

Check appropriate box:

☐ An Initial (Original) Submission

☐ Resubmission No. \_\_\_\_\_

Form 6 Approved  
OMB No.1902-0022  
(Expires 10/31/2016)

Form 6-Q Approved  
OMB No.1902-0206  
(Expires 06/30/2016)



**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)**

ONEOK Bakken Pipeline, L.L.C.

**Year/Period of Report**

**End of**      2014/Q4

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

IDENTIFICATION		
01 Exact Legal Name of Respondent ONEOK Bakken Pipeline, L.L.C.		02 Year/Period of Report End of 2014 / 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) 100 W. Fifth St. Tulsa, OK 74103		
05 Name of Contact Person Michael D. Clark	06 Title of Contact Person Vice President - Controller	
07 Address of Contact Person (Street, City, State, Zip Code) 100 W. Fifth St. Tulsa, OK 74103		
08 Telephone of Contact Person, Including Area Code 918-732-1387	09 This Report Is (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	10 Date of Report (Mo, Da, Yr) / /
ANNUAL CORPORATE OFFICER CERTIFICATION		
<p>The undersigned officer certifies that:</p> <p>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.</p>		
01 Name Michael D. Clark	02 Title Vice President - Controller	
03 Signature /s/ Michael D. Clark	04 Date Signed (Mo, Da, Yr) 04/20/2015	
<p>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.</p>		

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>List of Schedules</b>			
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)
<b>GENERAL CORPORATE INFORMATION AND FINANCIAL STATEMENTS</b>			
General Information	101	ED 12-91	
Control Over Respondent	102	REV 12-95	
Companies Controlled by Respondent	103	NEW 12-95	NA
Principal General Officers	104	ED 12-91	
Directors	105	REV 12-95	NA
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	NA
Appropriated Retained Income	118	REV 12-95	NA
Unappropriated Retained Income Statement	119	REV 12-95	
Dividend Appropriations of Retained Income	119	REV 12-95	NA
Statement of Cash Flows	120-121	REV 12-95	
Notes to Financial Statements	122-123	REV 12-95	
<b>BALANCE SHEET SUPPORTING SCHEDULES (Assets and Other Debts)</b>			
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	NA
Investments in Common Stocks of Affiliated Companies	204-205	ED 12-91	NA
Companies Controlled Directly by Respondent Other Than Through Title of Securities	204-205	ED 12-91	NA
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	NA
Accrued Depreciation - Carrier Property	216	REV 12-03	
Accrued Depreciaton - Undivided Joint Interest Property	217	REV 12-03	NA
Amortization Base and Reserve	218-219	REV 12-03	NA
Noncarrier Property	220	REV 12-00	NA
Other Deferred Charges	221	REV 12-00	NA
<b>BALANCE SHEET SUPPORTING SCHEDULES (Liabilities and Other Credits)</b>			
Payables to Affiliated Companies	225	REV 12-00	
Long Term Debt	226-227	ED 12-00	
Analysis of Federal Income and Other Taxes Deferred	230-231	REV 12-00	NA
Capital Stock	250-251	REV 12-95	NA
Capital Stock Changes During the Year	252-253	ED 12-91	NA

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<b>List of Schedules (continued)</b>			
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	
<b>INCOME ACCOUNT SUPPORTING SCHEDULES</b>			
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	NA
Interest and Dividend Income	336	REV 12-95	NA
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	NA
<b>PLANT STATISTICAL DATA</b>			
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) <input checked="" type="checkbox"/> Two copies will be submitted <input type="checkbox"/> No annual report to stockholders is prepared			

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**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. If 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 do 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. ONEOK Bakken Pipeline, L.L.C.
2. Give date of incorporation. 01/31/2011
3. Give reference to laws of the Government, State, or Territory under which the company is organized. If more than one, name all. Delaware
4. If a consolidated or a merged company, name all constituent and all merged companies absorbed during the year. NA
5. Give date and authority for each consolidation and for each merger effected during the year. NA
6. If a reorganized company, give name of original corporation, refer to laws under which it was organized, and state the occasion for any reorganization effected during the year. NA
7. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown in response to inquiry No. 1, above; if so, give full particulars (details). NA

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<b>Control Over Respondent</b>					
<p>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.</p> <p>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.</p> <p>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.</p>					
Line No.	Controlling Company or Main Parent (a)	Intermediate or Direct Parent (b)	Percent Voting Stock Owned (c)		
1		ONEOK Pipeline Holdings,	100.00		
2		L.L.C.			
3		State of Delaware			
4					
5	ONEOK Partners, L.P.				
6	State of Delaware				
7					
8	ONEOK Partners Intermediate				
9	Limited Partnership				
10	State of Delaware				
11					
12	ONEOK ILP, GP, L.L.C.				
13	State of Delaware				
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Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**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	Chairman of the Board	John W. Gibson	100 W. Fifth St.
2			Tulsa, OK 74103
3			
4	President &	Terry K. Spencer	
5	Chief Executive Officer		
6			
7	Executive Vice President -	Robert F. Martinovich	
8	Commercial		
9			
10	Senior Vice President -	Wes Christensen	
11	Operations		
12			
13	Senior Vice President -	Sheridan Swords	
14	Natural Gas Liquids		
15			
16	Senior Vice President,	Stephen W. Lake	
17	General Counsel &		
18	Assistant Secretary		
19			
20	Senior Vice President,	Derek Reiners	
21	Chief Financial Officer &		
22	Treasurer		
23			
24	Senior Vice President -	Robert S. Mareburger	
25	Corporate Planning &		
26	Development		
27			
28	Vice President -	Brian Boulter	
29	Construction Projects		
30			
31			
32			

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.

