# 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): February 1, 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.**

On Tuesday, February 2, 2010, senior management of NuStar Energy L.P. (the "Company") will make a presentation (the "Presentation") to investors at the 2010 Credit Suisse Energy Summit in Vail, Colorado at 12:55 p.m. (Mountain Time). 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. Additionally, a live audio webcast and replays of the Company's Presentation will be available beginning at approximately 12:55 p.m. (Mountain Time) on February 2, 2010 on the "Investors" section of its 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 February 2, 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: February 1, 2010

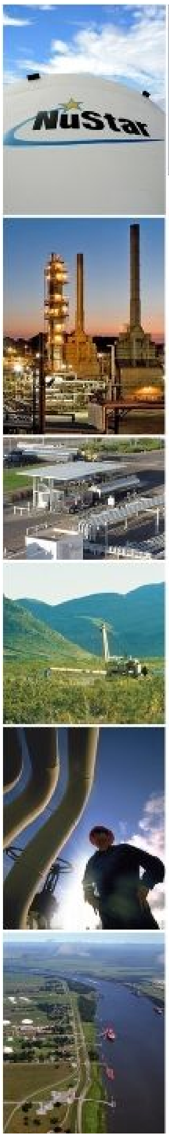
By: /S/ AMY L. PERRY

**Amy L. Perry**
**Corporate Secretary**

## EXHIBIT INDEX

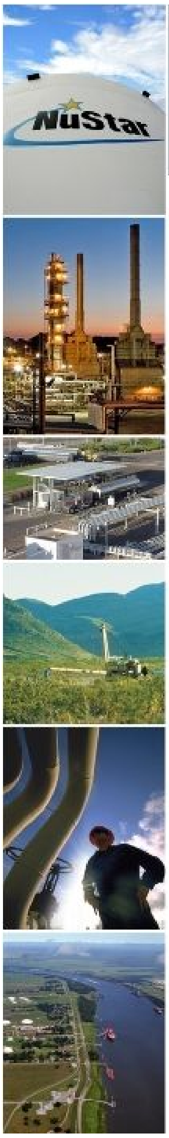
| Number | Exhibit |
|---|---|
| 99.1 | Slides from presentation to be used on February 2, 2010. |


Exhibit 99.1
2010 Credit Suisse Energy Summit
Curt Anastasio, CEO and President
February 2, 2010
NuStar



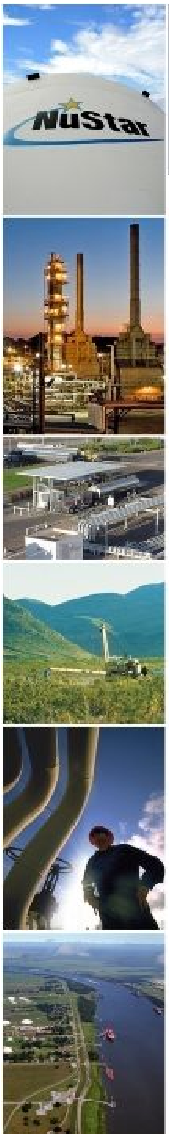

# Forward Looking Statements

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.

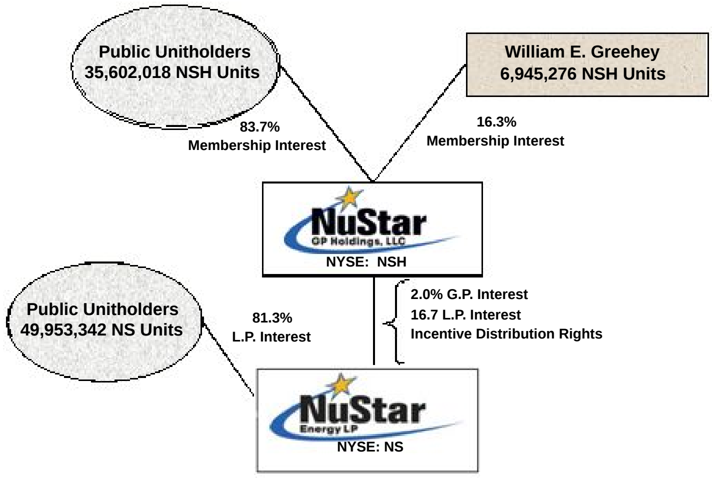


# *NuStar Overview*

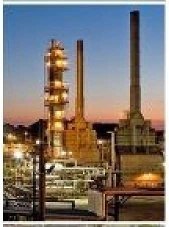
# NuStar Overview – Two Publicly Traded Companies

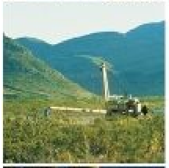


- NuStar Energy L.P. (NYSE: NS) is a leading publicly traded growth-oriented partnership with a market capitalization of around $3.5 billion and an enterprise value of approximately $5.3 billion
  - One of the largest independent petroleum pipeline and terminal operators in the U.S. and one of the largest asphalt refiners and marketers in the U.S.
- NuStar GP Holdings, LLC (NYSE: NSH) holds the 2% general partner interest, 16.7% of the common units and incentive distribution rights in NuStar Energy L.P. with a market capitalization of around $1.2 billion




| | NS | NSH |
|---|---|---|
| IPO Date: | 4/16/2001 | 7/19/2006 |
| Unit Price (1/28/10): | $57.57 | $28.17 |
| Annual Distribution/Unit: | $4.26 | $1.74 |
| Yield (1/28/10): | 7.40% | 6.18% |
| Market Capitalization: | $3,466 million | $1,199 million |
| Enterprise Value: | $5,254 million | $1,213 million |
| Total Assets (12/31/09): | $4,775 million | $593 million |
| Debt/Capitalization (12/31/09): | 42.7% | n/a |
| Fortune 500 Ranking: | 485 | n/a |

