UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 24, 2010

NuStar Energy L.P.
(Exact name of registrant as specified in its charter)

Delaware	001-16417	74-2956831
State or other jurisdiction Of incorporation	(Commission File Number)	(IRS Employer Identification No.)

2330 North Loop 1604 West San Antonio, Texas	**78248**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (210) 918-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

Senior management of NuStar Energy L.P. (the "Company") will make a presentation to investors at meetings coordinated by JPMorgan on Monday, May 24, 2010 in New York, New York (the "Presentation"). The slides attached to this report were prepared in connection with the Presentation. The slides are included in Exhibit 99.1 to this report and are incorporated herein by reference. The slides will be available on the Company's website at www.nustarenergy.com.

The information in this report is being furnished, not filed, pursuant to Regulation FD. Accordingly, the information in Items 7.01 and 9.01 of this report will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information in this report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Safe Harbor Statement

Statements contained in the exhibit to this report state the Company's or its management's expectations or predictions of the future and are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements. Factors that could affect those results include those mentioned in the documents that the Company has filed with the Securities and Exchange Commission. In addition, we do not intend to update these statements unless it is required by the securities laws to do so, and we undertake no obligation to publicly release the result of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Slides from presentation to be used on May 24, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NuStar Energy L.P.

By: Riverwalk Logistics, L.P., its general partner

By: NuStar GP, LLC, its general partner

Date: May 24, 2010

By: /s/ Bradley C. Barron
Bradley C. Barron
Senior Vice President and General Counsel

EXHIBIT INDEX

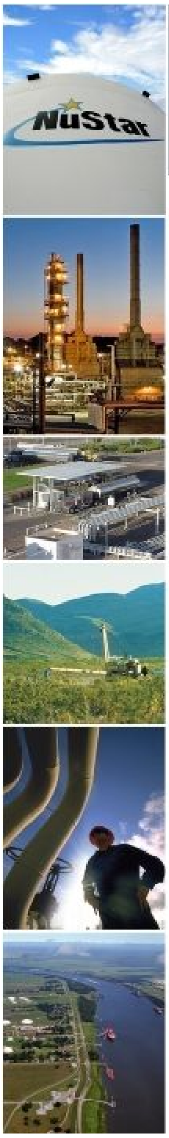
Number	Exhibit
99.1	Slides from presentation to be used on May 24, 2010.

Exhibit 99.1

NuStar

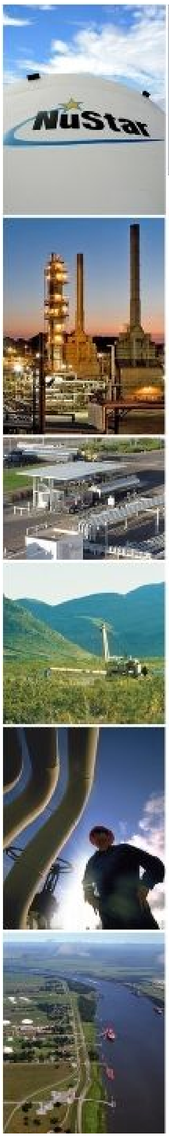
Fixed Income Investor Presentation

May 2010

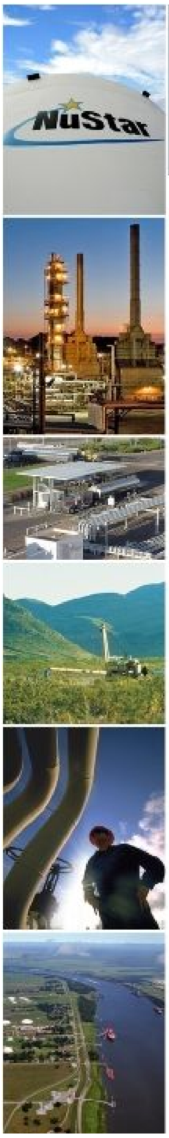


Forward Looking Statements

Statements contained in this presentation that state management's expectations or predictions of the future are forward-looking statements intended to be covered by the safe harbor provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934. The words "believe," "expect," "should," "estimates," and other similar expressions identify forward-looking statements. It is important to note that actual results could differ materially from those projected in such forward-looking statements. We undertake no duty to update any forward-looking statement to conform the statement to actual results or changes in the company's expectations. For more information concerning factors that could cause actual results to differ from those expressed or forecasted, see NuStar Energy L.P.'s and NuStar GP Holdings, LLC's respective annual reports on Form 10-K and quarterly reports on Form 10-Q, filed with the Securities and Exchange Commission and available on NuStar's websites at www.nustarenergy.com and www.nustargp.com.

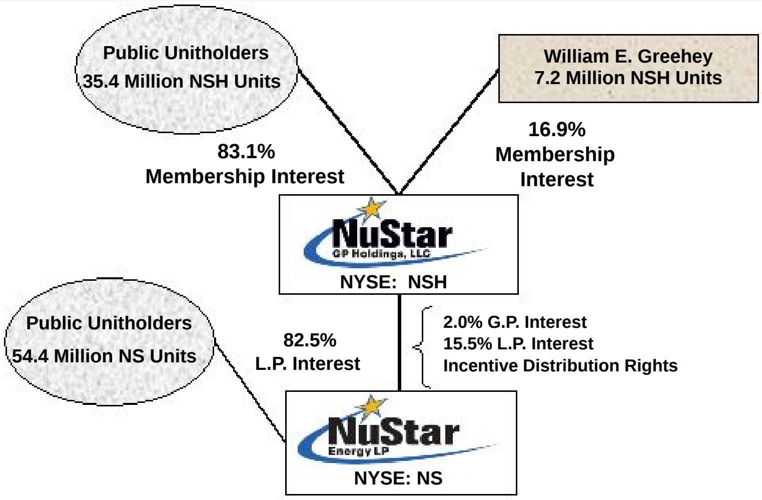


NuStar Overview

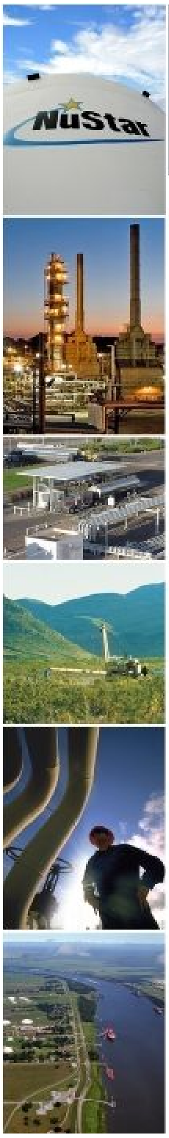


NuStar Overview – Two Publicly Traded Companies

- NuStar Energy L.P. (NYSE: NS) is a leading publicly traded partnership with a market capitalization of around $3.5 billion and an enterprise value of approximately $5.2 billion
  - One of the largest independent petroleum pipeline and terminal operators in the U.S. and one of the largest asphalt refiners and marketers in the U.S.
- NuStar GP Holdings, LLC (NYSE: NSH) holds the 2% general partner interest, 15.5% of the common units and incentive distribution rights in NuStar Energy L.P. with a market capitalization of around $1.1 billion