FERC FORM No. 6/6-Q (ED. 12-91) Page 104.1



Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Principal General Officers (continued)**

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	Vice President & Controller -	Michael D. Clark	
2	Natural Gas Liquids		
3			
4	Vice President -	Ron Mucci	
5	Rates & Regulatory		
6			
7	Vice President -	David A. Scharf	
8	Corporate Development		
9			
10	Vice President -	Chuck M. Kelley	
11	Commercial Development		
12			
13	Vice President -	Mike Crisman	
14	Business Analysis		
15			
16	Vice President &	Stephen B. Allen	
17	Associate General Counsel		
18			
19	Vice President &	Vicky H. Benedict	
20	Associate General Counsel -		
21	Compliance & Regulatory		
22			
23	Vice President,	Eric Grimshaw	
24	Associate General Counsel &		
25	Secretary		
26			
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**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**

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Important Changes During the Quarter/Year (continued)			

1. None
2. None
3. We installed additional pump stations and approximately 100 miles of pipe in 2014 to connect to plants in Montana, North Dakota, and Wyoming, increasing capacity to 135,000 bpd.
4. None
5. None

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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### 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)
	<b>CURRENT ASSETS</b>			
1	Cash (10)			
2	Special Deposits (10-5)			
3	Temporary Investments (11)			
4	Notes Receivable (12)			
5	Receivables from Affiliated Companies (13)	200	26,117,584	6,290,377
6	Accounts Receivable (14)		10	
7	Accumulated Provision For Uncollectible Accounts (14-5)			
8	Interest and Dividends Receivable (15)			
9	Oil Inventory (16)			
10	Material and Supplies (17)			
11	Prepayment (18)			5,788
12	Other Current Assets (19)			0
13	Deferred Income Tax Assets (19-5)	230-231		
14	<b>TOTAL Current Assets (Total of lines 1 thru 13)</b>		26,117,594	6,296,165
	<b>INVESTMENTS AND SPECIAL FUNDS</b>			
	Investments in Affiliated Companies (20):			
15	Stocks	202-203		
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	<b>TOTAL Investment and Special Funds (Total lines 15 thru 26)</b>			
	<b>TANGIBLE PROPERTY</b>			
28	Carrier Property (30)	213 & 215	677,519,790	591,730,558

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**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	24,076,094	10,483,176
30	(Less) Accrued Amortization-Carrier Property (32)			
31	Net Carrier Property (Line 28 less 29 and 30)		653,443,696	581,247,382
32	Operating Oil Supply (33)			
33	Noncarrier Property (34)	220		
34	(Less) Accrued Depreciation-Noncarrier Property			
35	Net Noncarrier Property (Line 33 less 34)			
36	TOTAL Tangible Property (Total of lines 31, 32, and 35)		653,443,696	581,247,382
	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)			92,245
41	Other Deferred Charges (44)	221		
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)			92,245

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**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)		679,561,290	587,635,792
	<b>CURRENT LIABILITIES</b>			
47	Notes Payable (50)			
48	Payables to Affiliated Companies (51)	225	2,973,878	4,881,844
49	Accounts Payable (52)		6,201,097	18,663,677
50	Salaries and Wages Payable (53)			
51	Interest Payable (54)			
52	Dividends Payable (55)			
53	Taxes Payable (56)		5,844,256	3,356,503
54	Long-Term Debt - Payable Within One Year (57)	226-227		
55	Other Current Liabilities (58)		344,670	110,456
56	Deferred Income Tax Liabilities (59)	230-231		
57	TOTAL Current Liabilities (Total of lines 47 thru 56)		15,363,901	27,012,480
	<b>NONCURRENT LIABILITIES</b>			
58	Long-Term Debt - Payable After One Year (60)	226-227	333,646,642	303,223,614
59	Unamortized Premium on Long-Term Debt (61)			
60	(Less) Unamortized Discount on Long-Term Debt-Dr. (62)			
61	Other Noncurrent Liabilities (63)		330,175	
62	Accumulated Deferred Income Tax Liabilities (64)	230-231		
63	Derivative Instrument Liabilities (65)			
64	Derivative Instrument Liabilities - Hedges (66)			
65	Asset Retirement Obligations (67)		86,005	88,775
66	TOTAL Noncurrent Liabilities (Total of lines 58 thru 65)		334,062,822	303,312,389
67	TOTAL Liabilities (Total of lines 57 and 66)		349,426,723	330,324,869
	<b>STOCKHOLDERS' EQUITY</b>			
68	Capital Stock (70)	251		
69	Premiums on Capital Stock (71)			
70	Capital Stock Subscriptions (72)			
71	Additional Paid-In Capital (73)	254	224,550,301	202,273,329
72	Appropriated Retained Income (74)	118		
73	Unappropriated Retained Income (75)	119	105,584,266	55,037,594
74	(Less) Treasury Stock (76)			
75	Accumulated Other Comprehensive Income (77)	116		
76	TOTAL Stockholders' Equity (Total of lines 68 thru 75)		330,134,567	257,310,923
77	TOTAL Liabilities and Stockholders' Equity (Total of lines 67 and 76)		679,561,290	587,635,792

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
FOOTNOTE DATA			

**Schedule Page: 110 Line No.: 12 Column: d**

Prior year has been restated to conform to current year presentation.

**Schedule Page: 110 Line No.: 40 Column: d**

Prior year has been restated to conform to current year presentation.

Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year/Period of Report End of 2014/Q4	
<b>Income Statement</b>							
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	99,055,402	54,555,274			
2	(Less) Operating Expenses (610)	302-303	37,371,400	20,315,438			
3	Net Carrier Operating Income		61,684,002	34,239,836			
	Other Income and Deductions						
4	Income (Net) from Noncarrier Property (620)	335					
5	Interest and Dividend Income (From investment under Cost Only ) (630)	336		1,089			
6	Miscellaneous Income (640)	337	4,741,060	10,292,596			
7	Unusual or Infrequent Items--Credits (645)						
8	(Less) Interest Expense (650)		15,728,656	3,849,683			
9	(Less) Miscellaneous Income Charges (660)	337	149,734	60,863			
10	(Less) Unusual or Infrequent Items--Debit (665)						
11	Dividend Income (From Investments under Equity Only)						
12	Undistributed Earnings (Losses)	205					
13	Equity in Earnings (Losses) of Affiliated Companies (Total lines 11 and 12)						
14	TOTAL Other Income and Deductions (Total lines 4 thru 10 and 13)		( 11,137,330)	6,383,139			
15	Ordinary Income before Federal Income Taxes (Line 3 +/- 14)		50,546,672	40,622,975			
16	(Less) Income Taxes on Income from Continuing Operations (670)						
17	(Less) Provision for Deferred Taxes (671)	230-231					
18	Income (Loss) from Continuing Operations (Total lines 15 thru 17)		50,546,672	40,622,975			
	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)		50,546,672	40,622,975			
	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)		50,546,672	40,622,975			
	* Less applicable income taxes as reported on page 122						



Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>Unappropriated Retained Income Statement</b>					
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)	
	<b>UNAPPROPRIATED RETAINED INCOME</b>				
1	Balances at Beginning of Year		55,037,594	14,414,619	
	<b>CREDITS</b>				
2	Net Balance Transferred from Income (700)	114	50,546,672	40,622,975	
3	Prior Period Adjustments to Beginning Retained Income (705)				
4	Other Credits to Retained Income (710)*	337			
5	TOTAL (Lines 2 thru 4)		50,546,672	40,622,975	
	<b>DEBITS</b>				
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			
10	TOTAL (lines 6 thru 9)				
11	Net Increase (Decrease) During Year (Line 5 minus line 10)		50,546,672	40,622,975	
12	Balances at End of Year (Lines 1 and 11)		105,584,266	55,037,594	
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)		105,584,266	55,037,594	
	*Amount of Assigned Federal Income Tax Consequences				
15	Account No. 710				
16	Account No. 720				
	<b>EQUITY IN UNDISTRIBUTED EARNINGS (LOSSES) OF AFFILIATED COMPANIES</b>				
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 ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>Statement of Cash Flows</b>					
<p>(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.</p> <p>(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.</p> <p>(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.</p>					
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	50,546,672	40,622,975		
3	Noncash Charges (Credits) to Income:				
4	Depreciation	13,592,918	9,543,184		
5	Amortization				
6	Asset Retirement Obligation	5,948			
7	Allowance for Funds Used During Construction	( 4,588,829)	( 10,025,742)		
8	Deferred Income Taxes				
9					
10	Net (Increase) Decrease in Receivables	( 15,676,785)	( 6,058,032)		
11	Net (Increase) Decrease in Inventory				
12	Net Increase (Decrease) in Payables and Accrued Expenses	1,439,354	( 68,740,193)		
13					
14	Other:				
15	Net (Increase) Decrease in Prepayments	5,788	( 5,788)		
16	Net (Increase) Decrease in Other Assets	422,420	34,483		
17					
18					
19					
20					
21	Net Cash Provided by (Used in) Operating Activities				
22	(Total of lines 2 thru 20)	45,747,486	( 34,629,113)		
23					
24	Cash Flows from Investment Activities:				
25	Construction and Acquisition of Plant (including land):				
26	Gross Additions to Carrier Property:	( 93,180,589)	( 151,408,541)		
27	Gross Additions to Noncarrier Property				
28	Other:				
29	Retirements				
30					
31					
32					
33					
34	Cash Outflows for Plant (Total of lines 26 thru 33)	( 93,180,589)	( 151,408,541)		
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	( 4,150,432)			
40	Contributions 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 ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>Statement of Cash Flows (continued)</b>					
<p>(4) Investing Activities: Include at Other net cash outflow to acquire other companies. Provide a 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.</p> <p>(5) Under "Other" specify significant amounts and group others.</p> <p>(6) Enter on Page 122 clarifications and explanations.</p>					
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)	( 97,331,021)	( 151,408,541)		
58					
59	Cash Flows from Financing Activities:				
60	Proceeds from Issuance of:				
61	Long-Term Debt (b)	30,423,028	199,715,614		
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)	30,423,028	199,715,614		
71					
72	Payment for Retirement of:				
73	Long-term Debt (b)				
74	Capital Stock				
75	Other:				
76	Borrowing (Repayment) with Parent	( 1,116,465)	( 127,762,346)		
77					
78	Net Decrease in Short-Term Debt (c)				
79					
80	Dividends on Capital Stock				
81	Other:	22,276,972	114,084,386		
82	Net Cash Provided by (Used in) Financing Activities				
83	(Total of lines 70 thru 81)	51,583,535	186,037,654		
84					
85	Net Increase (Decrease) in Cash and Cash Equivalents				
86	(Total of Lines 22, 57, and 83)				
87					
88	Cash and Cash Equivalents at Beginning of Year				
89					
90	Cash and Cash Equivalents at End of Year				

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
FOOTNOTE DATA			

**Schedule Page: 120 Line No.: 26 Column: b**

Gross additions per the balance sheet	\$ 85,789,232
Decrease in accounts payable accrual for carrier property	11,971,468
Allowance for funds used during construction	(4,588,829)
Asset retirement obligation adjustment	8,718
Cash Outflows for Plant	<u>\$ 93,180,589</u>

**Schedule Page: 120 Line No.: 39 Column: b**

Our cash management activities result in cash being swept to and from a subsidiary of ONEOK Partners, generating intercompany payables and receivables. Our policy is to present the net cash sweep activity in financing activities when the associated intercompany balance is in a payable position, and as investing activities when the intercompany balance is in a receivable position.