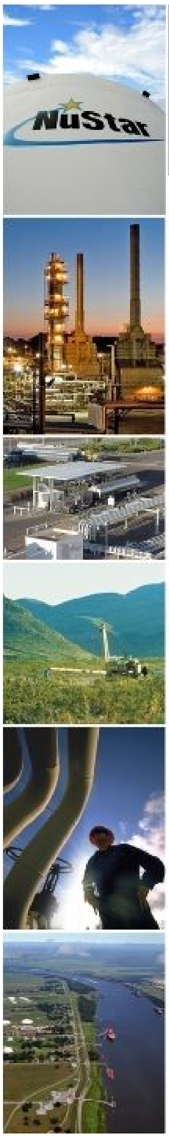




# Large and Diverse Geographic Footprint with Assets in Key Locations

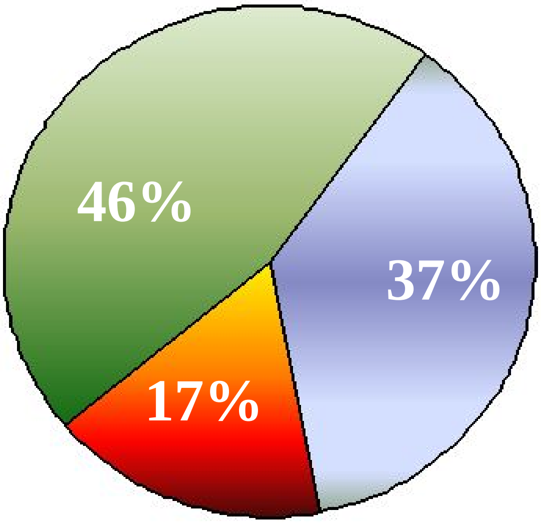

Asset Stats:

- 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 82 terminal facilities and four crude oil storage tank 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: 37%**

- **Refined Product Pipelines***
- **Crude Oil Pipelines**

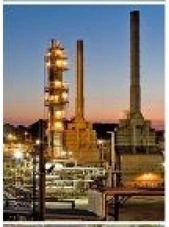
**Asphalt & Fuels Marketing: 17%**

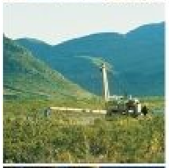
- **Asphalt**
- **Fuels Marketing**
  - Product Supply, Wholesale and Fuel Oil Marketing
  - Bunkering

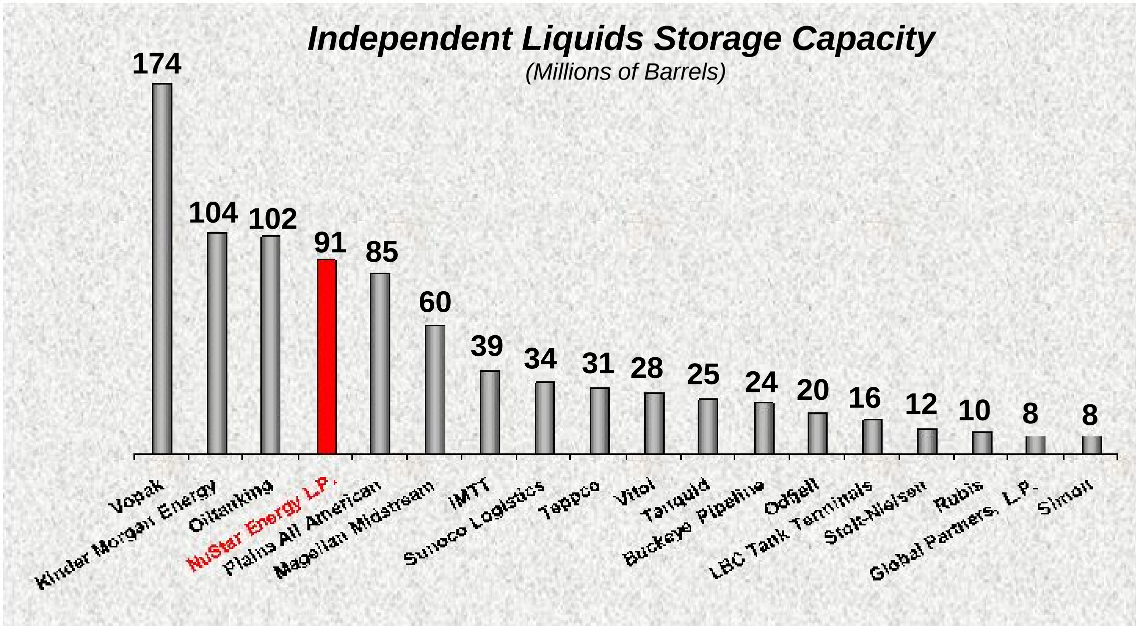
- Approximately 83% of NuStar Energy's segment operating income in 2009 came from fee-based transportation and storage segments
- Remainder of 2009 segment operating income related to margin-based asphalt and fuels marketing segment

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

# Global Leader in Independent Liquids Storage

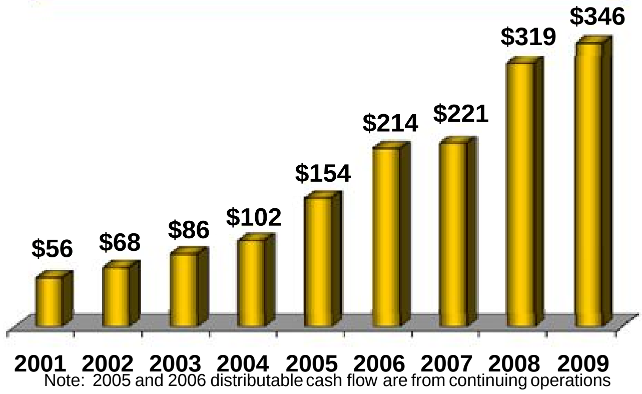




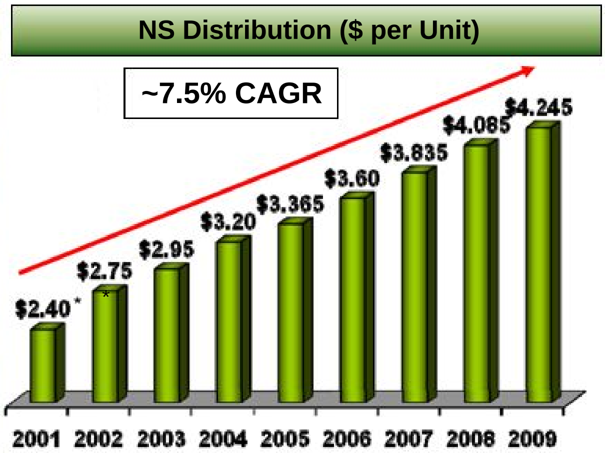

*Source: Company Websites & Management Presentations*

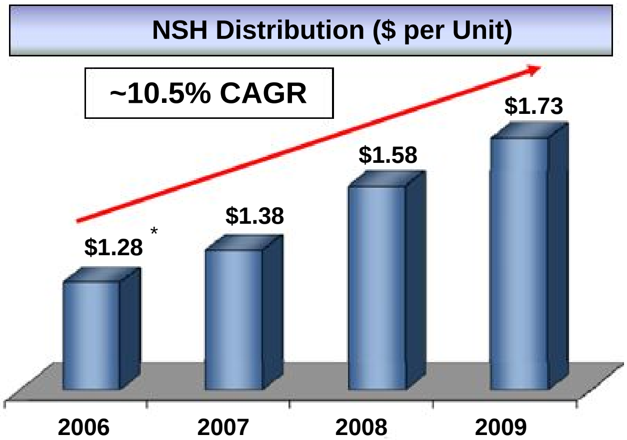
- NuStar is the fourth largest independent liquids terminal operator in the world and second largest in the U.S.
- Of the roughly 91 million barrels of storage capacity, approximately 50 million barrels are crude oil and heavy fuel products, 39 million barrels are refined products and 2 million barrels are biofuels