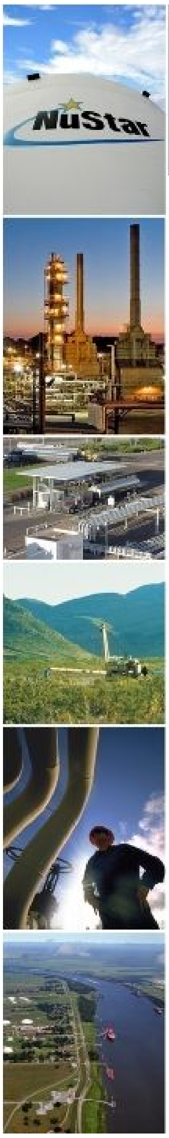


	NS	NSH
IPO Date:	4/16/2001	7/19/2006
Unit Price (5/19/10):	$54.68	$26.35
Annual Distribution/Unit:	$4.26	$1.80
Yield (5/19/10):	7.79%	6.83%
Debt Balance (3/31/10 Pro Forma)	$1,652 million	$14.3 million
Market Capitalization:	$3,533 million	$1,121 million
Enterprise Value:	$5,166 million	$1,135 million
Total Assets (3/31/10):	$4,858 million	$592 million
Debt/Cap. (3/31/10 Pro Forma):	38.2%	n/a
Credit Ratings – Moody's	Baa3/Stable	n/a
S&P and Fitch	BBB-/Stable	n/a



What Sets NuStar Apart from its Peers

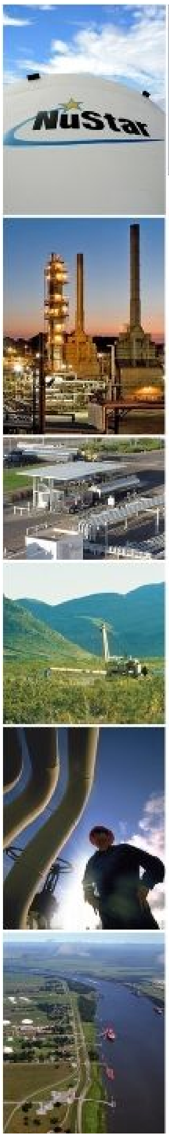
- High quality, large and diverse asset footprint with operations in eight different countries including the U.S., Mexico, Netherlands, Netherland Antilles (i.e. Caribbean), England, Ireland, Scotland and Canada
- Fourth largest independent liquids terminal operator in the world and second largest in the U.S.
- No. 1 asphalt producer on the East Coast and No. 3 asphalt producer in the U.S.
- Commitment to investment grade ratings with balanced issuance of debt and equity to fund growth
- Lower cost of capital than majority of peers
  - Top Incentive Distribution Rights (IDRs) capped at 25% vs. 50% for most MLPs
- Strong corporate culture of taking care of employees, making safety a top priority, achieving operational excellence and contributing time and money to our communities
  - Recognized in 2009 as one of the best places to work for in America and for our strong safety record
- Experienced and proven management team with substantial equity ownership and industry experience



Large and Diverse Geographic Footprint with Assets in Key Locations

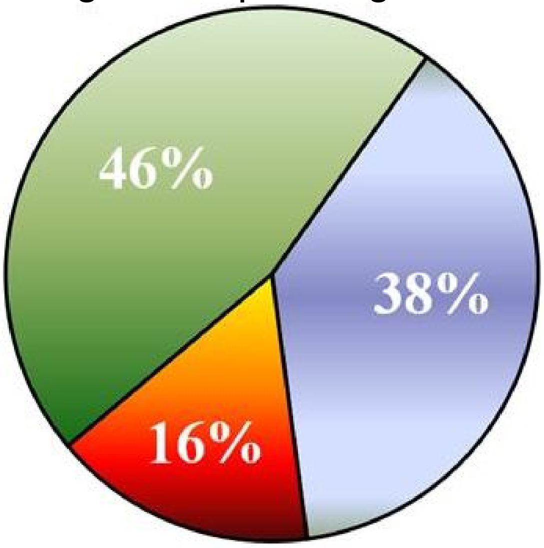
Asset Stats:

- Operations in eight different countries including the U.S., Mexico, Netherlands, Netherlands Antilles (i.e. Caribbean), England, Ireland, Scotland and Canada
- 8,417 miles of crude oil and refined product pipelines
- Own 86 storage facilities
- Over 91 million barrels of storage capacity
- 2 asphalt refineries on the U.S. East Coast capable of processing 104,000 bpd of crude oil



Diversified Operations from Three Business Segments

Percentage of 2009
Segment Operating Income



Storage: 46%
- **Refined Product Terminals**
- **Crude Oil Storage**

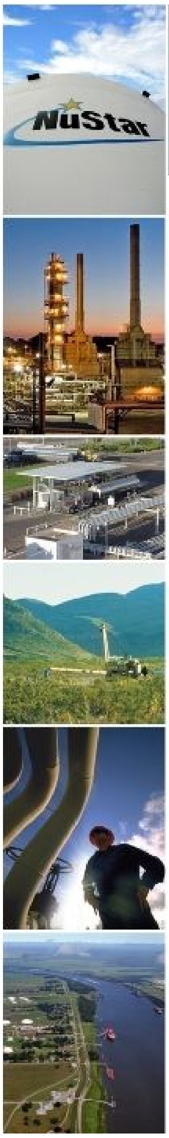
Transportation: 38%
- **Refined Product Pipelines***
- **Crude Oil Pipelines**

