

Check appropriate box:

An Initial (Original) Submission

Resubmission No. _____

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



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

(Formerly ICC Form P)

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

Exact Legal Name of Respondent (Company) Red Butte Pipe Line Company	Year/Period of Report End of <u>2011/Q4</u>
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INSTRUCTIONS FOR FILING FERC FORMS 6 AND 6-Q

GENERAL INFORMATION

I. Purpose

The FERC Form No. 6 (FERC Form 6) is an annual regulatory reporting requirement (18 C.F.R. § 357.2). The FERC Form No. 6-Q (FERC Form 6-Q) is a quarterly regulatory reporting requirement (18 C.F.R. §357.4). These reports are designed to collect both financial and operational information from oil pipeline companies subject to the jurisdiction of the Federal Energy Regulatory Commission. These reports are also considered to be non-confidential public use forms.

II. Who Must File

(a) Each oil pipeline carrier whose annual jurisdictional operating revenues has been \$500,000 or more for each of the three previous calendar years must file FERC Form 6 (18 C.F.R. § 357.2 (a)). Oil pipeline carriers submitting FERC Form 6 must submit FERC Form 6-Q (18 C.F.R. § 357.4(a)). Newly established entities must use projected data to determine whether FERC Form No. 6 must be filed.

(b) Oil pipeline carriers exempt from filing FERC Form 6 whose annual jurisdictional operating revenues have been more than \$350,000 but less than \$500,000 for each of the three previous calendar years must prepare and file page 301, "Operating Revenue Accounts (Account 600), and page 700, "Annual cost of Service Based Analysis Schedule," of FERC Form 6. When submitting pages 301 and 700, each exempt oil pipeline carrier must include page 1 of the FERC Form 6, the Identification and Attestation schedules (18 C.F.R. § 357.2 (a)(2)).

(c) Oil pipeline carriers exempt from filing FERC Form 6 and pages 301 and whose annual jurisdictional operating revenues were \$350,000 or less for each of the three previous calendar years must prepare and file page 700, "Annual Cost of Service Based Analysis Schedule," of FERC Form 6. When submitting page 700, each exempt oil pipeline carrier must include page 1 of FERC Form 6, the Identification and Attestation schedule (18 C.F.R. § 357.2 (a)(3)).

III. What and Where to Submit

(a) Submit FERC Form 6 and 6-Q electronically through the forms submission software available at <http://www.ferc.gov/docs-filing/eforms/form-6/elec-subm-soft.asp>. Retain one copy of this report for your files.

(b) The Corporate Officer Certification must be submitted electronically as part of FERC Form 6 and 6-Q filings.

(c) Indicate by checking the appropriate box on Page 3, List of Schedules, if the Annual Report to Stockholders will be submitted, or if no Annual Report to Stockholders has been prepared.

(d) Submit immediately upon publication, by either eFiling or mail, two (2) copies of the latest Annual Report to Stockholders to the Secretary of the Commission at:

**Secretary of the Commission
Federal Energy Regulatory Commission
888 First Street, NE
Washington, DC 20426**

(e) Filers are encouraged to file their Annual Report to Stockholders using eFiling at <http://www.ferc.gov/docs-filing/efiling.asp>. To further that effort, a new selection, "Annual Report to Stockholders," has been added to the dropdown "pick list" from which companies must choose when eFiling. Further instructions are posted to the Commission's website at <http://www.ferc.gov/help/how-to.asp>.

(f) Federal, State and Local Governments and other authorized users may obtain additional blank copies of FERC Forms 6 and 6-Q free of charge from <http://www.ferc.gov/docs-filing/eforms.asp#6> and <http://www.ferc.gov/docs-filing/eforms.asp#6Q>.

IV. When to Submit

FERC Forms must be filed by the following schedule:

(a) FERC Form 6 for each year ending December 31 must be filed by April 18th of the following year (18C.F.R. § 357.2), and

(b) FERC Form 6-Q for each calendar quarter must be filed within 70 days after the end of the reporting quarter (18 C.F.R. § 357.4).