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

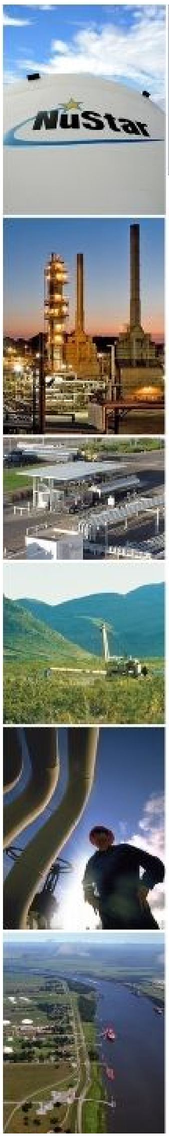



Note: 2005 and 2006 distributable cash flow are from continuing operations




* Annualized Distribution



# NuStar Energy L.P.'s Distribution was Covered by the Non-Asphalt Distributable Cash Flows in 2008 and 2009

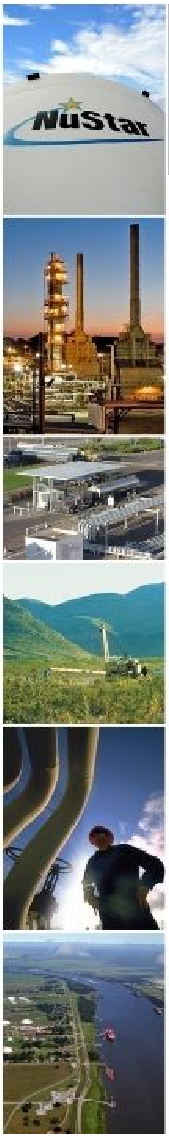
*(Dollars in Millions)*

| | 2008 | 2009 |
|---|---|---|
| Non-Asphalt Distributable Cash Flows* | $271.5 | $325.0 |
| Total Distribution | 252.8 | 271.5 |
| Excess Distributable Cash Flows | $18.7 | $53.5 |
| **% of Distribution Covered by Non-Asphalt Distributable Cash Flows** | **100%** | **100%** |
| Asphalt EBITDA | $90.4** | $70.2 |
| Asphalt Distributable Cash Flows | $47.5** | $20.6 |
| 50% Holdback on Asphalt Distributable Cash Flows | $23.8 | $10.3 |
| Cumulative Asphalt Distributable Cash Flows Available for Future Distributions | $23.8 | $34.1 |

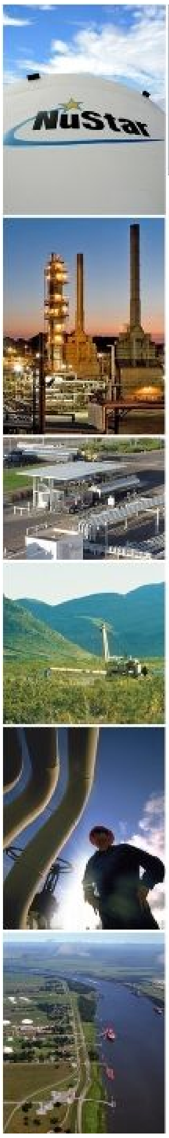
- Cumulative holdback of distributable cash flows from the asphalt operations expected to be available should their be a shortfall in the distributable cash flows from the non-asphalt operations

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

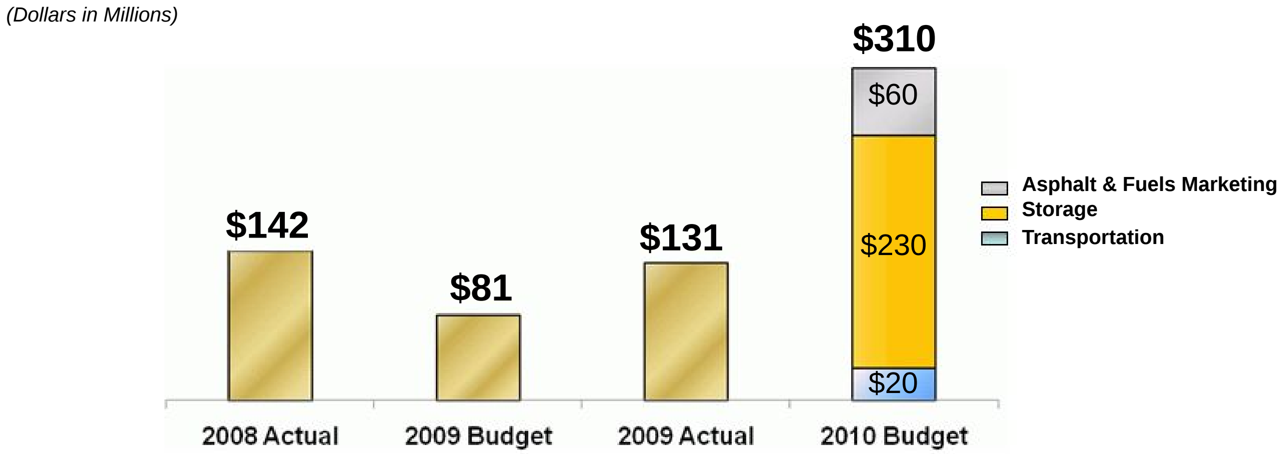
**** Includes $61 million hedging loss. Adjusted Asphalt EBITDA was $151.2 million and adjusted distributable cash flows were $108.2 million without the hedging loss.**