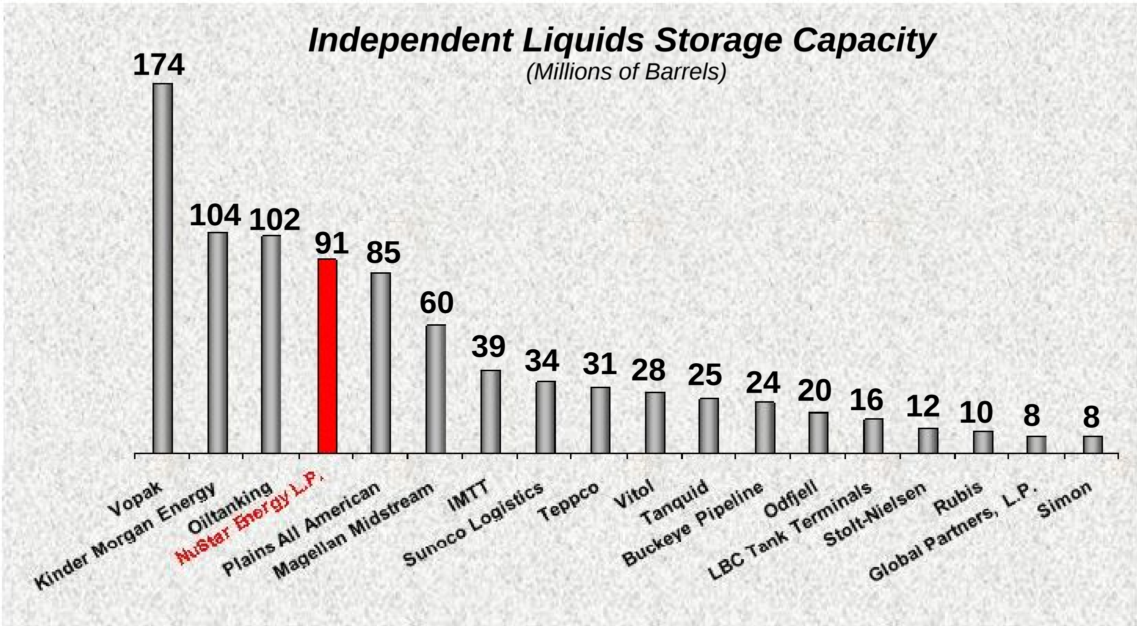
Asphalt & Fuels Marketing: 16%
- **Asphalt**
- **Fuels Marketing**
  - Product Supply, Wholesale and Fuel Oil Marketing
  - Bunkering

- Approximately 84% of NuStar Energy’s segment operating income in 2009 came from fee-based transportation and storage segments
- Remainder of 2009 segment operating income related to margin-based asphalt and fuels marketing segment

* Includes primarily distillates, gasoline, propane, jet fuel, ammonia and other light products. Does not include natural gas.

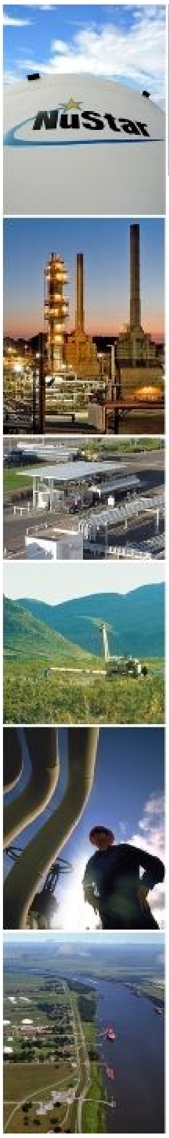
Global Leader in Independent Liquids Storage





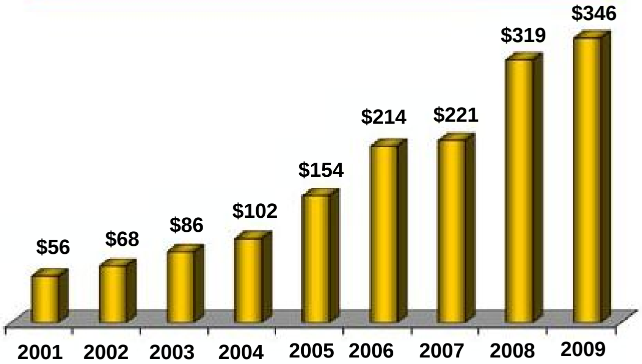
Source: Company Websites & Management Presentations

- Of the roughly 91 million barrels of storage capacity, approximately 50 million barrels are crude oil and heavy fuel products, 39 million barrels are refined products and 2 million barrels are biofuels



Increasing Distributable Cash Flows at NS Has Fueled Solid Distribution Growth at Both NS and NSH Every Year Since Their IPOs

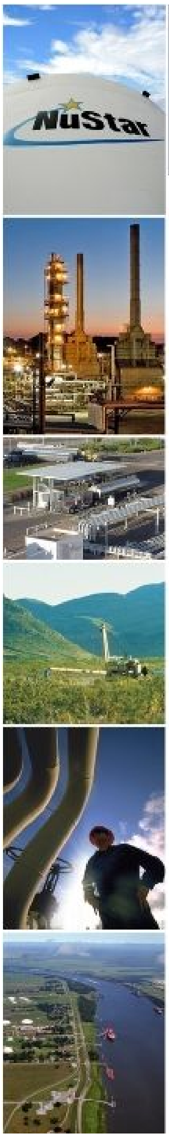
NS Distributable Cash Flows ($ in Millions)



Note: 2005 and 2006 distributable cash flow are from continuing operations

NS Distribution ($ per Unit)

* Annualized Distribution



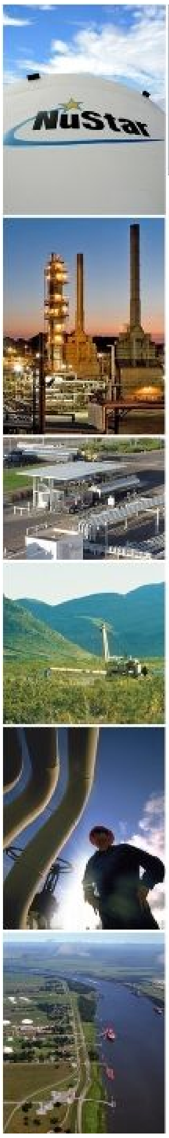
NuStar Energy L.P.'s Distribution has been Covered by the Non-Asphalt Operations Distributable Cash Flows Since Asphalt Acquisition in March 2008

(Dollars in Millions)