V. Where to Send Comments on Public Reporting Burden

(a) The public reporting burden for the FERC Form 6 is estimated to average 186 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. The public reporting burden for the FERC Form 6-Q is estimated to average 150 hours per response. Send comments regarding these burden estimates or any aspect of these information collections, including suggestions for reducing this burden, to the Federal Energy Regulatory Commission, 888 First Street, NE, Washington DC 20426 (Attention: Information Clearance Officer); and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503 (Attention: Desk Officer for the Federal Energy Regulatory Commission).

(b) You shall not be penalized for failure to respond to this collection of information unless the collection of information displays a valid OMB control number.

GENERAL INSTRUCTIONS

- I. Prepare these reports in conformity with the Uniform System of Accounts (18 C.F.R. Part 352) (USofA). Interpret all accounting words and phrases in accordance with the USofA.
- II. Enter in whole numbers (dollars) only, except where otherwise noted. Enter cents for averages where cents are important. The amounts shown on all supporting pages must agree with the amounts entered on the statements that they support. When applying thresholds to determine significance for reporting purposes, use for balance sheet accounts the balances at the end of the current reporting period, and use for income statement accounts the current year's amounts. Quarterly reporting should be consistent with the previous year's reporting.
- III. Complete each question fully and accurately, even if it has been answered in a previous period. Enter the word "None" where it truly and completely states the fact.
- IV. For any page(s) that is not applicable to the Filer, either Enter the words "Not Applicable" on the particular page(s), or Omit the page(s) and enter "NA", "None", or "Not Applicable" in column (d) on the List of Schedules, pages 2 and 3.
- V. Enter the month, day, and year for all dates. Use customary abbreviations. **The "Date of Report" at the top of each page is applicable only to resubmissions.**
- VI. Generally, except for certain schedules, all numbers, whether they are expected to be debits or credits, must be reported in the positive. Numbers having a sign that is different from the expected sign should be entered with a negative (-) sign.
- VII. Resubmit any revised FERC Form 6 data via the Internet using the forms submission software only. Please explain the reason for the resubmission in a footnote to the data field.
- VIII. Do not make references to reports of previous periods or to other reports in lieu of required entries, except as specifically authorized.
- IX. Whenever (schedule) pages refer to figures from a previous period the figures reported must be based upon those shown by the report of the previous period or an appropriate explanation given as to why different figures were used.

DEFINITIONS

1. Active Corporation - A corporation which maintains an organization for operating property or administering its financial affairs.
2. Actually Issued - For the purposes of this report, capital stock and other securities are considered to be actually issued when sold to a bona fide purchaser for a valuable consideration, and such purchaser holds free from control by the respondent.
3. Actually Outstanding - For the purposes of this report, capital stock and other securities actually issued and not reacquired by or for the respondent.
4. Affiliated Companies - The situation where one company directly or indirectly controls the other, or where they are subject to a common control.
5. Carrier - A common carrier by pipeline subject to the Interstate Commerce Act.
6. Commission - Means the Federal Energy Regulatory Commission.
7. Control (including the terms "controlling," "controlled by," and "under common control with") -

(a) The possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a company, whether such power is exercised through one or more intermediary companies, or alone, or in conjunction with, or pursuant to an agreement. Also, it is necessary whether such power is established through a majority or minority ownership or voting of securities, common directors, officers or stockholders, voting trusts, holding trusts, associated companies, contract or any other direct or indirect means. When there is doubt about an existence of control in any particular situation, the carrier shall report all pertinent facts to the Commission for determination. (18 CFR 352, Definition 10.)

(b) For the purposes of this report, the following are to be considered forms of control:

(1) Right through title to securities issued or assumed to exercise the major part of the voting power in the controlled company;

(2) Right through agreement of through sources other than title to securities to name the majority of the board of directors, managers, or trustees of the controlled company;

(3) Right to foreclose a priority lien upon all or a major part in value of the tangible property of the controlled company;

(4) Right to secure control in consequence of advances made for construction of the property of the controlled company. Indirect control is that exercised through an intermediary.

(c) A leasehold interest in the property of a company is not for the purpose of these accounts to be classed as a form of control over the lessor company.