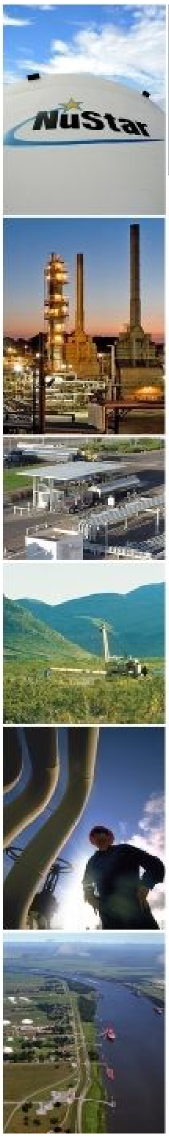

# *Financial Overview*



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




- Early in 2009, we were cautious on our capital spending given the challenging economic and capital market conditions and we lightened our internal growth program to around $80 million
- As capital markets improved throughout 2009, our internal growth program increased and ended at $131 million
- 2010 internal growth program is significantly higher at over $310 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




# Maintaining Sufficient Liquidity with Disciplined Financial Strategy

## NS Current Revolver Availability

*(Dollars in Millions)*

| | |
|---|---|
| Total Bank Credit | $1,216 |
| Less: | |
| Borrowings | (530) |
| Letters of Credit | (60) |
| Revolver Availability | $626* |

* Debt-to-EBITDA cannot exceed 5.0 to 1.0 times

## NSH Current Revolver Availability

*(Dollars in Millions)*

| | |
|---|---|
| Total Bank Credit | $19.5 |
| Less: | |
| Borrowings | 14.3 |
| Letters of Credit | - |
| Revolver Availability | $ 5.2 |

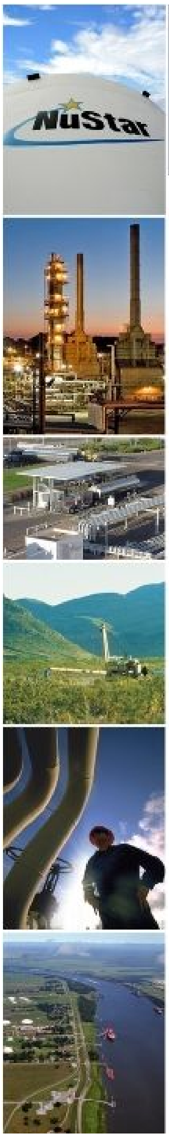
Note: NSH's revolving credit facility expires on July 16, 2010

## NS Debt Maturities (12/31/09)

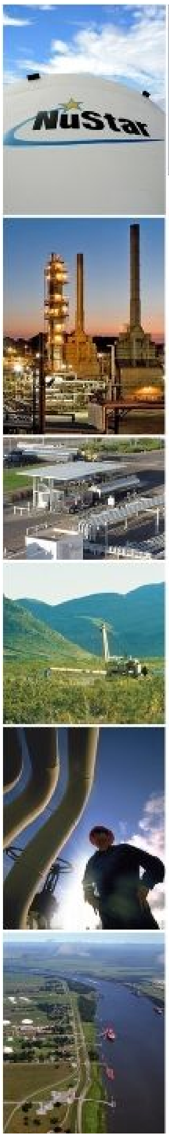
| | |
|---|---|
| **2010** | $20.8 |
| **2011** | $0.8 |
| **2012** | $909.9** |
| **2013** | $480.9 |
| **2014** | $0.1 |

** Primarily includes maturity of revolver, which expires December 2012, and $350 million of senior notes

- No significant near-term debt maturities
- Bond markets continue to remain strong for investment grade MLPs like NuStar Energy L.P.

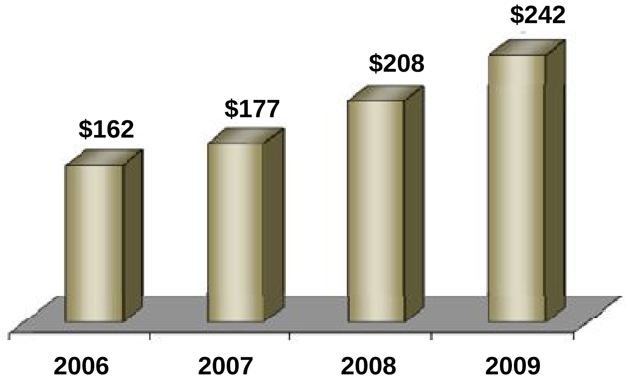


# *Business Segment Overview – Storage*



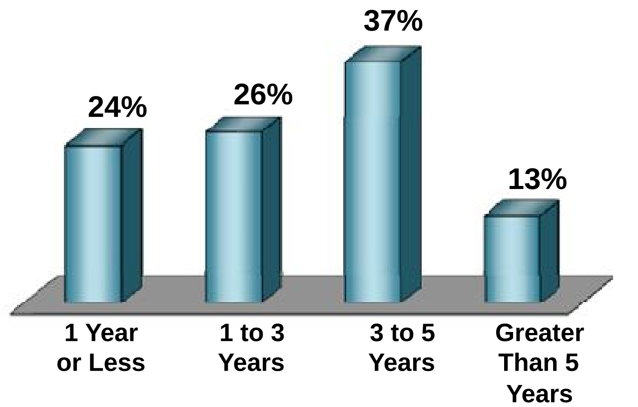
# Strong Earnings Growth in NuStar's Fee-Based Storage Segment…New Opportunities Expected to Continue to be Primarily in Storage

**Storage Segment EBITDA** ($ in Millions)

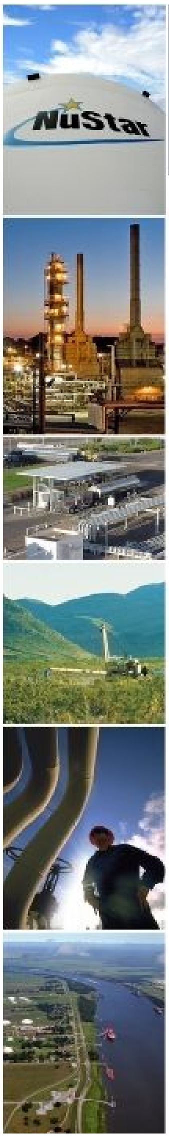



- NuStar's has generated strong earnings growth in its storage segment mainly due to the $400 million construction program started in 2006 and completed in 2009 and higher rates on storage contracts up for renewal
- Targeting an incremental $18 to $22 million of EBITDA in 2010 compared to 2009 as projects started last year and new projects under our significantly higher internal growth program for this year will provide continued growth in this segment.
- 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)