**Schedule Page: 120 Line No.: 61 Column: b**

Cash flows associated with internal recapitalization entries are deemed cash settled through our intercompany accounts and are recorded between us and a subsidiary of ONEOK Partners to maintain certain capitalization structures. Our policy is to present the recapitalization activities gross in the statement of cash flows as sources or uses of cash flows from investing and financing activities, as appropriate.

**Schedule Page: 120 Line No.: 76 Column: b**

Our cash management activities result in cash being swept to and from a subsidiary of ONEOK Partners, generating intercompany payables and receivables. Our policy is to present the net cash sweep activity in financing activities when the associated intercompany balance is in a payable position, and as investing activities when the intercompany balance is in a receivable position.

**Schedule Page: 120 Line No.: 81 Column: b**

Cash flows associated with internal recapitalization entries are deemed cash settled through our intercompany accounts and are recorded between us and a subsidiary of ONEOK Partners to maintain certain capitalization structures. Our policy is to present the recapitalization activities gross in the statement of cash flows as sources or uses of cash flows from investing and financing activities, as appropriate.

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**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**

Name of Respondent	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
ONEOK Bakken Pipeline, L.L.C.			
Notes to Financial Statements (continued)			

1. The financial statements of ONEOK Bakken Pipeline, L.L.C. are prepared in accordance with accounting requirements of the Federal Energy Regulatory Commission, as set forth in the applicable Uniform System of Accounts and published accounting releases ("FERC USA"), which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America ("US GAAP").

Our cash management activities result in cash being swept to and from a subsidiary of ONEOK Partners, generating intercompany payables and receivables. Our policy is to present the net cash sweep activity in financing activities when the associated intercompany balance is in a payable position, and as investing activities when the intercompany balance is in a receivable position.

2. Our accounting for contingencies covers a variety of business activities, including contingencies for legal and environmental exposures. We accrue these contingencies when our assessments indicate that it is probable that a liability has been incurred or an asset will not be recovered, and an amount can be reasonably estimated. We have no contingencies at this time.
3. We do not directly employ any of the persons responsible for managing, operating, or providing us with services related to our day-to-day business affairs. We have a service agreement with ONEOK, Inc. (ONEOK), ONEOK Partners GP, L.L.C., and NBP Services, L.L.C. under which our operations and the operations of ONEOK and its affiliates can combine or share certain common services in order to operate more efficiently and cost effectively.
4. We installed additional pump stations and approximately 100 miles of pipe in 2014 to connect to plants in Montana, North Dakota, and Wyoming, increasing capacity to 135,000 bpd.
5. As a limited liability company, we do not directly pay federal income tax. Taxable income or loss is included in the federal income tax returns for each partner.
6. None

Other: Amount of interest paid during 2014 was \$17,857,809.

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**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	ONEOK Hydrocarbon, LP	Intercompany receivable for tariff charges &	13,326,990
2		intercompany services	
3			
4	ONEOK Partners ILP	Intercompany services &	12,711,544
5		cash invested with Parent	
6			
7	Minor accounts	Less than \$500,000 each	79,050
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
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37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48			
49		<b>Total</b>	26,117,584

Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>Carrier Property</b>					
Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	PROP CHNGS DUR YR Expenditures for New Construction, Additions, and Improvements	PROP CHNGS DUR YR Expenditures for Existing Property Purchased or Otherwise Acquired (d)	
	GATHERING LINES				
1	Land (101)				
2	Right of Way (102)				
3	Line Pipe (103)				
4	Line Pipe Fittings (104)				
5	Pipeline Construction (105)				
6	Buildings (106)				
7	Boilers (107)				
8	Pumping Equipments (108)				
9	Machine Tools and Machinery (109)				
10	Other Station Equipment (110)				
11	Oil Tanks (111)				
12	Delivery Facilities (112)				
13	Communication systems (113)				
14	Office Furniture and Equipment (114)				
15	Vehicles and Other Work Equipment (115)				
16	Other Property (116)				
17	Asset Retirement Costs for Gathering Lines (117)				
18	TOTAL (Lines 1 thru 17)				
	TRUNK LINES				
19	Land (151)	1,692,942	463,144		
20	Right of Way (152)	28,103,297	5,166,813		
21	Line Pipe (153)	104,403,407	2,191,061		
22	Line Pipe Fittings (154)	4,901,368	1,023,355		
23	Pipeline Construction (155)	333,688,129	47,672,719		
24	Buildings (156)	273,059	10,591		
25	Boilers (157)				
26	Pumping Equipment (158)	5,554,224	386,732		
27	Machine Tools and Machinery (159)		7,472		
28	Other Station Equipment (160)	42,061,625	38,818,180		
29	Oil Tanks (161)				
30	Delivery Facilities (162)	435,413	32,001		
31	Communication Systems (163)	63,026	500		
32	Office Furniture and Equipment (164)				
33	Vehicles and Other Work Equipment (165)	506,329	718,677		
34	Other Property (166)	5,470,305	8,228,832		
35	Asset Retirement Costs for Trunk Lines (167)				
36	TOTAL (Lines 19 thru 35)	527,153,124	104,720,077		
	GENERAL				
37	Land (171)				
38	Buildings (176)				
39	Machine Tools and Machinery (179)				
40	Communication Systems (183)				
41	Office Furniture and Equipment (184)				
42	Vehicles and Other Work Equipment (185)				
43	Other Property (186)				
44	Asset Retirement Costs for General Property (186.1)	88,775			
45	Construction Work in Progress (187)	64,488,659			
46	TOTAL (Lines 37 thru 45)	64,577,434			
47	GRAND TOTAL (Lines 18, 36, and 46)	591,730,558	104,720,077		



Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
Carrier Property (continued)					
Line No.	PROP CHNGS DUR YR Property Sold, Abandoned, or Otherwise Retired During the Year (e)	PROP CHNGS DUR YR Net (c + d - e) (f)	Other Adjustments, Transfers and Clearances (in dollars) (g)	Increase or Decrease During the Year (f+/-g) (in dollars) (h)	Balance at End of Year (b +/- h) (in dollars) (i)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19		463,144	5,693	468,837	2,161,779
20		5,166,813	50,959	5,217,772	33,321,069
21		2,191,061	4,900	2,195,961	106,599,368
22		1,023,355	( 288,075)	735,280	5,636,648
23		47,672,719	246,570	47,919,289	381,607,418
24		10,591		10,591	283,650
25					
26		386,732		386,732	5,940,956
27		7,472		7,472	7,472
28		38,818,180	( 12,217,051)	26,601,129	68,662,754
29					
30		32,001		32,001	467,414
31		500		500	63,526
32					
33		718,677	1,588	720,265	1,226,594
34		8,228,832	12,300,008	20,528,840	25,999,145
35			80,057	80,057	80,057
36		104,720,077	184,649	104,904,726	632,057,850
37					
38					
39					
40					
41					
42					
43					
44			( 88,775)	( 88,775)	
45			( 19,026,719)	( 19,026,719)	45,461,940
46			( 19,115,494)	( 19,115,494)	45,461,940
47		104,720,077	( 18,930,845)	85,789,232	677,519,790

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
FOOTNOTE DATA			

**Schedule Page: 212 Line No.: 28 Column: g**

When an authorization for expenditure (AFE) is closed, amounts are transferred between accounts to correctly classify the asset.

**Schedule Page: 212 Line No.: 34 Column: g**

When an authorization for expenditure (AFE) is closed, amounts are transferred between accounts to correctly classify the asset.

**Schedule Page: 212 Line No.: 35 Column: g**

Asset Retirement Costs were reclassified from General Property to Trunk Lines.

**Schedule Page: 212 Line No.: 44 Column: g**

Asset Retirement Costs were reclassified from General Property to Trunk Lines.

**Schedule Page: 212 Line No.: 45 Column: g**

When an authorization for expenditure (AFE) is closed, amounts are transferred between accounts to correctly classify the asset.

Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /		Year/Period of Report End of 2014/Q4	
Accrued Depreciation - Carrier prop (Exclusive of Depreciation on Undiv. Joint Int. Prop. reported in schedule 217)							
Give particulars (details) of the credits and debits to Account No. 31, Accrued Depreciation - Carrier Property, during the year.							
Line No.	Account (a)	Balance at Beginning of Year (in dollars) (b)	Debits to Account No. 540 and 541 of U.S. of A. (in dollars) (c)	Net Debit From Retirement of Carrier Property (in dollars) (d)	Other Debits and Credits Net (in dollars) (e)	Balance at End of Year (b + c + d + e) (in dollars) (f)	Annual Composite/Component Rates (in percent) (g)
	GATHERING LINES						
1	Right of Way (102)						
2	Line Pipe (103)						
3	Line Pipe Fittings (104)						
4	Pipeline Construction (105)						
5	Buildings (106)						
6	Boilers (107)						
7	Pumping Equipment (108)						
8	Machine Tools and Machinery (109)						
9	Other Station Equipment (110)						
10	Oil Tanks (111)						
11	Delivery Facilities (112)						
12	Communication Systems (113)						
13	Office Furniture and Equipment (114)						
14	Vehicles and Other Work Equipment (115)						
15	Other Property (116)						
16	Asset Retirement Costs for Gathering Lines (117)						
17	TOTAL (lines 1 thru 16)						
	TRUNK LINES						
18	Right of Way (152)	498,317	624,627			1,122,944	3.16
19	Line Pipe (153)	2,189,601	2,642,375			4,831,976	2.50
20	Line Pipe Fittings (154)	134,013	149,106			283,119	3.09
21	Pipeline Construction (155)	6,842,300	8,801,712			15,644,012	2.50
22	Buildings (156)	6,011	8,686			14,697	3.17
23	Boilers (157)						
24	Pumping Equipment (158)	104,105	180,664			284,769	2.70
25	Machine Tools and Machinery (159)		86			86	1.45
26	Other Station Equipment (160)	464,879	834,775			1,299,654	1.60
27	Oil Tanks (161)						1.25
28	Delivery Facilities (162)	9,739	14,059			23,798	3.20
29	Communication Systems (163)	1,271	1,800			3,071	2.85
30	Office Furniture and Equipment (164)						11.25
31	Vehicles and Other Work Equipment (165)	61,924	107,715			169,639	13.41
32	Other Property (166)	170,947	225,657			396,604	4.50
33	Asset Retirement Costs for Trunk Lines (167)		1,656		69	1,725	
34	TOTAL (Lines 18 thru 33)	10,483,107	13,592,918		69	24,076,094	
	GENERAL						
35	Buildings (176)						
36	Machine Tools and Machinery (179)						
37	Communication Systems (183)						
38	Office Furniture and Equipment (184)						
39	Vehicles and Other Work Equipment (185)						
40	Other Property (186)						
41	Asset Retirement Costs for General Property (186.1)	69			( 69)		
42	TOTAL (lines 35 thru 41)	69			( 69)		
43	GRAND TOTAL (Lines 17, 34, 42)	10,483,176	13,592,918			24,076,094	

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
FOOTNOTE DATA			

**Schedule Page: 216 Line No.: 33 Column: e**

Asset Retirement Costs were reclassified from General Property to Trunk Lines.

**Schedule Page: 216 Line No.: 41 Column: e**

Asset Retirement Costs were reclassified from General Property to Trunk Lines.