- 8. Crude Oil** - Oil in its natural state (including natural gas and other similar natural constituents), not altered, refined, or prepared for use by any process.
- 9. Inactive Corporation** - A corporation which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.
- 10. Nominally Issued** - For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent.
- 11. Nominally Outstanding** - For the purposes of this report, those capital stock and other securities reacquired by or for the respondent under such circumstances require them to be considered held alive and not canceled or retired.
- 12. Products** - Oils that have been refined, altered, or processed for use, such as fuel oil and gasoline.
- 13. Undivided Joint Interest Pipeline** - Physical pipeline property owned in undivided joint interest by more than one person/entity.
- 14. Undivided Joint Interest Property** - Carrier property owned as part of an undivided joint interest pipeline.

EXCERPTS FROM THE LAW

Interstate Commerce Act, Part I

Section 20

(1) The Commission is hereby authorized to require annual, periodical, or special reports from carriers, lessors, " " (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, " " specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classify such carriers, lessors, " " as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, " " in such form and detail as may be prescribed by the Commission.

(2) Said annual reports shall contain all the required information for the period of twelve months ending on the 31st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

GENERAL PENALTIES

Section 20

(7)(b) Any person who shall knowingly and wilfully make, cause to be made, or participate in the making of any false entry in any annual or other report required under this section to be filed, " " or shall knowingly or wilfully file with the Commission any false report, or other document, shall be deemed guilty of a misdemeanor and shall be subject, upon conviction in any court of the United States of competent jurisdiction to a fine of not more than five thousand dollars or imprisonment for not more than two years, or both such fine and imprisonment: " "

(7)(c) Any carrier or lessor, or any officer, agent, employee, or representative thereof, who shall fail to make and file an annual or other report with the Commission within the time fixed by the Commission, or to make specific and full true and correct answer to any question within thirty days from the time it is lawfully required by the Commission so to do, shall forfeit to the United States the sum of one hundred dollars for each and every day it shall continue to be in default with respect thereto.


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

IDENTIFICATION		
01 Exact Legal Name of Respondent Red Butte Pipe Line Company		02 Year/Period of Report End of 2011 / 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) 5555 San Felipe Road, Houston Tx 77056		
05 Name of Contact Person J.M Brawley	06 Title of Contact Person Financial Reptg & Gen Accting Supervisor	
07 Address of Contact Person (Street, City, State, Zip Code) 539 South Main Street, Findlay, Ohio 45840		
08 Telephone of Contact Person, Including Area Code (419) 421-4224	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

The undersigned officer certifies that:

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

01 Name Mark A. Richardson	02 Title Assistant Controller
03 Signature On File 	04 Date Signed (Mo, Da, Yr) 11 4-15-12

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.

List of Schedules

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

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

Name of Respondent
Red Butte Pipe Line Company

This Report Is:
(1) An Original
(2) A Resubmission

Date of Report
(Mo, Da, Yr)
/ /

Year/Period of Report
End of 2011/Q4

List of Schedules (continued)

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

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
Additional Paid-in Capital	254	ED 12-87	
INCOME ACCOUNT SUPPORTING SCHEDULES			
Operating Revenue Accounts	301	REV 12-00	
Operating Expense Accounts	302-303	REV 12-00	
Pipeline Taxes	305	ED 12-87	
Income from Noncarrier Property	335	ED 12-91	
Interest and Dividend Income	336	REV 12-95	NONE
Miscellaneous Items in Income and Retained Income Accounts for the Year	337	ED 12-96	
Payments for Services Rendered by Other Than Employees	351	REV 12-95	NONE
PLANT STATISTICAL DATA			
Statistics of Operations	600-601	REV 12-00	
Miles of Pipeline Operated at End of Year	602-603	REV 12-00	
Footnotes	604	ED 12-91	NONE
Annual Cost of Service Based Analysis Schedule	700	REV 12-00	
<p>Stockholders' Reports (check appropriate box)</p> <p><input type="checkbox"/> Two copies will be submitted</p> <p><input checked="" type="checkbox"/> No annual report to stockholders is prepared</p>			

Name of Respondent Red Butte Pipe Line Company	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 2011/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. It in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees.

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

Red Butte Pipe Line Company

2. Give date of incorporation.

09/14/1999

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

Delaware Corporation organized under Sections 101 et. Al., of Title 8, Chapter 1 of the General Corporation Law of the State of Delaware.

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

None

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

None

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.

None

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).