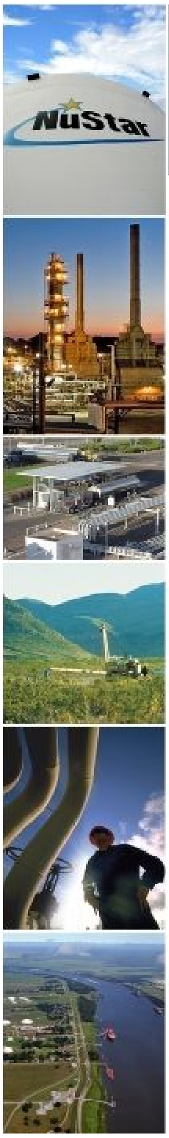



- Flatter contango market not expected to impact NuStar as we continue to sign up large credit worthy customers under long-term contracts
- Since approximately 90% of our revenues come from leased assets, lower throughputs are not expected to have a material impact to storage results

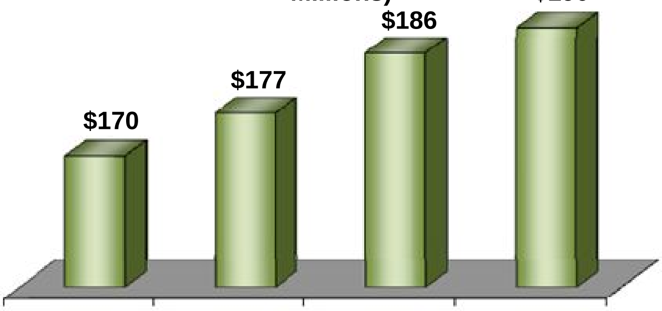



# *Business Segment Overview – Transportation*

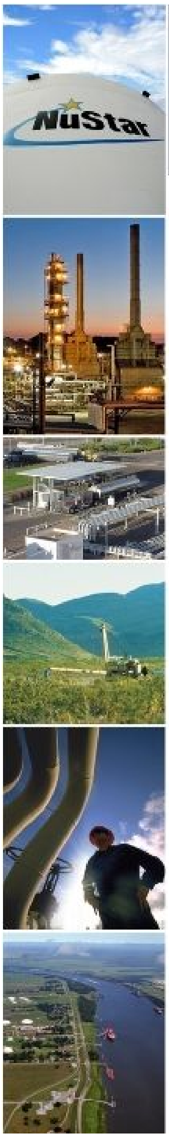
# Transportation Segment Continues to Generate Stable, Fee-Based Income Despite Weaker Refined Product Demand and Lower Throughputs



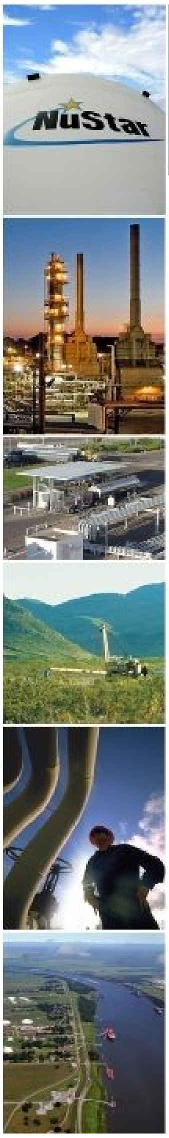
**Transportation Segment EBITDA ($ in Millions)**




- 2009 results higher than 2008 mainly due to 7.6% tariff increase effective July 1, 2009 and lower operating expenses as a result of lower power costs
- 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 continue to be in the range of 80% to 85%
  - 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 next year
  - 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
- While the tariff adjustment is estimated to be around 1.2% lower starting July 1, 2010 compared to the July 2009 adjustment, the 2010 calendar year rate should be slightly higher than the 2009 calendar year rate
  - Should continue to benefit from last year's 7.6% tariff increase for the first six months of 2010

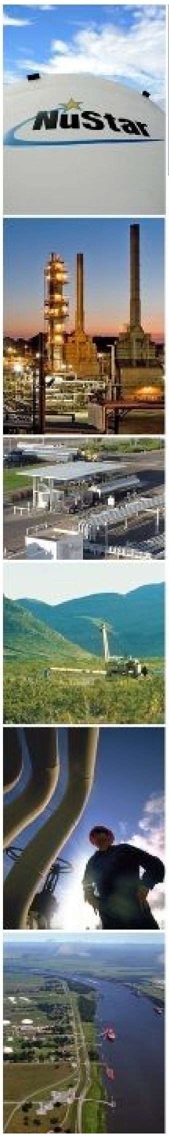



# *Business Segment Overview – Asphalt & Fuels Marketing*



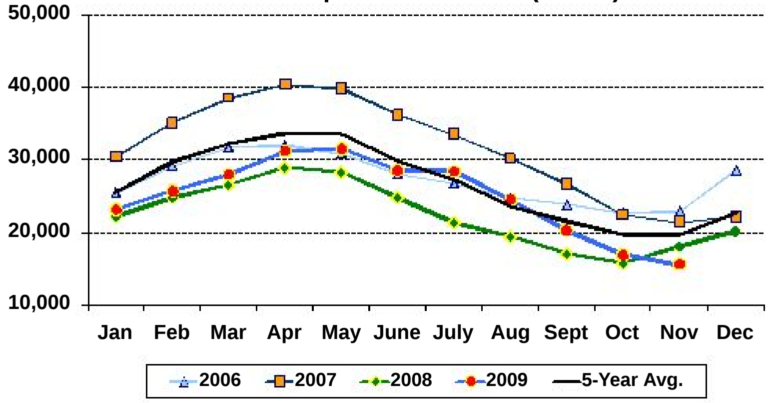

## Two-Year Contribution from Asphalt Operations in Line with Original Projections - Expect to See Improved Asphalt Results in 2010 Due to Tight Supply and Improved Demand

- Two-year adjusted EBITDA contribution from the asphalt operations excluding the large 2008 crude oil hedging loss, is now just over $220 million, which is in line with acquisition economics
- Asphalt inventories are at low-levels as significant declines in production and imports have resulted in healthy inventory draws despite weak demand
  - 2009 winter-fill season has been atypical as prices have increased during this time and supply has been 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) flat to slightly higher asphalt demand aided by the stimulus package, and (b) continued tightness in supply mainly due to low refinery utilization rates and impact from coker projects
  - Although stimulus fund outlays have ramped up recently, it still represents only a small percentage of the total apportioned or, roughly $5.8 billion of the $27.5 billion available for highway projects
    - ARRA funding outlays lags in the states NuStar markets asphalt
    - Expect higher stimulus fund outlays in 2010
  - Industry groups continue to urge Congress to pass a multi-year highway funding bill instead of passing further continuing resolutions