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Payables to Affiliated Companies**

1.) Give particulars (details) on the various affiliated company creditors and provide a description of the transactions involved in the current liability Account No. 51, Payable to Affiliated Companies.  
2.) In column (a), list every item amounting to \$500,000 or more. For creditors 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 Creditor (a)	Description of Liability or of Transaction (b)	Balance at End of Year (in dollars) (c)
1	ONEOK Partners ILP	Intercompany services	2,032,344
2			
3	ONEOK, Inc.	Intercompany services	721,845
4			
5	Minor accounts	Less than \$500,000 each	219,689
6			
7			
8			
9			
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14			
15			
16			
17			
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36			
37			
38			
39			
40			
41			
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48			
49		<b>Total</b>	2,973,878

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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### Long-Term Debt

- 1.) Give particulars (details) of the various unmatured bonds and other evidence of long-term debt of the respondent included in Account No. 57, Long-Term Debt Payable Within One Year and No. 60, Long-Term Debt Payable After One Year.
- 2.) In column (a) enter the name of each bond or other obligations as it is designated in the records of the respondent.
- 3.) In case obligations of the same designation mature serially or otherwise at various dates, enter in column (c) the latest date of maturity and explain the matter in a footnote.
- 4.) If respondent has had to obtain final authority for the amount of debt to be incurred, provide in a footnote the name of such officer or board and the date when assent was given.

Line No.	Name and Description of Obligation (a)	Nominal Date of Issue (b)	Date of Maturity (c)	TOTAL PAR VALUE In Treasury (d)	TOTAL PAR VALUE Sinking, Other Funds (e)	TOTAL PAR VALUE Pledged as Collateral (f)
	MORTGAGE BONDS					
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
11	TOTAL for Mortgage Bonds					
	COLLATERAL TRUST BONDS					
12						
13						
14						
15						
16						
17	TOTAL for Collateral Trust Bonds					
	INCOME BONDS					
18						
19						
20						
21	TOTAL for Income Bonds					
	MISCELLANEOUS OBLIGATIONS					
22						
23						
24						
25						
26						
27						
28						
29						
30	TOTAL for Miscellaneous Obligations					
	NONNEGOTIABLE DEBT TO AFFILIATED CO.					
31	Long-term, with Parent					
32						
33						
34						
35						
36						
37						
38						
39						
40	TOTAL for Nonnegotiable Debt to Affil. Co.					
41	GRAND TOTAL (Lines 11, 17, 21, 30 and					

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Long-Term Debt (continued)**

5.) Refer to the definitions of "nominally issued," "actually issued," etc.

6.) If interest accrued during the year (as entered in columns (k) and (l)) does not aggregate the total accrual for the year on any security, explain the discrepancy in a footnote. Entries in these columns should include interest accrued on long-term debt reacquired or retired during the year, although no portion of the issue is actually outstanding at the end of the year.

7.) In determining the entries for column (m), do not treat any interest as paid unless the interest is actually paid to the respondent. Do not report deposits of cash with banks and other fiscal agents for the payment of interest coupons as payments of such interest until actually paid to coupon holders or others under such circumstances as to relieve the respondent from further liability.

Line No.	TOTAL PAR VALUE Payable within 1 Yr. (Acc. 57) (g)	TOTAL PAR VALUE Payable After 1 Yr. (acc. 60) (h)	INTR. PROV. Rate Per Annum (in percent) (i)	INTR. PROV. Dates Due (j)	Amount of Interest Accrued During Year Charged to Income (in dollars) (k)	Amount of Int. Charged to Construction or Other Investment Account (in dollars) (l)	Amount of Interest Paid During Year (in dollars) (m)
1							
2							
3							
4							
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20							
21							
22							
23							
24							
25							
26							
27							
28							
29							
30							
31		333,646,642					17,651,256
32							
33							
34							
35							
36							
37							
38							
39							
40		333,646,642					17,651,256
41		333,646,642					17,651,256





Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year of Report 2014/Q4
FOOTNOTE DATA			

**Schedule Page: 254 Line No.: 3 Column: c**

ONEOK Partners periodically recapitalizes its wholly-owned subsidiaries to maintain certain capital structures. In 2014 ONEOK Partners and its affiliates recorded an internal recapitalization entry resulting in a contribution by the parent to us of \$22.3 million and an increase in long-term debt of \$30.4 million.

End of 2014/Q4

Report the respondent's pipeline operating revenues year to date, classified in accordance with the Uniform System of Accounts.

8	TOTAL (lines 1 through 7)	
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Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Operating Revenue Accounts (Account 600)**

1.) Report the respondent's pipeline operating revenues for the year, classified in accordance with the USofA.

2.) For Account Nos. 200, 210, and 220, indicate the revenues derived from the interstate transportation of oil and the revenues derived from the intrastate transportation of oil. The sum of the two revenue figures should equal the total revenues in Account Nos. 200, 210, and 220.

