

M-70 / Quarterly Report - Deliveries to Torrance Refinery - Mobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1 9 9 7	January	2,065,317	66623.13		
	February	1,690,872	60388.29		
	March	2,672,184	86199.48		
	TOTAL	6,428,373		6,428,373	17612
2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1 9 9 7	April	2,754,673	91822.43		
	May	3,086,247	99556.35		
	June	2,992,037	99734.57		
	TOTAL	8,832,957		15,261,330	41812
3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1 9 9 7	July	3,004,426	96916.97		
	August	2,912,337	93946.35		
	September	2,899,353	96645.10		
	TOTAL	8,816,116		24,077,446	65966
4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1 9 9 7	October	2,975,572	95986.19		
	November	2,994,347	99811.57		
	December	2,960,818	95510.26		
	TOTAL	8,930,737		33,008,183	90,433

TO: City of Culver City
City Engineer
9770 Culver City
Culver City, CA 90232-0507

cc: R.L.Cronin-Fruit
J.D.Deupree

Mobil Oil Corporation

RECEIVED

200 FEB 14 PM 1:49

ENGINEERING DIVISION
CITY OF CULVER CITY

City Atty

SOUTHWESTERN TERMINAL

799 SOUTH SEASIDE AVENUE

TERMINAL ISLAND, CALIFORNIA 90731

February 9, 2000

City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C"; Mitigation Measure "CC-22", attached you will find the annualized throughput report for the operating year 1999. This report reflects 60° F. net barrels (NSV) delivered to Mobil Oil's Torrance CA. Refinery.

Should you have any questions, please call me 310-212-1762.

Sincerely,

William H. Dart, Jr.

William H. Dart, Jr.
West Coast S&L

cc: R.L.Cronin-Fruitt
J.D.Deupree

M-70 / Quarterly Report - Deliveries to Torrance Refinery - Mobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1					
9					
9					
9	January	2,542,035.92	82001.16		
	February	2,137,241.07	76330.04		
	March	2,828,430.39	91239.69		
	TOTAL	7,507,707.38			20569

2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1					
9					
9					
9	April	2,885,410.99	96180.37		
	May	2,994,454.96	96595.32		
	June	2,865,818.64	95527.29		
	TOTAL	8,745,684.6		16,253,392	44530

3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1					
9					
9					
9	July	2,588,573	83502.34		
	August	2,089,141	67391.63		
	September	2,383,418	79447.27		
	TOTAL	7,061,131.3		23,314,523	63875

4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
1					
9					
9					
9	October	2,647,891	85415.84		
	November	2,593,877	86462.57		
	December	2,827,819	91219.97		
	TOTAL	8,069,587		31,384,110	85,984

ExxonMobil Pipeline Company
Torrance Meters
20225 South Van Ness Avenue
Torrance, California 90503
310 212 1762 Telephone
310 328 3954 Facsimile

FILE: MOBIL OIL

Bill H. Dart
Field Supervisor
Pipeline Operations

ExxonMobil
Pipeline

January 29, 2001

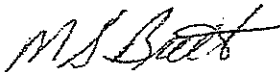
City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the annualized throughput report for the fourth quarter of the **2000** operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA. Refinery.

Should you have any questions, please call me 310-212-1762.

Sincerely,



M. Steven Brett
ExxonMobil Pipeline, West Coast

cc: R.L. Cronin-Fruitt
Debbie Hart

M-70 / Quarterly Report - Deliveries to Torrance Refinery - Mobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2000					
	January	2,886,765.81	93121.48		
	February	2,725,504.75	93982.92		
	March	2,745,399.81	88561.28		
	TOTAL	8,357,670.37		8,357,670	22835.16

2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2000					
	April	2,768,087.50	92269.58		
	May	3,120,209.74	100651.93		
	June	3,052,828.83	101760.96		
	TOTAL	8,941,126.07		17,298,796	47264.47

3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2000					
	July	3,175,660	102440.65		
	August	3,168,267	102202.15		
	September	3,093,109	103103.65		
	TOTAL	9,437,036.3		26,735,833	73048.72

4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2000					
	October	2,210,647	71311.20		
	November	2,756,872	91895.72		
	December	2,950,327	95171.85		
	TOTAL	7,917,846		34,653,679	94,682.18