None

Control Over Respondent

- 1.) Report in Column (a) the names and state of incorporation of all corporations, partnerships, business trusts, and similar organizations that indirectly held control (see page iii for definition of control) over the respondent at end of year by means of intermediaries. Report only the names of those companies that held ultimate control over the respondent. If control is in a holding company organization, report in a footnote the chain of organization only if there are two or more intermediary companies in the chain of ownership.
- 2.) Report in column (b) the names and state of incorporation and in column (c) the percent of the respondent's voting stock owned by all corporations, partnerships, business trusts, and similar organizations that directly held control over the respondent at end of year.
- 3.) If control is held by trustees, state in a footnote the names of the trustees, the names of beneficiaries for whom the trust is maintained, and the purpose of the trust.

Line No.	Controlling Company or Main Parent (a)	Intermediate or Direct Parent (b)	Percent Voting Stock Owned (c)
1		Marathon Oil Company	100.00
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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	President	B.D. Hutchison	5555 San Felipe Rd, Houston, TX
2	Vice President	S.J. Landry	5555 San Felipe Rd, Houston, TX
3	Secretary	Y.R. Kunetka	5555 San Felipe Rd, Houston, TX
4	Assistant Secretary	R.C. Bowers	5555 San Felipe Rd, Houston, TX
5	Assistant Secretary	J.A. Brown	5555 San Felipe Rd, Houston, TX
6	Assistant Secretary	D.J. Dunbar	5555 San Felipe Rd, Houston, TX
7	Treasurer	B.L Kurr	5555 San Felipe Rd, Houston, TX
8	Assistant Treasurer	J.M. Broerman	539 South Main St, Findlay, OH
9	Assistant Treasurer	J.F. Cavellero	539 South Main St, Findlay, OH
10	Assistant Treasurer	M.R. Clark	5555 San Felipe Rd, Houston, TX
11	Assistant Treasurer	J.B. Exner	5555 San Felipe Rd, Houston, TX
12	Assistant Treasurer	P. Gilgen	539 South Main St, Findlay, OH
13	Controller	E.H. Krause, Jr.	5555 San Felipe Rd, Houston, TX
14	Assistant Controller	M.G. Braddock	539 South Main St, Findlay, OH
15	Assistant Controller	J.R. Grubb	539 South Main St, Findlay, OH
16	Assistant Controller	B.H. Koller	539 South Main St, Findlay, OH
17	Assistant Controller	M.A. Richardson	539 South Main St, Findlay, OH
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Directors

1.) Report below the information called for concerning each director of the respondent who held office at any time during the year. Include in column (a), abbreviated titles of the directors who are officers of the respondent.
2.) Designate members of the Executive Committee by an asterisk and the Chairman of the Executive Committee by a double asterisk.

Line No.	Name and Title of Director (a)	Offices Address (Street, city, state, zip) (b)
1	C.W. Chambers	5555 San Felipe Rd, Houston, TX
2	B.D. Hutchison	5555 San Felipe Rd, Houston, TX
3	S.J. Landry	5555 San Felipe Rd, Houston, TX
4	D.M. Risser	5555 San Felipe Rd, Houston, TX
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Name of Respondent
Red Butte Pipe Line Company

This Report Is:
(1) An Original
(2) A Resubmission

Date of Report
(Mo, Da, Yr)
/ /

Year/Period of Report
End of 2011/Q4

Important Changes During the Quarter/Year

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

- 1.) Changes and important additions to franchise rights: Describe the actual consideration given therefor and state from whom the franchise rights were acquired. State if no consideration was given.
- 2.) Acquisition of ownership in other carrier operations by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, and reference to dates of Commission authorization and journal entries filed if applicable.
- 3.) Important extension or reduction of carrier pipeline operations: State territory added or relinquished and date operations began or ceased and give reference to Commission authorization, if any was required.
- 4.) State briefly the status of any materially important legal proceedings pending at the end of the year, and the results of any such proceedings culminated during the year.
- 5.) If the important changes during the year relating to the respondent company appearing in the respondent's annual report to stockholders are applicable in every respect and furnish the data required by instructions 1 to 4 above, such notes may be attached to this page.