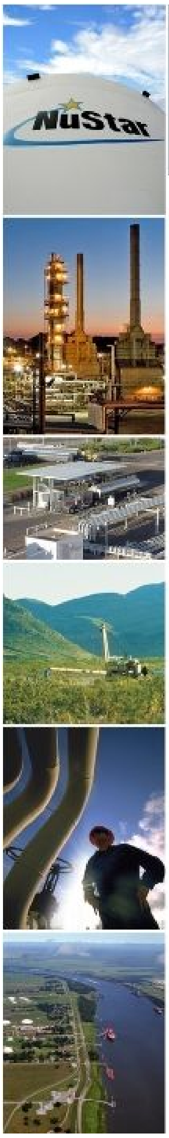
	March 2008 – March 2010
Non-Asphalt Operations Distributable Cash Flows	$649.5*
Total Distribution	597.7
Excess Distributable Cash Flows	$51.8
% of Distribution Covered by Non-Asphalt Operations Distributable Cash Flows	**109%**
Asphalt Operations EBITDA	$154.4**
Asphalt Operations Distributable Cash Flows	$47.1**

*** Includes transportation, storage and fuels marketing operations**

**** Includes $61 million 2008 hedging loss. Adjusted Asphalt EBITDA was $215 million and adjusted distributable cash flows were $108 million without the hedging loss.**

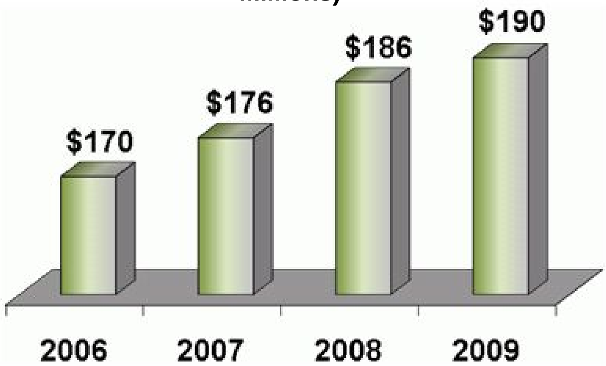


2010 Outlook

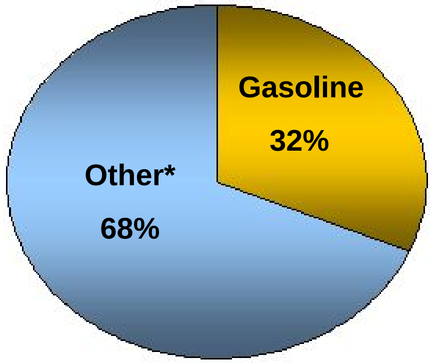


2010 Outlook – Transportation Segment Continues to Generate Stable, Fee-Based Income

Transportation Segment EBITDA ($ in Millions)

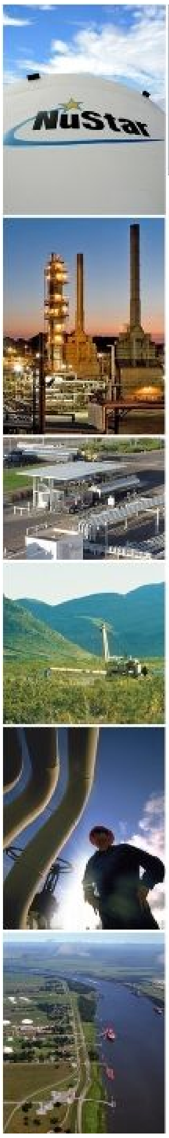


2009 Pipeline Receipts by Commodity



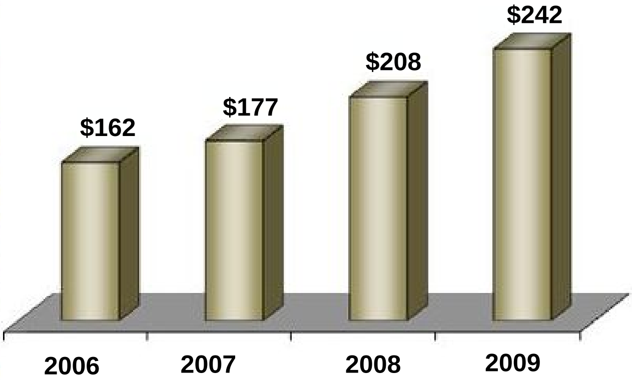
*Other includes crude oil, fuel oil, ammonia, jet fuel, propane, naphtha and light refined product ends

- 2010 results expected to be comparable to 2009
- Most industry experts are predicting that 2010 product demand should recover slightly as the economy improves, net of fuel efficiency estimates
  - Refinery utilization is projected to be in the range of 80% to 90%
  - Refined product demand growth expected to be less in the U.S. and primarily international, mainly the Far East, Middle East and parts of Latin America
- Expect NuStar's throughput volumes to increase slightly in 2010 compared to 2009, excluding the impact of the assets sales, and in-line with our view of a modest economic recovery
  - Recently announced refinery closures and proposed refinery sales not expected to impact NuStar's results
  - Higher natural gas prices and higher power costs could negatively impact results
- Based on 2009 PPI figures, tariffs will decrease by (1.3%) starting July 1, 2010
  - 2010 calendar year rates should be slightly higher than 2009 calendar year rates
  - First six months of 2010 benefitting from 7.6% tariff increase on July 1, 2009



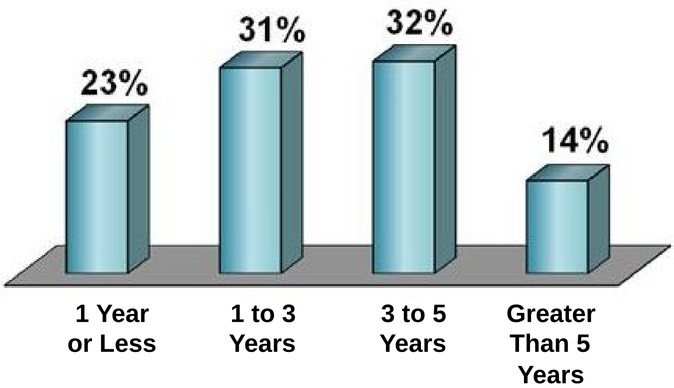
2010 Outlook – Storage Segment Internal Growth Projects Contribute to Increased Earnings

Storage Segment EBITDA ($ in Millions)