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

RECEIVED

03 FEB 14 AM 10:39

VIA UPS DELIVERY

CITY ATTORNEY-RISK MGMT
CITY OF CULVER CITY

ExxonMobil
Pipeline

February 13, 2003

Ms. Carol A. Schwab - City Attorney
Mr. Mark A. Ambrozich, City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: Ordinance No. 92-014

Dear Ms. Schwab and Mr. Ambrozich:

Pursuant to City of Culver City Ordinance No. 92-014, specifically Mitigation Measure CC-22, please find enclosed the 2002 Annual Average Throughput Report for ExxonMobil Oil Corporation's M-70 Pipeline. Annualized average throughput for the M-70 pipeline system equates to 108,401 barrels per day.

With respect to the above, and pursuant to Mitigation Measure CC-23 of above referenced Ordinance, a payment in the amount \$949,091.25 is due the City of Culver City. Payment will be submitted under a separate letter by the March 31, 2003 due date.

While ExxonMobil is committed to complying with the terms of Ordinance No. 92-014, we would like to discuss with the City of Culver City amending the Ordinance. As discussed in our previous communications with the City, we request your consideration to modify condition CC-23 of said Ordinance in order to be consistent with the increased throughput allowance approved and authorized by the City of Los Angeles, pursuant to the First Addendum to the Final Environmental Impact Report/Statement for the M-70 Pipeline Replacement and Optimization Project.

We look forward to your response pertaining to modification of Mitigation Measure CC-23 of Ordinance No. 92-014. Should you have any questions, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast Right of Way Dept.

Enclosure

cc: Mr. Joel Larkin

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2002	January	3,423,286	110428.58		
	February	2,965,195	105899.82		
	March	3,529,288	113848.00		
	TOTAL	9,917,769		9,917,769	27171.97

2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2002	April	3,332,285	111076.17		
	May	3,518,399	113496.74		
	June	3,280,266	109342.20		
	TOTAL	10,130,950		20,048,719	54928.00

3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2002	July	3,374,096	108841.81		
	August	3,361,709	108442.23		
	September	3,323,839	110794.63		
	TOTAL	10,059,644		30,108,363	82488.67

4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2002	October	3,496,450	112788.71		
	November	3,015,902	100530.07		
	December	2,945,801	95025.84		
	TOTAL	9,458,153		39,566,516	108,401.41

The annualized average numbers for the first three quarters have been corrected from the previous report.

126

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

ExxonMobil
Pipeline

March 18, 2003

RECEIVED
03 MAR 18 AM 10:16
CITY TREASURER
CULVER CITY CALIF

Ms. Carol A. Schwab - City Attorney
Mr. Mark A. Ambrozich - City Attorney
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: Ordinance No. 92-014

Dear Ms. Schwab and Mr. Ambrozich:

In compliance with the current terms and conditions of Culver City Ordinance No. 92-014, specifically Mitigation Measure CC-23, enclosed is ExxonMobil Oil Corporation's Check No. 2500028486, issued to the City of Culver City in the amount of \$949,091.25.

As stated in our previous correspondence, we request your consideration to modify condition CC-23 of said Ordinance in order to be consistent with the increased throughput allowance approved and authorized by the City of Los Angeles, pursuant to the First Addendum to the Final Environmental Impact Report/Statement for the M-70 Pipeline Replacement and Optimization Project.

Your response to our request to discuss the modification of Mitigation Measure CC-23 will be appreciated. Please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast Right of Way Dept.

Enclosure

cc: Mr. Joel Larkin

EXXON MOBIL CORPORATION OR AN AFFILIATED COMPANY

CODE	OUR REFERENCE	DATE	YOUR REFERENCE	NET AMOUNT
0160	1900031409	02/27/03	49301133	949,091.25
PYMT 2002 M-70 ANNUAL AVG. T-PUT, ORD 92-014				
Payment made per agreement with ExxonMobil contracting entity.				
REFER ANY INQUIRIES TO 1-800-833-1510				

* INCLUDE WITH EACH INQUIRY	PAYEE ID NUMBER 6007015	CHECK NUMBER 2500028486	CHECK DATE 03/06/03	CHECK AMOUNT 949,091.25
-----------------------------------	----------------------------	----------------------------	------------------------	----------------------------