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Name of Respondent Red Butte Pipe Line Company	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 2011/Q4
Important Changes During the Quarter/Year (continued)			

- 1.) NONE
- 2.) NONE
- 3.) NONE
- 4.) NONE
- 5.) NONE

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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)
	CURRENT ASSETS			
1	Cash (10)		387	1,420
2	Special Deposits (10-5)			
3	Temporary Investments (11)		191,765	
4	Notes Receivable (12)			
5	Receivables from Affiliated Companies (13)	200	838,686	902,096
6	Accounts Receivable (14)		214,094	243,906
7	Accumulated Provision For Uncollectible Accounts (14-5)			
8	Interest and Dividends Receivable (15)			
9	Oil Inventory (16)		72,230	286,401
10	Material and Supplies (17)		109,271	162,954
11	Prepayment (18)			
12	Other Current Assets (19)			
13	Deferred Income Tax Assets (19-5)	230-231		
14	TOTAL Current Assets (Total of lines 1 thru 13)		1,426,433	1,596,777
	INVESTMENTS AND SPECIAL FUNDS			
	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	TOTAL Investment and Special Funds (Total lines 15 thru 26)			
	TANGIBLE PROPERTY			
28	Carrier Property (30)	213 & 215	27,465,468	25,819,158

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	19,248,100	17,299,732
30	(Less) Accrued Amortization-Carrier Property (32)			
31	Net Carrier Property (Line 28 less 29 and 30)		8,217,368	8,519,426
32	Operating Oil Supply (33)			
33	Noncarrier Property (34)	220	1,576	1,576
34	(Less) Accrued Depreciation-Noncarrier Property		1,334	1,334
35	Net Noncarrier Property (Line 33 less 34)		242	242
36	TOTAL Tangible Property (Total of lines 31, 32, and 35)		8,217,610	8,519,668
	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)			
41	Other Deferred Charges (44)	221	165,236	25,729,336
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)		165,236	25,729,336

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)		9,809,279	35,845,781
	CURRENT LIABILITIES			
47	Notes Payable (50)			
48	Payables to Affiliated Companies (51)	225	6,307,415	518,796
49	Accounts Payable (52)		2,039,705	728,096
50	Salaries and Wages Payable (53)			
51	Interest Payable (54)			
52	Dividends Payable (55)			
53	Taxes Payable (56)		(793,823)	1,297,936
54	Long-Term Debt - Payable Within One Year (57)	226-227		
55	Other Current Liabilities (58)		664,616	387,144
56	Deferred Income Tax Liabilities (59)	230-231		
57	TOTAL Current Liabilities (Total of lines 47 thru 56)		8,217,913	2,931,972
	NONCURRENT LIABILITIES			
58	Long-Term Debt - Payable After One Year (60)	226-227		
59	Unamortized Premium on Long-Term Debt (61)			
60	(Less) Unamortized Discount on Long-Term Debt-Dr. (62)			
61	Other Noncurrent Liabilities (63)			
62	Accumulated Deferred Income Tax Liabilities (64)	230-231	(2,959,416)	(3,203,184)
63	Derivative Instrument Liabilities (65)			
64	Derivative Instrument Liabilities - Hedges (66)			
65	Asset Retirement Obligations (67)		6,914,142	6,529,498
66	TOTAL Noncurrent Liabilities (Total of lines 58 thru 65)		3,954,726	3,326,314
67	TOTAL Liabilities (Total of lines 57 and 66)		12,172,639	6,258,286
	STOCKHOLDERS' EQUITY			
68	Capital Stock (70)	251		
69	Premiums on Capital Stock (71)			
70	Capital Stock Subscriptions (72)			
71	Additional Paid-In Capital (73)	254	11,765,130	11,765,130
72	Appropriated Retained Income (74)	118		
73	Unappropriated Retained Income (75)	119	(14,128,490)	17,822,365
74	(Less) Treasury Stock (76)			
75	Accumulated Other Comprehensive Income (77)	116		
76	TOTAL Stockholders' Equity (Total of lines 68 thru 75)		(2,363,360)	29,587,495
77	TOTAL Liabilities and Stockholders' Equity (Total of lines 67 and 76)		9,809,279	35,845,781