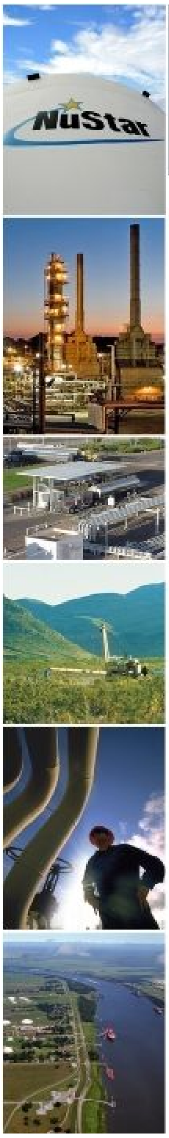


- NuStar has generated strong earnings growth in its storage segment mainly due to:
  - $400 million construction program started in 2006 and completed in 2009
  - Higher rates on storage contract renewals.
- Targeting an incremental $12 to $16 million of EBITDA in 2010 as a result of growth projects completed in late 2009 & 2010 and continued increasing rates on storage contract renewals.
- Refined product demand growth outside the U.S. should continue to benefit companies like NuStar that are developing international storage opportunities

Storage Contract Renewals (% of Revenues)

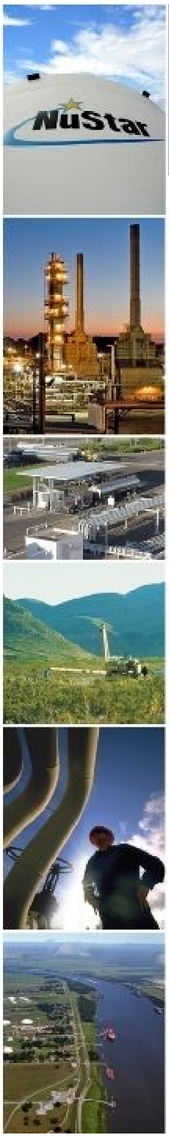


- Flatter contango market not expected to impact NuStar as we continue to sign up large credit worthy customers under long-term contracts
- Since approximately 90% of our revenues come from leased assets, throughputs are not expected to have a material impact on storage results

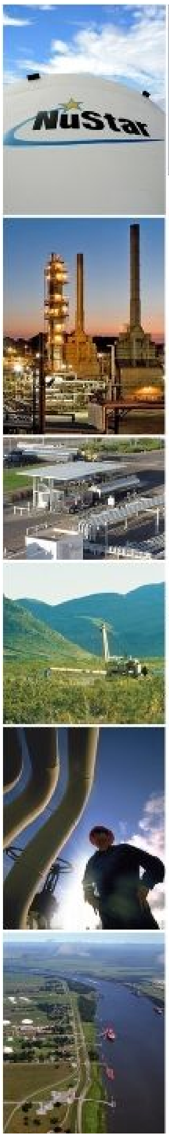


2010 Outlook – Asphalt & Fuels Marketing Expect Improved Asphalt Results due to Tight Supply and Increased Rack Sales Volumes

- 2008 & 2009 adjusted EBITDA contribution from the asphalt operations excluding the large 2008 crude oil hedging loss, was just over $220 million, which is in line with acquisition economics
- Asphalt inventories are at low-levels as lower than normal production and imports have resulted in lower than normal inventory levels despite weak demand
  - 2009 winter-fill season was atypical as prices increased during this time and supply was tight resulting in fewer suppliers building inventories
- Expect improved results from our asphalt operations in 2010 as we expect a higher margin per barrel and higher sales volumes due to: (a) balanced to tight regional supplies mainly due to historically low refinery utilization rates over the past year and impact from completed coker projects and (b) increased rack sales volumes as we enter new asphalt markets in 2010.
  - 2010 EBITDA projected to be better than the $70 million earned in 2009 but not as strong as the $150 million adjusted EBITDA earned in 2008
- Federal Stimulus fund outlays and State & Local highway awards expected to increase in 2010
  - Of the $27.5 billion of Federal funds available for highway projects, $10 - $11 billion expected to be spent in 2010.
    - Up from the $5.6 billion spent in 2009
  - 2010 YTD state and local highway awards exceed 2009 YTD awards by 32% in the U.S.
    - By 70% in markets served by NuStar.



Financial Overview



Revolver Availability & Credit Ratings/Metrics

3/31/10 Pro Forma Revolver Availability

(Dollars in Millions)

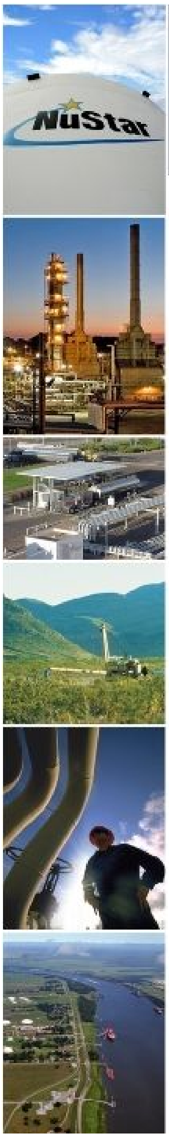
Total Bank Credit	$1,212
Less:	
Borrowings	(351)
Letters of Credit	
Go Zone Financing	(56)
Other	(8)
Revolver Availability	$797

- Rate on revolver based on LIBOR plus 50 bps, currently around 0.85%
- Financial Covenant Tests:
  - Debt-to-EBITDA cannot exceed 5.0 to 1.0 times
  - Following an acquisition of $100 million or more, Debt-to-EBITDA limit increases to 5.5 times for two consecutive quarters

Credit Ratings/Metrics

- Standard & Poor's: BBB- (Stable Outlook)
- Moody's: Baa3 (Stable Outlook)
- Fitch: BBB- (Stable Outlook)
- Debt/EBITDA (Pro-Forma 3/31/10): 3.96x
- Debt/Capitalization (Pro-Forma 3/31/10): 38.2%

- Pro Forma amounts include $245 million of net proceeds related to the May 19, 2010 equity issuance of 4.4 million limited partner units.



No Significant Debt Maturities Until 2012

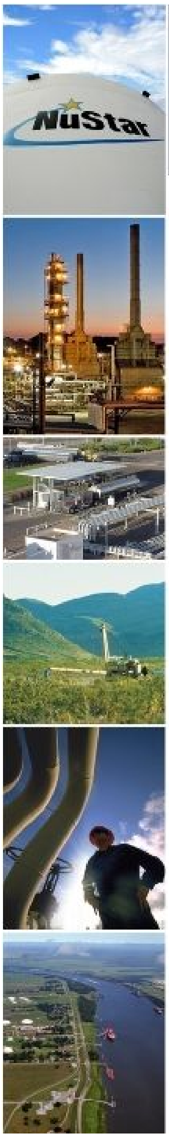
(Dollars in Millions)

Pro Forma 3/31/10 Capital Structure	
$1.2 billion Credit Facility	$351
NuStar Logistics Notes (7.65%)	349
NuStar Logistics Notes (6.875%)	103
NuStar Logistics Notes (6.05%)	236
NuStar Pipeline Notes(5.875%)	257
NuStar Pipeline Notes (7.75%)	264
Other Debt	92
Total Debt	$1,652
Total Partners' Equity	2,676
Total Capitalization	$4,328

Pro Forma 3/31/10 Maturities	
2010	$0.8
2011	$0.8
2012	$750*
2013	$495
2014	$0
Thereafter	$405

* Primarily includes maturity of $351 million revolver balance and $367 million of senior notes

- Pro Forma amounts include $245 million of net proceeds related to the May 19, 2010 equity issuance of 4.4 million limited partner units.
- No significant debt maturities until 2012 at which time the revolver and some senior notes become due.