Line No.	Operating Revenue Accounts (a)	Crude Oil Previous Year (in dollars) (b)	Crude Oil Current Year (in dollars) (c)	Products Previous Year (in dollars) (d)	Products Current Year (in dollars) (e)	Total Previous Year (in dollars b + d) (f)	Total Current Year (in dollars c + e) (g)
1	Gathering Revenues (200)						
2	Trunk Revenues (210)			54,555,197	99,055,153	54,555,197	99,055,153
3	Delivery Revenues (220)						
4	Allowance Oil Revenue (230)						
5	Storage and Demurrage Revenue						
6	Rental Revenue (250)						
7	Incidental Revenue (260)			77	249	77	249
8	TOTAL			54,555,274	99,055,402	54,555,274	99,055,402

Line No.	Account (a)	Interstate Previous Year (b)	Interstate Current Year (c)	Intrastate Previous Year (d)	Intrastate Current Year (e)	Total Previous Year (in dollars b + d) (f)	Total Current Year (in dollars c + e) (g)
1	Gathering Revenues (200)						
2	Trunk Revenues (210)	54,555,197	99,055,153			54,555,197	99,055,153
3	Delivery Revenues (220)						
4	TOTAL	54,555,197	99,055,153			54,555,197	99,055,153





Name of Respondent ONEOK Bakken Pipeline, L.L.C.		This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission		Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
<b>Pipeline Taxes (Other than Income Taxes)</b>					
1.) Give the particulars (details) on the taxes accrued in carrier properties and charged to Account No. 580, Pipeline Taxes, of the respondent's income Account for the year. 2.) If during the year an important adjustment was made in Account 580 for taxes applicable to a prior year, state the full particulars (details) in a footnote.					
<b>A. STATE, LOCAL, AND OTHER TAXES</b>					
Line No.	Name of State (a)	Amount (in dollars) (b)	Line No.	Name of State (a)	Amount (in dollars) (b)
1	Alabama	0	31	New Mexico	0
2	Alaska	0	32	New York	0
3	Arizona	0	33	North Carolina	0
4	Arkansas	0	34	North Dakota	208,745
5	California	0	35	Ohio	0
6	Colorado	99	36	Oklahoma	0
7	Connecticut	0	37	Oregon	0
8	Delaware	0	38	Pennsylvania	0
9	Florida	0	39	Rhode Island	0
10	Georgia	0	40	South Carolina	0
11	Hawaii	0	41	South Dakota	0
12	Idaho	0	42	Tennessee	0
13	Illinois	0	43	Texas	0
14	Indiana	0	44	Utah	0
15	Iowa	0	45	Vermont	0
16	Kansas	0	46	Virginia	0
17	Kentucky	0	47	Washington	0
18	Louisiana	0	48	West Virginia	0
19	Maine	0	49	Wisconsin	0
20	Maryland	0	50	Wyoming	2,724,926
21	Massachusetts	0	51	District of Columbia	0
22	Michigan	0	52	Other (Specify):	0
23	Minnesota	0	53		0
24	Mississippi	0	54		0
25	Missouri	0	55		0
26	Montana	7,955,988	56		0
27	Nebraska	0	57		0
28	Nevada	0	58		0
29	New Hampshire	0	59	TOTAL - State, Local and Other Taxes	10,889,758
30	New Jersey	0			0
<b>B. U.S. GOVERNMENT TAXES</b>					
Line No.	Kind of Tax (a)				Amount (in dollars) (b)
61	Old-Age Retirement				100,511
62	Unemployment Insurance				3,069
63	Other U.S. Taxes (Specify, Except Income Taxes)				28,952
64					0
65					0
66					0
67					0
68					0
69					0
70	TOTAL - U.S. Government Taxes				132,532
71	GRAND Total (Account No. 580)				11,022,290

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Miscellaneous Items in Income and Retained Income Accounts for the Year**

1.) Give a detailed analysis of items in Accounts 640, Miscellaneous Income; 660, Miscellaneous Income Charges; 680, Extraordinary Items; 695 Income Taxes on Extraordinary Items; 710, Other Credits to Retained Income, and 720, Other Debits to Retained Income, for the year (The classifications should be made in accordance with the U.S. of A.)

2.) For Accounts 640 and 660, report each item amounting to \$250,000 or more; items less than \$250,000 in these accounts may be combined in a single entry designated "Minor Items, each less than \$250,000." Enter a total for each account.

Line No.	Account No. (a)	Item (b)	Debits (in dollars) (c)	Credits (in dollars) (d)
1	640	Non Operating Income for AFUDC		4,588,829
2				
3	640	Minor items, each less than \$250,000		152,231
4				
5	640	Total		4,741,060
6				
7				
8	660	Minor items, each less than \$250,000	149,734	
9				
10				
11				
12				
13				
14				
15				
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Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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### Statistics of Operations

1.) Give particulars (details) by States of origin for crude oil and for each kind of product received year to date and totals only (i.e. no State detail) for number of barrels of crude oil and of each kind of product delivered out of the pipeline year to date. Classify and list in column (a) by States of origin the refined products transported in the following order: 29111, Gasoline, jet fuels, and other high volatile petroleum fuels, except natural gasoline; 29112, Kerosene; 29113, Distillate fuel oil; 29114, Lubricating and similar oils and derivatives; 29117, Residual fuel oil and other low volatile petroleum fuels; 29112, Products of petroleum refining, n.e.c. - Specify.

2.) In column (b) show all oils received by the respondent from connecting carriers reporting to the Federal Energy Regulatory Commission. In column (c) show all oils originated on respondent's gathering lines and in column (d) all oils received into respondent's trunk line, except receipts shown in columns (b) and (c). Any barrels received into a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

3.) Entries in column (e) should be the sum of columns (b), (c), and (d). In column (f) show all oils delivered to connecting carriers reporting to the Federal Energy Regulatory Commission. In column (g) show all oils terminated on the respondent's gathering lines, and in column (h) all oils delivered out of respondent's pipeline, except deliveries shown under columns (f) and (g).

Line No.	State of Origin (a)	Number of Barrels Received From Connecting Carriers Year to Date (b)	Number of Barrels Received ORIGINATED On Gathering Lines Year to Date	Number of Barrels Received ORIGINATED On Trunk Lines Year to Date
	<b>CRUDE OIL</b>			
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15	TOTAL			
	<b>PRODUCTS (State of Origin and</b>			
16	Colorado 29119 - NGLS			
17	Montana 29119 - NGLS			212,891
18	North Dakota 29119 - NGLS			13,337,766
19	Wyoming 29119 - NGLS			68,256
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	TOTAL			13,618,913
	GRAND TOTAL			13,618,913

33a Total Number of Barrel-Miles (Trunk Lines Only):

(1) Crude Oil

(2) Products

7,694,406,908



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### Statistics of Operations

Entries in column (i) should be the sum of columns (f), (g), and (h). Any barrels delivered out of a pipeline owned by the respondent, but operated by others, should be reported separately on additional pages (For example 600a- 601a, 600b- 601b, etc.).