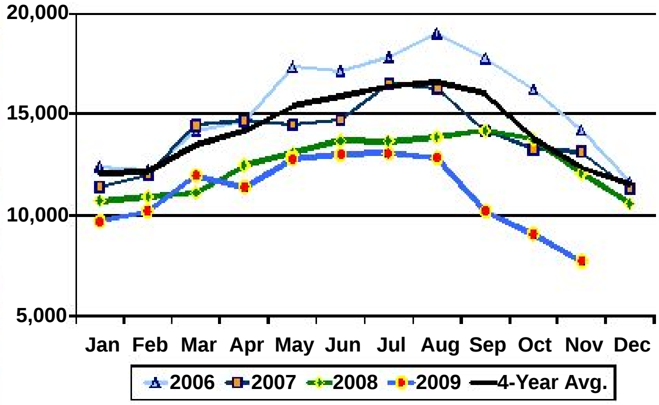


## *Significantly Lower Asphalt Production and Imports Through November 2009 Are Causing Inventories to Decline Even Further Despite Weak Demand*

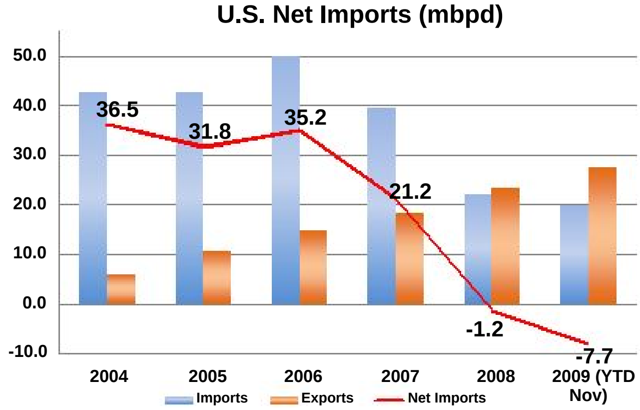
### U.S. Asphalt Inventories (mbbls)



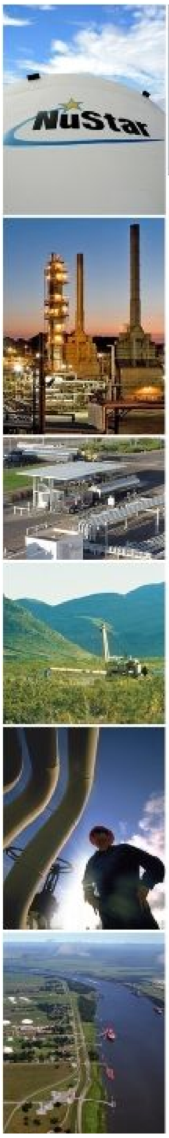

### U.S. Asphalt Production (mbbls)




### U.S. Net Imports (mbpd)

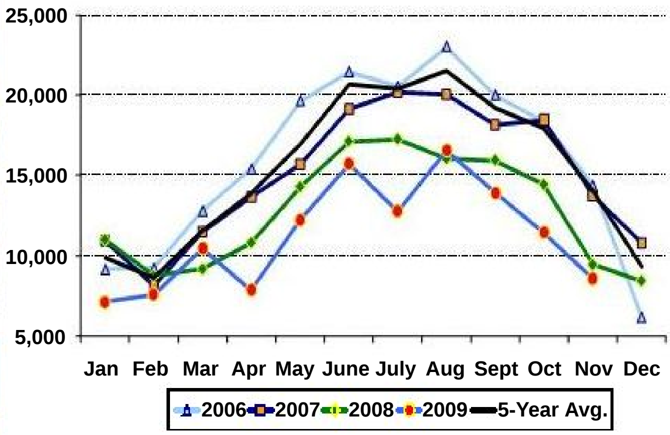



Source of data for graphs: U.S. Energy Information Administration. Data only available through November 2009

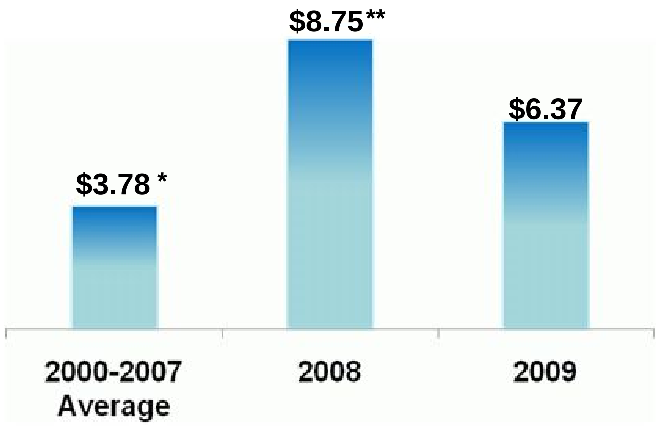



## *While Asphalt Demand has been Trending Lower… Asphalt Margins still Better Than Historical Margins Even Before Coker Impact in 2011 and Beyond*

**U.S. Asphalt Demand (mbbls)**



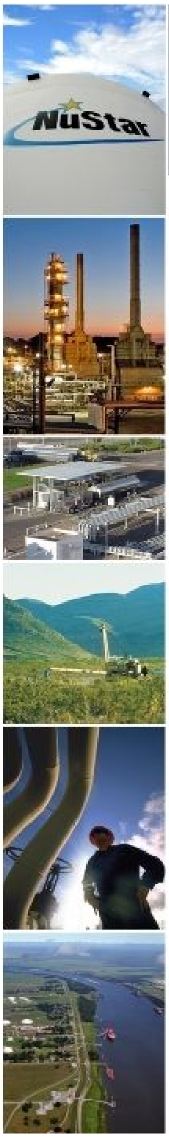

**U.S. East Coast Product Margin ($ per barrel)**




Source: U.S. Energy Information Administration. Data only available through November 2009

