Borrowings (Payments)		
77			
78	Net Decrease in Short-Term Debt (c)		
79			
80	Dividends on Capital Stock	(42,563,200)	(48,618,560)
81	Other:		
82	Net Cash Provided by (Used in) Financing Activities		
83	(Total of lines 70 thru 81)	(58,926,836)	(64,982,197)
84			
85	Net Increase (Decrease) in Cash and Cash Equivalents		
86	(Total of Lines 22, 57, and 83)	18,970,320	5,104,197
87			
88	Cash and Cash Equivalents at Beginning of Year	26,859,751	21,755,554
89			
90	Cash and Cash Equivalents at End of Year	45,830,071	26,859,751

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Explorer Pipeline Company	(1) [X] An Original (2) [ ] A Resubmission	/ /	End of 2012/Q4

Notes to Financial Statements

Quarterly Notes

(1) Respondent must provide in the notes sufficient disclosures so as to make the interim information not misleading. Disclosures which would substantially duplicate the disclosures contained in the most recent FERC Annual Report may be omitted.

(2) Disclosures shall be provided where events subsequent to the end of the most recent year have occurred which have a material effect on the respondent. Respondent must include in the notes significant changes since the most recently completed year in such items as: accounting principles and practices; estimates inherent in the preparation of the financial statements; status of long-term contracts; capitalization including significant new borrowings or modifications of existing financing agreements, and changes resulting from business combinations or dispositions. However where material contingencies exist, the disclosure of such matters shall be provided even though a significant change since year end may not have occurred.

(3) Finally, if the notes to the financial statements relating to the respondent appearing in the annual report to the stockholders are applicable and furnish the data required by the above instructions, such notes may be included herein.

Annual Notes

(1) Use the space below for important notes regarding the Balance Sheet, Statement of Income for the year. Statement of Retained Earnings for the year. and Statement of Cash Flows, or any account therefor. Classify the notes according to each basic statement, providing a subheading for each statement, except where a note is applicable to more than one statement.
(2) Furnish details as to any significant commitments or contingent assets or liabilities existing at end of year. including a brief explanation of any action initiated by the Internal Revenue Service involving possible assessments of additional income taxes of a material amount, or of a claim for refund of income taxes of a material amount initiated by the respondent. State whether such commitments or contingencies will have a material adverse effect upon the financial position or results of operations of the respondent.
(3) Furnish details on the accounting for the respondent's pensions and postretirement benefits and explain any changes in the method of accounting for them. Include in the details a concise breakdown of the effects of the various components on income for the year. funding for the plans and accumulated obligations at year end.
(4) Provide an explanation of any significant changes in operations during the year. Give the financial statement effects of acquiring oil pipelines by purchase or merger or by participating in joint ventures or similar activities.
(5) Furnish details on the respondent's accounting for income taxes and provide an explanation of any changes in the methods of accounting for income taxes and give the financial statement effects resulting from these changes.
(6) Provide an explanation of any significant rate or other regulatory matters involving the respondent during the year and give the effects, if any. on the respondent's financial statements.

THIS PAGE INTENTIONALLY LEFT BLANK SEE PAGE 123

1) Balance Sheet, Statement of Income, Statement of Retained Earnings, Statement of Cash Flows

The Company uses interest rate swaps to manage interest rate risk. All derivative instruments are recorded at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, on the reason for holding it. If certain conditions are met, entities may elect to designate a derivative instrument as a hedge of exposures to changes in fair values, cash flows, or foreign currencies. If the hedged exposure is a fair value exposure, the gain or loss on the derivative instrument is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item attributable to the risk being hedged. If the hedged exposure is a cash flow exposure, the effective portion of the gain or loss on the derivative instrument is reported initially as a component of other comprehensive income (outside earnings) and subsequently reclassified into earnings when the forecasted transaction affects earnings. Any amounts excluded from the assessment of hedge effectiveness, as well as the ineffective portion of the hedge, are reported in earnings immediately.

The Company is obligated by contractual or regulatory requirements to remove facilities or perform other remediation upon retirement of the company's assets. However, management is not able to reasonably determine the fair value of asset retirement obligations since future dismantlement and removal dates are indeterminate. The Company will record such asset retirement obligations in the period in which more information becomes available to reasonably estimate the settlement dates of the retirement obligations.

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level I measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements) The three levels of the fair value hierarchy are as follows:

- Level I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company has the ability to access at the measurement date.
- Level 2 inputs of the data quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly.
- Level 3 inputs are unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which a fair measurement in its entirety falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The interest rate swaps are considered Level 2 There are no Level I or Level 3 assets or liabilities included in the financial statements at fair value.

The consolidated financial statements as of and for the year ended December 31, 2012 and 2011 do not include any nonrecurring fair value measurements relating to assets or liabilities.