NuStar Senior Note Structure

Guarantee

Guarantee

<u>NuStar Logistics, L.P.</u>

$103 Million 6.875% Notes (Mature July 2012)

$236 Million 6.05% Notes (Mature March 2013)

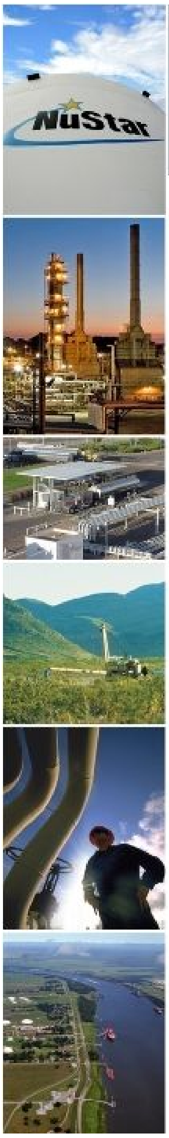
$349 Million 7.65% Notes (Mature April 2018)

Cross-Company Guarantee

NuStar Pipeline Operating <u>Partnership L.P.</u>

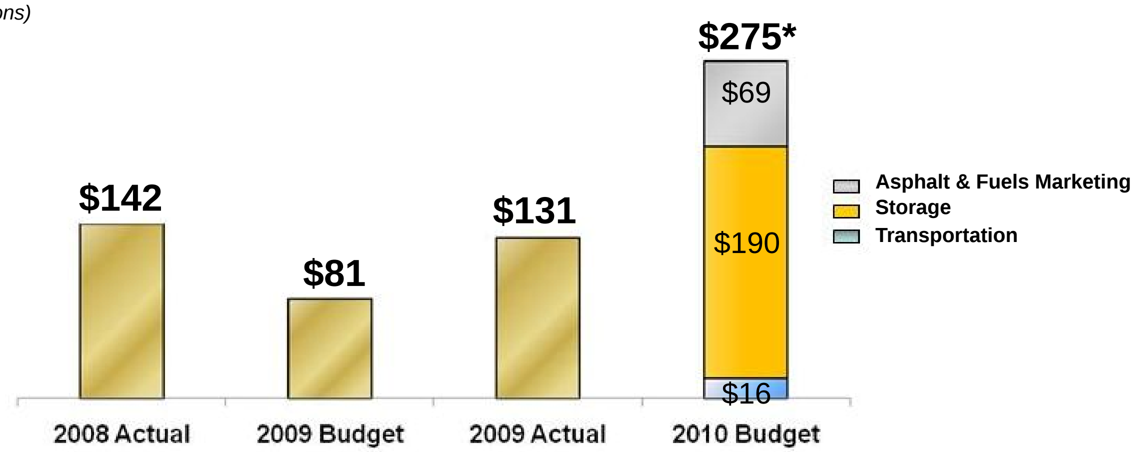
$264 Million 7.75% Notes (Mature February 2012)

$257 Million 5.875% Notes (Mature June 2013)



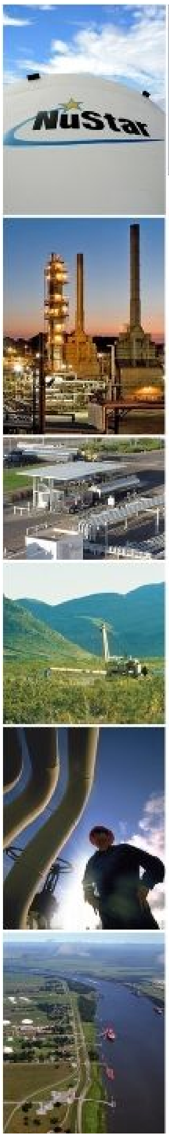
Large Increase in Internal Growth Capital Expected in 2010 that Will Seed the Next Phase of NuStar's Growth

(Dollars in Millions)



- 2010 internal growth program is significantly higher at around $275 million and includes projects to:
  - Build new storage for large creditworthy customers under long-term contracts (i.e. 5 to 8 years)
  - Develop and improve logistics at key terminals
  - Expand our pipeline systems in fast-growing regions
  - Put in place the necessary infrastructure at key terminals to capture incremental ethanol and biofuel volumes
  - Optimize our asphalt operations
  - Expand our fuel oil blending and bunkering operations
  - Develop new crude supply logistics to capitalize on heavy crude oil imbalances
- Intend to fund internal growth with a balance of internal cash flow, equity and debt

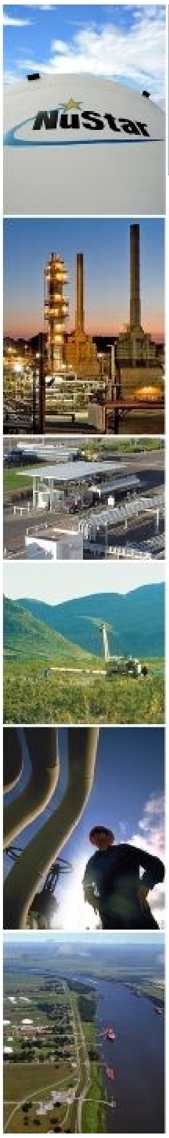
*Does not include $50 million of Corporate Headquarters related Capital spending