Income Statement

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

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

Line No.	Item (a)	Reference Page No. in Annual Report (b)	Total current year to date Balance for Quarter/Year (c)	Total prior year to date Balance for Quarter/Year (d)	Current 3 months ended Quarterly only no 4th Quarter (e)	Prior 3 months ended Quarterly only no 4th Quarter (f)
	ORDINARY ITEMS - Carrier Operating Income					
1	Operating Revenues (600)	301	13,585,242	15,025,166		
2	(Less) Operating Expenses (610)	302-303	19,571,930	10,430,689		
3	Net Carrier Operating Income		(5,986,688)	4,594,477		
	Other Income and Deductions					
4	Income (Net) from Noncarrier Property (620)	335				
5	Interest and Dividend Income (From Investment under Cost Only) (630)	336	242			
6	Miscellaneous Income (640)	337	(5,644)	13,491		
7	Unusual or Infrequent Items--Credits (645)					
8	(Less) Interest Expense (650)					
9	(Less) Miscellaneous Income Charges (660)	337				
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)		(5,402)	13,491		
15	Ordinary Income before Federal Income Taxes (Line 3 +/- 14)		(5,992,090)	4,607,968		
16	(Less) Income Taxes on Income from Continuing Operations (670)		(700,363)	1,379,225		
17	(Less) Provision for Deferred Taxes (671)	230-231	243,768	(59,670)		
18	Income (Loss) from Continuing Operations (Total lines 15 thru 17)		(5,535,495)	3,288,413		
	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)		(5,535,495)	3,288,413		
	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)		(5,535,495)	3,288,413		
	* Less applicable income taxes as reported on page 122					

Unappropriated Retained Income Statement

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

Line No.	Item (a)	Reference page no. for Year (b)	Current Quarter/Year (in dollars) (c)	Previous Quarter/Year (in dollars) (d)
	UNAPPROPRIATED RETAINED INCOME			
1	Balances at Beginning of Year		17,822,365	14,533,952
	CREDITS			
2	Net Balance Transferred from Income (700)	114	(5,535,495)	3,288,413
3	Prior Period Adjustments to Beginning Retained Income (705)			
4	Other Credits to Retained Income (710)*	337		
5	TOTAL (Lines 2 thru 4)		(5,535,495)	3,288,413
	DEBITS			
6	Net Balance Transferred from Income (700)	114		
7	Other Debits to Retained Income (720)*	337		
8	Appropriations of Retained Income (740)	118		
9	Dividend Appropriations of Retained Income (750)	121	26,415,360	
10	TOTAL (lines 6 thru 9)		26,415,360	
11	Net Increase (Decrease) During Year (Line 5 minus line 10)		(31,950,855)	3,288,413
12	Balances at End of Year (Lines 1 and 11)		(14,128,490)	17,822,365
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)		(14,128,490)	17,822,365
	*Amount of Assigned Federal Income Tax Consequences			
15	Account No. 710			
16	Account No. 720			
	EQUITY IN UNDISTRIBUTED EARNINGS (LOSSES) OF AFFILIATED COMPANIES			
17	Balances at Beginning of Year	204		
18	Net Balance transferred from Income (700)	114		
19	Other Credits (Debits)			
20	Balances at End of Year	205		

Statement of Cash Flows

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

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
1	Cash Flow from Operating Activities:		
2	Net Income	(5,535,495)	3,288,413
3	Noncash Charges (Credits) to Income:		
4	Depreciation	2,020,235	1,964,561
5	Amortization		
6	Depreciation - Non-Carrier		
7			
8	Deferred Income Taxes	243,768	(59,670)
9			
10	Net (Increase) Decrease in Receivables	93,223	211,112
11	Net (Increase) Decrease in Inventory	267,854	(227,945)
12	Net Increase (Decrease) in Payables and Accrued Expenses	5,285,941	356,178
13			
14	Other:		
15	Deferred Charges	25,564,100	(3,756,195)
16	Current Liabilities		
17	ARO - Non Cash	384,644	1,307,078
18			
19			
20			
21	Net Cash Provided by (Used in) Operating Activities		
22	(Total of lines 2 thru 20)	28,324,270	3,083,532
23			
24	Cash Flows from Investment Activities:		
25	Construction and Acquisition of Plant (including land):		
26	Gross Additions to Carrier Property:	(1,733,429)	(2,124,841)
27	Gross Additions to Noncarrier Property		
28	Other:		
29	Adjustments	33,820	(952,579)
30	Cost of Removal / Salvage	(18,569)	(17,004)
31	Transfers		(81,688)
32	Sale Proceeds		26,000
33			
34	Cash Outflows for Plant (Total of lines 26 thru 33)	(1,718,178)	(3,150,112)
35			
36	Acquisition of Other Noncurrent Assets (d)		
37	Proceeds from Disposal of Noncurrent Assets (d)		
38			
39	Investments in and Advances to Assoc. and Subsidiary Companies		
40	Contributors and Advances from Assoc. and Subsidiary Companies		
41	Disposition of Investments in (and Advances to)		
42	Associated and Subsidiary Companies		
43			
44	Purchase of Investment Securities (a)		
45	Proceeds from Sales of Investment Securities (a)		