Deferred charges consist of the fair value of interest rate swap agreements accounted for as fair value hedges and deferred loan costs that are being amortized over the lives of the related loans in proportion to the repayments. Amortization expense related to deferred loan costs was approximately $598,693 and $962,827 for 2012 in 2011, respectively.

Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell In 2012, an Idle pipeline terminal was deemed impaired and an impairment loss of $8,698,391 was recognized

Comprehensive income for the year ended December 31, 2012 is $87,679,722 and is comprised of net income of $86,084,961 and accumulated other comprehensive income, related to pension and postretirement benefits of $1,594.761. Comprehensive income for the year ended December 31. 2011 is $38,049,763 and is comprised of net income of $42,074,797 and accumulated other comprehensive loss, related to pension and postretirement benefits of $(4,025,034).

The Company has a commercial paper program supported by an $80,000,000 revolving credit agreement with JP Morgan Chase, Bank of Oklahoma, and US Bank, which expires August 19, 2015 This revolving credit agreement allows outstanding commercial paper and draws on the revolver to be classified as noncurrent. There were no amounts outstanding under the commercial paper program or revolver at December 31. 2012 and 2011.

The Company also has long-term debt outstanding under the Series K, L, N and O unsecured notes. Required annual principal payments are as follows:

2013	16,363,636
2014	16,363,636
2015	16,363,636
2016	11,363,636
Thereafter	295,454,546

Management believes the Company was in compliance with all restrictive financial debt covenants as of December 31, 2012 and 2011

2). Environmental RemediationContingencies

Liabilities for environmental remediation contingencies, environmental remediation costs arising from claims, assessments, litigation, fines and penalties, and other sources are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. The costs for a specific clean-up site are discounted if the aggregate amount of the obligation and the amount and timing of the cash payments for that site are fixed or reliably determinable based upon information derived from the remediation plan for that site. Recoveries from third parties that are probable of realization are separately recorded, and are not offset against the related environmental liability.

Accruals for estimated losses from environmental remediation obligations generally are recognized no later than completion of a remedial feasibility study. Such accruals are adjusted as further information develops or circumstances change. Recoveries for environmental remediation costs from other parties are recorded as assets when their receipt is deemed probable. The discounted and undiscounted amount of the environmental remediation obligations is $6.2 million and $7.4 million, respectively, as of December 31, 2012 and approximately $6 0 million and $7 3 million, respectively, as of December 31. 2011

3). Pension and Other Postretirement Plans

The Company has a defined benefit pension plan covering all employees employed prior to January 1. 2007. The benefits are based on years of service and employee compensation Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future. The Company also sponsors a defined benefit health care plan for substantially all retirees and employees.

In addition to the defined benefit pension plan, the Company makes available postretirement medical and life benefits to all retired employees and their eligible dependents. The plan is contributory and participants under age 65 pay approximately 35% of the cost of medical benefits and 30% of the active premium for the face amount of life benefits. Upon reaching age 65, participants pay 20% of the cost of medical benefits with the Company paying the full cost for life benefits.

The measurement date used to determine pension and other postretirement benefit obligations and plan assets for the pension plan and the postretirement benefit plan is December 31.

The following table sets forth the plan's benefit obligations, fair value of plan assets, and funded status at December 31. 2012 and 2011.

		Pension Benefits		Postretirement Benefits	
		2012	2011	2012	2011
Projected benefit Obligation, Dec. 31	$	(31,992,041)	(30,127,341)	(15,093,591)	(14,916,044)
Fair value of plan assets, Dec.31		27,044,769	20,777,125	-	-
Funded Status	$	(4,947,272)	(9,350,216)	(15,093,591)	(14,916,044)
Accrued benefit cost recognized					
In the consolidated balance sheet	$	(4,947,272)	(9,350,216)	(15,093,591)	(14,916,044)

Accumulated other comprehensive income includes, $10,986,072 and $12,581,463, net of tax, related to the plans at December 31, 2012 and 2011 respectively. This amount is primarily comprised of net actuarial loss of $16,462,653 million and $18,828,628 million at December 31, 2012 and 2011. respectively

The accumulated benefit obligation for the pension plan was $27,044,923 and $23,727,976 at December 31, 2012 and 2011, respectively

Net periodic benefit cost recognized and other changes in plan assets and benefit obligations recognized in accumulated other comprehensive income in 2012 and 2011 were:

		Pension Benefits		Postretirement Benefits	
		2012	2011	2012	2011
Net periodic benefit cost recognized	$	2,097,233	1,829,551	1,430,898	1,246,041
Other changes in plan assets and benefit obligations recognized in accumulated other comprehensive income:					
Amortization of transition Obligation		---	---	(41.140)	(41,140)
Net actuarial (loss) gain		(415,748)	4,488.722	(708,349)	2,829,039
Amortization of net (loss) gain		(1,225,062)	(877,258)	(16,816)	---
Prior service (cost) credit		---	---	(158,668)	(156,868)
Total recognized in accumulated other comprehensive income		(1,640,810)	3,611,464	(924,973)	2,629,231
Total recognized in net periodic benefit cost and accumulated other comprehensive income	$	456,423	5,441,015	505,925	3,875,272

The net loss for the defined benefit pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is $1,218,000 The net loss and prior service credit for the defined benefit postretirement plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are $41.140, $158,668 and $66,000 respectively.