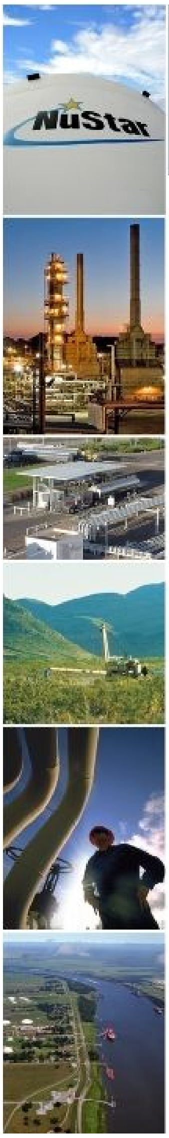
Investment Highlights

- Strong balance sheet and investment grade rating with a stable outlook
  - Commitment to investment grade rating exhibited by issuance of $530 million of equity since November 2009
- Majority of business derived from attractive set of fee-based storage and transportation assets that support U.S. and international energy infrastructure
  - NuStar provides world class pipeline and terminalling services to some of the world's largest crude oil producers, integrated oil companies, chemical companies, oil traders and refineries
  - Pipeline and storage businesses have performed well in one of the worst recessions since the Great Depression
- Equity investors have been provided optionality on the performance of the asphalt operations since the non-asphalt distributable cash flows have covered all of the distribution for the period NuStar has owned the asphalt refineries
- Recognized nationally for our outstanding safety and environmental record and as one of the best places to work
- Large and diversified asset footprint in the U.S. and internationally allows for ample acquisition and internal growth opportunities
  - Over $500 million of attractive internal growth projects over the next two to three years
  - Majority of new growth projects expected to be in the storage segment and are discretionary

Questions & Answers



Appendix



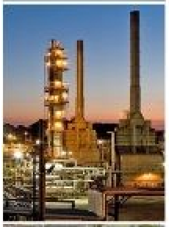
2010 Outlook – Asphalt & Fuels Marketing Long-Term Impact of Coker Projects on Asphalt Supply Still Intact

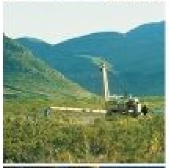
- 100% of the announced coker projects listed are complete or have a high likelihood of completion (i.e. firm projects)
- One of the coker projects came on-line in the first quarter of 2010
- Most of the coker capacity is still expected to come on-line starting next year and through 2012, which should contribute to further tightening of asphalt supply

Announced U.S. Coker Projects:

No.	Refinery	PADD	Announced Coker Capacity (Mbpd)	Announced Crude Capacity (Mbpd)	Start Up Date	Status
1	Coffeyville Resources - Coffeyville, Kansas	II	2.0	8.0	1Q 2007	Complete
2	BP - Toledo, Ohio	II	2.0	10.0	1Q 2007	Complete
3	Valero - Port Arthur, Texas	III	25.0	75.0	1Q 2007	Complete
4	Frontier - Cheyenne, Wyoming	IV	4.3	-	3Q 2007	Complete
5	Chevron - El Segundo, California	V	15.0	-	4Q 2007	Complete
6	Sinclair – Sinclair, wyoming	IV	20.0	11.0	4Q 2007	Complete
7	ConocoPhillips- Borger, Texas	III	25.0	-	4Q 2007	Complete
8	Cenex - Laurel, Montana	IV	15.0	-	1Q 2008	Complete
9	Frontier - El Dorado, Kansas	II	3.0	11.0	2Q 2008	Complete
10	Tesoro - Martinez, California	V	4.4	-	2Q 2008	Complete
11	ConocoPhillips- Los Angeles, California	V	5.0	-	4Q 2008	Complete
12	Marathon - Garyville, Louisiana	III	44.0	180.0	1Q 2010	Complete
13	Hunt - Tuscaloosa, Alabama	III	18.5	15.0	4Q 2010	Firm
14	ConocoPhillips- Wood River, Illinois	II	65.0	55.0	3Q 2011	Firm
15	Atofina Petrochemicals Inc.- Port Arthur, Texas	III	50.0	-	1Q 2011	Firm
16	BP - Whiting, Indiana	II	95.0	30.0	1Q 2012	Firm
17	Motiva - Port Arthur, Texas	III	95.0	325.0	3Q 2012	Firm
18	Marathon - Detroit, Michigan	II	28.0	13.0	2nd Half 2012	Firm
	Total US Expansion		**516.2**	**733.0**		
	Expansions Completed through 1Q 2010		**164.7**	**295.0**		
	Firm Expansions 2010-2013		**351.5**	**438.0**		

Source: PIRA Refinery Database; Company Information





Reconciliation of Non-GAAP Financial Information: EBITDA and Distributable Cash Flow

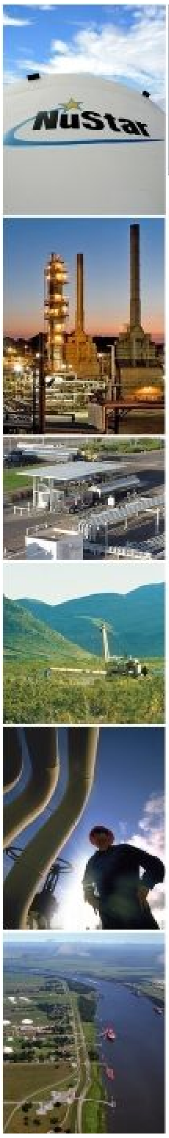
(Unaudited, Dollars in Thousands)

NuStar Energy L.P. utilizes two financial measures, EBITDA and distributable cash flow, which are not defined in United States generally accepted accounting principles (GAAP). Management uses these financial measures because they are a widely accepted financial indicators used by investors to compare partnership performance. In addition, management believes that these measures provide investors an enhanced perspective of the operating performance of the partnership's assets and the cash that the business is generating. Neither EBITDA nor distributable cash flow are intended to represent cash flows for the period, nor are they presented as an alternative to net income. They should not be considered in isolation or as a substitute for a measure of performance prepared in accordance with GAAP.

The following is a reconciliation of net income to EBITDA and distributable cash flow:

	Year Ended December 31,									Quarter Ended March 31,
	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010
Net income	$ 45,873	$ 55,143	$ 69,593	$ 78,418	$ 107,675	$ 149,906	$ 150,298	$ 254,018	$ 224,875	$ 19,703
Plus interest expense, net	3,811	4,880	15,860	20,950	41,388	66,266	76,516	90,818	79,384	18,586
Plus income tax expense	-	395	-	-	4,713	5,861	11,448	11,006	10,531	4,800
Plus depreciation and amortization expense	13,390	16,440	26,267	33,149	64,895	100,266	114,293	135,709	145,743	37,929
EBITDA	**63,074**	**76,858**	**111,720**	**132,517**	**218,671**	**322,299**	**352,555**	**491,551**	**460,533**	**81,018**
Less equity earnings from joint ventures	3,179	3,188	2,416	1,344	2,319	5,882	6,833	8,030	9,615	3,015
Less interest expense, net	3,811	4,880	15,860	20,950	41,388	66,266	76,516	90,818	79,384	18,586
Less reliability capital expenditures	2,786	3,943	10,353	9,701	23,707	35,803	40,337	55,669	45,163	12,355
Less income tax expense	-	-	-	-	4,713	5,861	11,448	11,006	10,531	4,800
Plus mark-to-market impact on hedge transactions	-	-	-	-	-	-	3,131	(9,784)	19,970	(12,613)
Plus charges reimbursed by general partner	-	-	-	-	-	575	-	-	-	-
Plus distributions fromjoint ventures	2,874	3,590	2,803	1,373	4,657	5,141	544	2,835	9,700	2,400
Plus other non-cash items	-	-	-	-	2,672	-	-	-	-	-
Distributable cash flow	**$ 56,172**	**$ 68,437**	**$ 85,894**	**$ 101,895**	**$ 153,873**	**$ 214,203**	**$ 221,096**	**$ 319,079**	**$ 345,510**	**$ 32,049**

Note: 2005 and 2006 distributable cash flow and EBITDA are from continuing operations.