4.) Enter actual amount for lines 33a and 33b on an annual basis only. Do not report on a quarterly basis. Estimate if actual figures are not available. Barrel miles as reported on this schedule are the summation, for all segments, of the number of miles associated with each pipeline segment (trunk line only) multiplied by the number of barrels delivered through the segment. For example, 1,000 barrels moved through a 57-mile pipeline segment would be recorded as 57,000 barrel miles. For a crude pipeline with several segments:

Segments Barrels Miles Barrel-Miles

A	1,000	57	57,000
B	5,000	10	50,000
C	1,000	25	25,000

Line No.	Total Received Year to Date (b + c + d) (e)	Number of Barrels Delivered Out To Connecting Carriers Year to Date (f)	Number of Barrels Delivered Out TERMINATED On Gathering Lines Year to Date	Number of Barrels Delivered Out TERMINATED On Trunk Lines Year to Date	Total Delivered Out Year to Date (f + g + h) (i)
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16		13,512,030			13,512,030
17	212,891			5,480	5,480
18	13,337,766				
19	68,256				
20					
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31	13,618,913	13,512,030		5,480	13,517,510
	13,618,913	13,512,030		5,480	13,517,510

33b Total Number of Barrels of Oil Having Trunk-Line Movement:

(1) Crude Oil

(2) Products 13,517,510



Page 603

Name of Respondent ONEOK Bakken Pipeline, L.L.C.	This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission	Date of Report (Mo, Da, Yr) / /	Year/Period of Report End of 2014/Q4
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**Annual Cost of Service Based Analysis Schedule**

- 1.) Use footnotes when particulars are required or for any explanations.
- 2.) Enter on lines 1-9, columns (b) and (c), the value the respondent's Operating & Maintenance Expenses, Depreciation Expense, AFUDC Depreciation, Amortization of Deferred Earnings, Rate Base, Rate of Return, Return, Income Tax Allowance, and Total Cost of Service, respectively, for the end of the current and previous calendar years. The values shall be computed consistent with the Commission's Opinion No. 154-B et al. methodology. Any item(s) not applicable to the filing, the oil pipeline company shall report nothing in columns (b) and (c).
- 3.) Enter on line 10, columns (b) and (c), total interstate operating revenue, as reported on page 301, for the current and previous calendar years.
- 4.) Enter on line 11, columns b and c, the interstate throughput in barrels for the current and previous calendar years.
- 5.) Enter on line 12, columns b and c, the interstate throughput in barrel-miles for the current and previous calendar years.
- 6.) If the company makes major changes to its application of the Opinion No. 154-B et al. methodology, it must describe such changes in a footnote, and calculate the amounts in columns (b) and (c) of lines No. 1-12 using the changed application.
- 7.) A respondent may be requested by the Commission or its staff to provide its workpapers which support the data reported on page 700.

Line No.	Item (a)	Current Year Amount (in dollars) (b)	Previous Year Amount (in dollars) (c)
1	Operating and Maintenance Expenses	23,780,138	10,772,323
2	Depreciation Expense	13,591,262	9,543,115
3	AFUDC Depreciation	81,230	0
4	Amortization of Deferred Earnings	140,216	0
5	Rate Base		
5a	Rate Base - Original Cost	530,758,295	467,495,137
5b	Rate Base - Unamortized Starting Rate Base Write-Up	0	0
5c	Rate Base - Accumulated Net Deferred Earnings	6,387,074	0
5d	Total Rate Base -Trended Original Cost - (line 5a + line 5b + line 5c)	537,145,369	467,495,137
6	Rate of Return % (10.25% - 10.25)		
6a	Rate of Return - Adjusted Capital Structure Ratio for Long Term Debt	49.10	54.77
6b	Rate of Return - Adjusted Capital Structure Ratio for Stockholders' Equity	50.90	45.23
6c	Rate of Return - Cost of Long Term Debt Capital	5.47	5.48
6d	Rate of Return - Real Cost of Stockholders' Equity	10.50	8.37
6e	Rate of Return - Weighted Average Cost of Capital - (line 6a x line 6c + line 6b x line 6d)	8.03	6.79
7	Return on Trended Original Cost Rate Base		
7a	Return on Rate Base - Debt Component - (line 5d x line 6a x line 6c)	14,426,489	14,031,380
7b	Return on Rate Base - Equity Component - (line 5d x line 6b x line 6d)	28,707,734	17,698,201
7c	Total Return on Rate Base - (line 7a + line 7b)	43,134,223	31,729,582
8	Income Tax Allowance	18,776,721	11,490,579
8a	Composite Tax Rate % (37.50% - 37.50)	39.38	39.38
9	Total Cost of Service	99,503,790	63,535,599
10	Total Interstate Operating Revenues	99,055,153	54,555,197
11	Total Interstate Throughput in Barrels	13,517,510	6,306,082
12	Total Interstate Throughput in Barrel-Miles	7,694,406,908	3,872,736,625

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FOOTNOTE DATA			

**Schedule Page: 700 Line No.: 2 Column: c**

Prior year change reflects a calculation correction.

**Schedule Page: 700 Line No.: 5 Column: c**

Prior year change reflects a calculation correction.

**Schedule Page: 700 Line No.: 8 Column: c**

Prior year change reflects a calculation correction.