For measurement purposes, a 8% annual rate increase in the per capita cost of covered health care benefits assumed for 2012, dropping to an ultimate 5% trend in 2018

		Pension Benefits		Postretirement Benefits	
		2012	2011	2012	2011
Benefit Cost	$	2,097,233	1,829,551	1,430,898	1,246,041
Benefits Paid		1,719,685	1,195,529	328,378	322,550
Employer Contributions		4,859,367	1,155,827	328,378	322,550
Plan participant contributions		-	-	-	-

5). Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs..

Temporary differences between the consolidated financial statement carrying amounts and tax basis of property. plant and equipment (principally differences in depreciation) and pension and other postretirement benefit plan liabilities gave rise to substantially all of the net deferred tax liability at December 31. 2012 and 2011.

The effective tax rate exceeds the U.S. federal income tax rate of 35% in 2012 and 2011 primarily due to state income taxes.

6). Other Regulatory Matters

In August 2012, the Company sold a pipeline segment, approximately 50 miles in length that runs from the Lake Charles, Louisiana area to the Port Arthur, Texas area for $75,000,000 The sale included the associated pump station facilities and all other related assets. The sale resulted in a gain of approximately $72,430,000 which is included in interest and other income in the consolidated statements of income and retained earnings. The Company received approval from the FERC, on March 13, 2013 to recognize a gain on the sale of the assets (see Docket No. AC12-138-000)

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Receivables from Affiliated Companies

1.) Give particulars (details) of the various affiliated company debtors and the character of the transactions involved in the current asset Account No. 13, Receivables from Affiliated Companies.
2) In column (a), list every item amounting to $500,000 or more. For debtors whose balances were less than $500,000, a single entry may be made under a caption "Minor accounts, less than $500,000."

Line No.	Name of Debtor (a)	Description of Assets or of Transaction (b)	Balance at End of Year (in dollars) (c)
1	Marathon Petroleum Company	Transportation Revenue & Product Settlement	4,102,753
2	Minor a/c less than $500,000	Transportation Revenue & Product Settlement	799,597
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48			
49		Total	4,902,350

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Investments in Affiliated Companies

1.) Give particulars (details) of investments included in Account Nos. 20, Investments in Affiliated Companies and 22, Sinking and Other Funds.
2.) Refer to the General Instructions on page 201. Be sure to follow the classification of Investments. Give totals for each class and for each subclass, and a grand total for each account.
3.) Indicate in footnotes the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars (details) of such obligations.
4.) Enter in column (c) date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially. the date in column (c) may be reported as "Serially 19 to 19 " In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary due to limited space.

Line No.	Account No. (a)	Class No. (From 201) (b)	Name of Issuing Comapny and Description of Security Held, Also Lien Reference, If Any (c)	Extent of Control (In percent) (d)
1	200001	A	Explorer Pipeline Services Company	100.00
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40				
41				
42				
43				

Name of Respondent Explorer Pipeline Company	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2012/Q4

Investments in Affiliated Companies (continued)

5) If any of the companies included in this schedule are controlled by respondent, give the percent of control in column (d) In case any company listed is controlled other than through actual ownership of securities, give particulars (details) in a footnote. In cases of joint control, give in a footnote names of other parties and particulars (details) of control.
6) If any advances are pledged, give particulars (details) in a footnote.
7.) Give particulars (details) of investments made, disposed of, or written down during the year in columns (f), (g) and (h). If the cost of any investment made during the year differs from the book value reported in column (f), explain the matter in a footnote. "Cost" means the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in a footnote.
8.) Do not include in this schedule issued securities or assumed by respondent.

Line No.	Total Book Value of Investments At End of Year (in dollars) (e)	Book Value of Investments of During Year (in dollars) (f)	INVST. DISP. WRITTEN Book Value (g)	INVST. DISP. WRITTEN Selling Price (h)	DIVIDENDS OR INTEREST Rate (in percent) (i)	DIVIDENDS OR INTEREST Amount Credited to Income (in dollars)
1	19,917,325					
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						
31						
32						
33						
34						
35						
36						
37						
38						
39						
40						
41						
42						
43						