Reconciliation of Non-GAAP Financial Information: Transportation and Storage

(Unaudited Dollars in Thousands)

EBITDA in the following reconciliations relate to our reportable segments or a portion of a reportable segment. We do not allocate general and administrative expenses to our reportable segments because those expenses relate primarily to the overall management at the entity level. Therefore, EBITDA reflected in the following reconciliations excludes any allocation of general and administrative expenses consistent with our policy for determining segmental operating income, the most directly comparable GAAP measure.

The following is a reconciliation of operating income to adjusted EBITDA for the Transportation Segment:

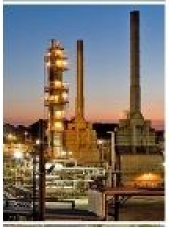
	Year Ended December 31,			
	2006	2007	2008	2009
Operating income	122,714	126,508	135,086	139,869
Plus depreciation and amortization expense	47,145	49,946	50,749	50,528
Adjusted EBITDA	**$ 169,859**	**$ 176,454**	**$ 185,835**	**$ 190,397**

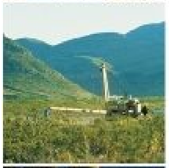
The following is a reconciliation of operating income to adjusted EBITDA for the Storage Segment:

	Year Ended December 31,			
	2006	2007	2008	2009
Operating income	$ 108,486	$ 114,635	$ 141,079	$ 171,245
Plus depreciation and amortization expense	53,121	62,317	66,706	70,888
Adjusted EBITDA	**161,607**	**176,952**	**207,785**	**242,133**

The following is a reconciliation of projected incremental operating income to projected incremental adjusted EBITDA for the year ended December 31, 2010 compared to the year ended December 31, 2009 for the Storage Segment:

	Storage Segment
Projected incremental operating income range	$ 6,000 - 9,500
Plus projected incremental depreciation and amortization expense range	6,000 - 6,500
Projected incremental Adjusted EBITDA range	$ 12,000 - 16,000





Reconciliation of Non-GAAP Financial Information: Asphalt & Fuels Marketing (Continued)

(Dollars in Thousands)

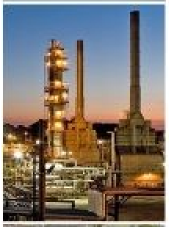
EBITDA in the following reconciliations relate to our reportable segments or a portion of a reportable segment. We do not allocate general and administrative expenses to our reportable segments because those expenses relate primarily to the overall management at the entity level. Therefore, EBITDA reflected in the following reconciliations excludes any allocation of general and administrative expenses consistent with our policy for determining segmental operating income, the most directly comparable GAAP measure.

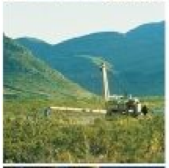
The following is a reconciliation of operating income to adjusted EBITDA for our asphalt operations and asphalt and fuels marketing segment:

	Year Ended December 31, 2008		
	Asphalt and Fuels Marketing Segment	**Less Fuels Marketing Operations**	**Asphalt Operations**
Operating income	$ 112,506	$ 36,239	$ 76,267
Plus depreciation and amortization expense	14,734	552	14,182
Plus hedging loss	60,704	-	60,704
Adjusted EBITDA	$ 187,944	$ 36,791	$ 151,153

	Year Ended December 31, 2009		
	Asphalt and Fuels Marketing Segment	**Less Fuels Marketing Operations**	**Asphalt Operations**
Operating income	$ 60,629	$ 9,919	$ 50,710
Plus depreciation and amortization expense	19,463	-	19,463
Adjusted EBITDA	$ 80,092	$ 9,919	$ 70,173
Combined two-year adjusted EBITDA from asphalt operations			$ 221,326

	Quarter Ended March 31, 2010		
	Asphalt and Fuels Marketing Segment	**Less Fuels Marketing Operations**	**Asphalt Operations**
Operating income	$ (7,896)	$ 3,379	$ (11,275)
Plus depreciation and amortization expense	5,041	17	5,024
Adjusted EBITDA	$ (2,855)	$ 3,396	$ (6,251)
First quarter 2008 through March 2010 adjusted EBITDA from asphalt operations			$ 215,075





Reconciliation of Non-GAAP Financial Information: Asphalt & Fuels Marketing

(Dollars in Thousands)

The following is a reconciliation of operating income to EBITDA and distributable cash flow for our asphalt operations:

	Year Ended December 31, 2008	Year Ended December 31,2009	Quarter Ended March 31, 2010	Inception-to-Date
Asphalt operations operating income	$ 76,267	$ 50,710	$ (11,275)	$ 115,702
Plus depreciation and amortization associated with asphalt operations	14,182	19,463	5,024	38,669
Asphalt operations EBITDA	90,449	70,173	(6,251)	154,371
Allocated to asphalt operations for distributable cash flow purposes				
Less general & administrative expense	18,640	16,105	5,225	39,970
Less interest expense	20,150	26,056	6,784	52,990
Less income tax expense	-	489	71	560
Less reliability capital expenditures	4,126	6,962	2,623	13,711
Asphalt operations distributable cash flow	$ 47,533	$ 20,561	$ (20,954)	$ 47,140
Plus hedging loss in 2Q08	60,704	-	-	60,704
Asphalt operations distributable cash flow excluding hedging loss	$ 108,237	$ 20,561	$ (20,954)	$ 107,844
Distributable cash flow	$ 319,079	$ 345,510	$ 32,049	$ 696,638
Less asphalt operations distributable cash flow	47,533	20,561	(20,954)	47,140
Non-asphalt operations distributable cash flow	$ 271,546	$ 324,949	$ 53,003	$ 649,498