- Weak public and private road demand due to the poor economy and lower than expected stimulus funds have caused asphalt demand to lag compared to last year
  - Asphalt demand through November 2009 was around 14% lower than 2008 and 29% below the 5-year average
  - Impact should result in a deferral and not a cancellation of road work projects
- Continue to expect a positive impact to asphalt demand primarily in 2010 and 2011 when most of the stimulus spending is expected to occur and economic recovery supports private sector demand
- Asphalt margins have already improved compared to history even before the coker story fully kicks in 2011-2012

* 2000 to 2007 is prior to NuStar's acquisition of the asphalt operations and is based on the estimated margin for that period.
** Excludes impact from $61 million hedging loss incurred in 2008



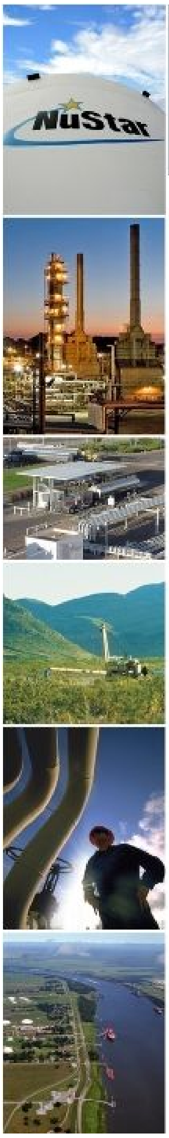

## Despite Some Delays/Cancellations, Long-Term Impact of Coker Projects on Asphalt Supply Still Intact

- Approximately 95% of the announced coker projects listed are either complete or have a high likelihood of completion (i.e. firm projects)
- One of the coker projects expected to start up in first quarter of 2010 has already commenced operations
- Most of the coker capacity is still expected to come on-line starting next year and through 2013, 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 | Atofina Petrochemicals Inc.- Port Arthur, Texas | III | 50.0 | - | 1Q 2011 | Firm |
| 15 | ConocoPhillips - Wood River, Illinois | II | 65.0 | 55.0 | 3Q 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 | 2Q 2013 | Probable |
| | **Total US Expansion** | | **516.2** | **733.0** | | |
| | **Expansions Completed through 1Q 2010** | | **164.7** | **295.0** | | |
| | **Firm Expansions 2010-2013** | | **323.5** | **425.0** | | |
| | **Probable Expansions 2010-2013** | | **28.0** | **13.0** | | |

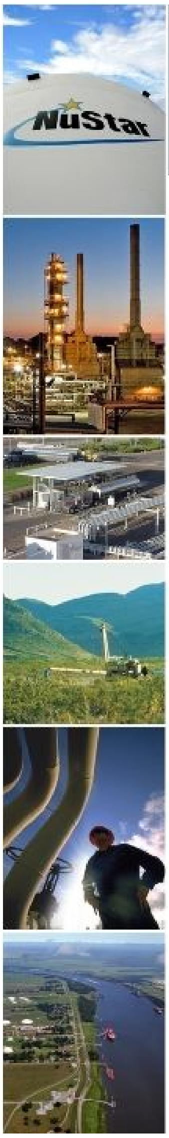
*Source: PIRA Refinery Database; Company Information*



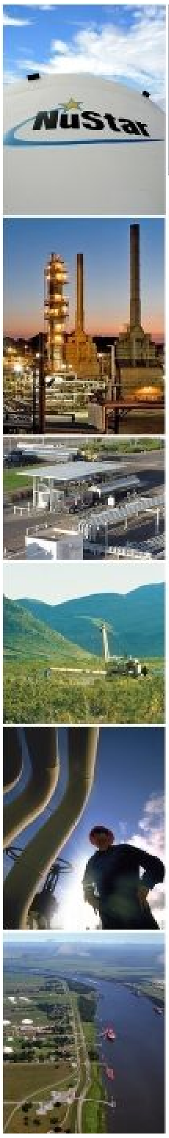

# Investment Highlights

- 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
- Investors 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
  - Two-year contribution from the acquisition of the asphalt operations, excluding the hedging loss, over $220 million – payback that is on track to be better than the typical MLP acquisition
  - Coker thesis still intact - Asphalt operations expected to benefit from better-than-historic asphalt margins over the long-term as supply continues to tighten and demand improves
  - Economic stimulus package expected to benefit U.S. asphalt demand primarily in 2010 and 2011
- Strong balance sheet and investment grade rating with a stable outlook
- Attractive yield with quarterly distributions that are largely tax deferred
- Recognized nationally for our outstanding safety and environmental record and one of the best places to work for
- 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 with over $310 million projected for 2010
  - Most of new growth projects expected to be in the storage segment


NuStar
NuStar
Questions & Answers



# *Appendix*




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

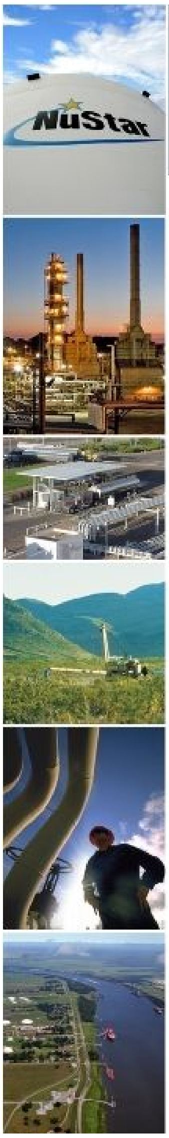
*(Dollars in Thousands)*

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, | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 2001 | 2002 | 2003 | 2004 | 2005 | 2006 | 2007 | 2008 | 2009 |
| Net income | $ 45,873 | $ 55,143 | $ 69,593 | $ 78,418 | $ 107,675 | $ 149,906 | $ 150,298 | $ 254,018 | $ 224,875 |
| Plus interest expense, net | 3,811 | 4,880 | 15,860 | 20,950 | 41,388 | 66,266 | 76,516 | 90,818 | 79,384 |
| Plus income tax expense | - | 395 | - | - | 4,713 | 5,861 | 11,448 | 11,006 | 10,531 |
| Plus depreciation and amortization expense | 13,390 | 16,440 | 26,267 | 33,149 | 64,895 | 100,266 | 114,293 | 135,709 | 145,743 |
| **EBITDA** | **63,074** | **76,858** | **111,720** | **132,517** | **218,671** | **322,299** | **352,555** | **491,551** | **460,533** |
| | | | | | | | | | |
| Less equity earnings from joint ventures | 3,179 | 3,188 | 2,416 | 1,344 | 2,319 | 5,882 | 6,833 | 8,030 | 9,615 |
| Less interest expense, net | 3,811 | 4,880 | 15,860 | 20,950 | 41,388 | 66,266 | 76,516 | 90,818 | 79,384 |
| Less reliability capital expenditures | 2,786 | 3,943 | 10,353 | 9,701 | 23,707 | 35,803 | 40,337 | 55,669 | 45,163 |
| Less income tax expense | - | - | - | - | 4,713 | 5,861 | 11,448 | 11,006 | 10,531 |
| Plus mark-to-market impact on hedge transactions | - | - | - | - | - | - | 3,131 | (9,784) | 19,970 |
| Plus charges reimbursed by general partner | - | - | - | - | - | 575 | - | - | - |
| Plus distributions from joint ventures | 2,874 | 3,590 | 2,803 | 1,373 | 4,657 | 5,141 | 544 | 2,835 | 9,700 |
| 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** |