Statement of Cash Flows (continued)

(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.

(5) Under "Other" specify significant amounts and group others.

(6) Enter on Page 122 clarifications and explanations.

Line No.	Description (See Instructions No. 5 for Explanation of Codes) (a)	Current Quarter/Year Amount (b)	Previous Quarter/Year Amount (c)
46	Loans Made or Purchased		
47	Collections on Loans		
48			
49	Net (Increase) Decrease in Receivables		
50	Net (Increase) Decrease in Inventory		
51	Net Increase (Decrease) in Payables and Accrued Expenses		
52	Other:		
53			
54			
55			
56	Net Cash Provided by (Used in) Investing Activities		
57	(Total of Lines 34 thru 55)	(1,718,178)	(3,150,112)
58			
59	Cash Flows from Financing Activities:		
60	Proceeds from Issuance of:		
61	Long-Term Debt (b)		
62	Capital Stock		
63	Other:		
64	Cash Received from Marathon Oil Company		
65	Purchase of Big Horn Basin Assets		
66	Net Increase in Short-Term Debt (c)		
67	Other:		
68			
69			
70	Cash Provided by Outside Sources (Total of lines 61 thru 69)		
71			
72	Payment for Retirement of:		
73	Long-term Debt (b)		
74	Capital Stock		
75	Other:		
76			
77			
78	Net Decrease in Short-Term Debt (c)		
79			
80	Dividends on Capital Stock		
81	Other:	(26,415,360)	
82	Net Cash Provided by (Used in) Financing Activities		
83	(Total of lines 70 thru 81)	(26,415,360)	
84			
85	Net Increase (Decrease) in Cash and Cash Equivalents		
86	(Total of Lines 22, 57, and 83)	190,732	(66,580)
87			
88	Cash and Cash Equivalents at Beginning of Year	1,420	68,000
89			
90	Cash and Cash Equivalents at End of Year	192,152	1,420

Name of Respondent
Red Butte Pipe Line Company

This Report Is:
(1) An Original
(2) A Resubmission

Date of Report
(Mo, Da, Yr)
/ /

Year/Period of Report
End of 2011/Q4

Notes to Financial Statements

Quarterly Notes

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

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

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

Annual Notes

(1) Use the space below for important notes regarding the Balance Sheet, Statement of Income for the year, Statement of Retained Earnings for the year, and Statement of Cash Flows, or any account therefor. Classify the notes according to each basic statement, providing a subheading for each statement, except where a note is applicable to more than one statement.

(2) Furnish details as to any significant commitments or contingent assets or liabilities existing at end of year, including a brief explanation of any action initiated by the Internal Revenue Service involving possible assessments of additional income taxes of a material amount, or of a claim for refund of income taxes of a material amount initiated by the respondent. State whether such commitments or contingencies will have a material adverse effect upon the financial position or results of operations of the respondent.

(3) Furnish details on the accounting for the respondent's pensions and postretirement benefits and explain any changes in the method of accounting for them. Include in the details a concise breakdown of the effects of the various components on income for the year, funding for the plans and accumulated obligations at year end.

(4) Provide an explanation of any significant changes in operations during the year. Give the financial statement effects of acquiring oil pipelines by purchase or merger or by participating in joint ventures or similar activities.

(5) Furnish details on the respondent's accounting for income taxes and provide an explanation of any changes in the methods of accounting for income taxes and give the financial statement effects resulting from these changes.

(6) Provide an explanation of any significant rate or other regulatory matters involving the respondent during the year and give the effects, if any, on the respondent's financial statements.

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Name of Respondent Red Butte Pipe Line Company	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 2011/Q4
Notes to Financial Statements (continued)			