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




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

*(Dollars in Thousands)*

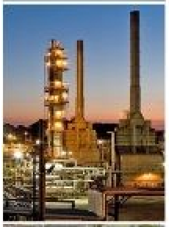
EBITDA in the following reconciliations relate to our operating segments or a portion of an operating segment. For purposes of segment reporting we do not allocate general and administrative expenses to our reported operating segments because those expenses relate primarily to the overall management 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.

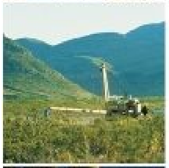
The following is a reconciliation of operating income to adjusted EBITDA and adjusted EBITDA for our asphalt operations and asphalt and fuels marketing segment:

| | Year Ended December 31, 2009 | | |
|---|---|---|---|
| | Asphalt and Fuels Marketing Segment | Less Non-Asphalt Operations | Asphalt Operations |
| Operating income | $ 60,629 | $ 9,919 | $ 50,710 |
| Plus depreciation and amortization expense | 19,463 | - | 19,463 |
| EBITDA | $ 80,092 | $ 9,919 | $ 70,173 |

| | Year Ended December 31, 2008 | | |
|---|---|---|---|
| | Asphalt and Fuels Marketing Segment | Less Non-Asphalt 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 |

| | |
|---|---|
| Combined two-year adjusted EBITDA from asphalt operations | $ 221,326 |





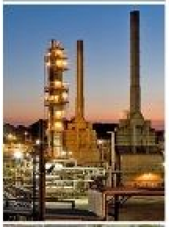
# Reconciliation of Non-GAAP Financial Information: Asphalt & Fuels Marketing (continued)

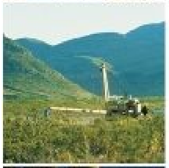
*(Dollars in Thousands)*

EBITDA in the following reconciliations relate to our operating segments or a portion of an operating segment. For purposes of segment reporting we do not allocate general and administrative expenses to our reported operating 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 gross margin to adjusted gross margin per barrel for our asphalt operations:

| | Year Ended December 31, 2008 | | |
|---|---|---|---|
| | **Asphalt and Fuels Marketing Segment** | **Less Non-Asphalt Operations** | **Asphalt Operations** |
| Gross margin | $ 207,373 | $ 58,577 | $ 148,796 |
| Plus hedging loss | 60,704 | - | 60,704 |
| Adjusted gross margin | $ 268,077 | $ 58,577 | $ 209,500 |
| Sales volumes (barrels in thousands) | | | 23,931 |
| Adjusted margin per barrel | | | $ 8.75 |





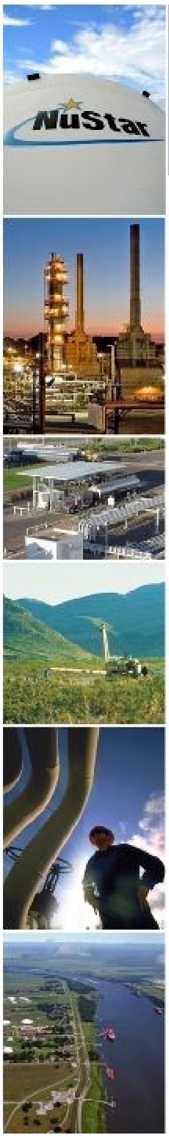
# Reconciliation of Non-GAAP Financial Information: Asphalt & Fuels Marketing (continued)

*(Dollars in Thousands)*

EBITDA in the following reconciliations relate to our operating segments or a portion of an operating segment. For purposes of segment reporting we do not allocate general and administrative expenses to our reported operating 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 EBITDA and distributable cash flow for our asphalt operations:

| | Year Ended December 31, 2008 | Year Ended December 31, 2009 |
|---|---|---|
| Asphalt operations operating income | $ 76,267 | $ 50,710 |
| Plus depreciation and amortization associated with asphalt operations | 14,182 | 19,463 |
| Asphalt operations EBITDA | 90,449 | 70,173 |
| Allocated to asphalt operations for distributable cash flow purposes | | |
| Less general & administrative expense | 18,640 | 16,105 |
| Less interest expense | 20,150 | 26,056 |
| Less income tax expense | - | 489 |
| Less reliability capital expenditures | 4,126 | 6,962 |
| Asphalt operations distributable cash flow | $ 47,533 | $ 20,561 |
| | | |
| Plus hedging loss in 2Q08 | 60,704 | - |
| Asphalt operations distributable cash flow excluding hedging loss | $ 108,237 | $ 20,561 |
| | | |
| Distributable cash flow | $ 319,080 | $ 345,510 |
| Less asphalt operations distributable cash flow | 47,533 | 20,561 |
| Non-asphalt operations distributable cash flow | $ 271,547 | $ 324,949 |



# Reconciliation of Non-GAAP Financial Information: Storage and Transportation

*(Dollars in Thousands)*

EBITDA in the following reconciliations relate to our operating segments or a portion of an operating segment. For purposes of segment reporting we do not allocate general and administrative expenses to our reported operating 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 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 |
| **EBITDA** | **161,607** | **176,952** | **207,785** | **242,133** |

The following is a reconciliation of operating income to 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 |
| **EBITDA** | **$ 169,859** | **$ 176,454** | **$ 185,835** | **$ 190,397** |

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

| | Storage Segment |
|---|---|
| Projected incremental operating income range | $ 13,000 - 17,000 |
| Plus projected incremental depreciation and amortization expense | 5,000 |
| Projected incremental EBITDA range | $ 18,000 - 22,000 |