EXXON MOBIL CORPORATION OR AN AFFILIATED COMPANY

P O BOX 2519
HOUSTON TX 77252-2519

6007015 DATE 03/06/03

62-20/311

CHECK
NUMBER 2500028486

PAY TO THE
ORDER OF

CULVER CITY CA CITY OF
BUSINESS TAX COLLECTOR
9770 CULVER BLVD
CULVER CITY CA 90230-0507

*****\$949,091.25*

VOID AFTER
SIX MONTHS

CITIBANK
NEW CASTLE, DE 19720-2408

128
R. Wilson

⑈ 2500028486 ⑈ ⑆ 031100209 ⑆

38656339 ⑈

ExxonMobil Pipeline Company
12551 East 166th Street
Cerritos, California 90703-2103

RECEIVED

04 JAN 26 AM 10:39

CITY TREASURER
CULVER CITY, CALIF

ExxonMobil
Pipeline

4
January 21, 2005
1

Mr. Mark A. Ambrozich
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: City Ordinance No. 92-014

Dear Mr. Ambrozich:

Enclosed is a copy of the Quarterly M-70 Pipeline Throughput Report for the 4th quarter of 2003. Said report reflects an annual average throughput of 104,969 barrels for the M-70 pipeline. The original report has been submitted to Culver City's City Engineer, pursuant to Mitigation Measure CC-22.

The throughput fee due Culver City, based on the 2003 M-70 annual average throughput, and pursuant to City Ordinance No. 2003-016 will be sent to your attention in March of 2004.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast Right of Way Dept.

129

ExxonMobil Pipeline Company
12651 East 156th Street
Cerritos, California 90703
(310) 212-1762 Telephone
(310) 212-1788 Facsimile

M.S. t
Southern Area Operations Supervisor

ExxonMobil
Pipeline

1/19/04

City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: QUARTERLY THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the quarterly throughput report for the fourth quarter of the 2003 operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA. Refinery.

Should you have any questions, I can be contacted at (310) 212-1762.

Sincerely,



M. Steve Brett
ExxonMobil Pipeline, West Coast

cc: R.L.Cronin-Fruitt
Debbie Hart

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	January	3,364,195	108,522		
	February	2,965,585	105,914		
	March	3,325,932	107,288		
	TOTAL	9,655,711		9,655,711	26,454

2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	April	2,988,828	99,628		
	May	3,170,932	102,288		
	June	3,123,009	104,100		
	TOTAL	9,282,768		18,938,479	51,886

3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	July	3,281,025	105,840		
	August	3,390,668	109,376		
	September	3,212,106	107,070		
	TOTAL	9,883,799		28,822,278	78,965

4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	October	3,176,894	102,480		
	November	3,074,034	102,468		
	December	3,240,506	104,532		
	TOTAL	9,491,434		38,313,712	104,969

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

RECEIVED
04 MAR 12 11:00 AM

CITY TREASURER
CULVER CITY, CA

ExxonMobil
Pipeline

VIA UPS DELIVERY

March 12, 2004

Mr. Mark Ambrozich
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: City Ordinance No. 2003-16 and
City Ordinance No. 92-14

Dear Mr. Ambrozich:

In compliance with the terms and conditions of Culver City Ordinance No. 2003-16, (Amendment to Ord. 92-14, specifically Mitigation Measure CC-23, enclosed is ExxonMobil Oil Corporation's Check No. 2500352704, issued to City of Culver City in the amount of \$181,934.25. Said payment is based on the M-70 pipeline's annual average throughput of 104,969 thousand barrels per day (TBD) for the 2003 calendar year. Payment computed as follows: $9,969 \text{ barrels in excess of } 95,000 \text{ TBD} \times \$0.05 = \$498.45 \times 365 \text{ days} = \$181,934.25$.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast Right of Way Dept.

Enclosure
Rcf0312

cc: J. C. Larkin
M. Myers
T. Shinde

132

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	January	3,364,195	108,522		
	February	2,965,585	105,814		
	March	3,325,932	107,288		
	TOTAL	9,655,711		9,655,711	26,454

2nd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	April	2,988,628	99,628		
	May	3,170,932	102,288		
	June	3,123,009	104,100		
	TOTAL	9,282,758		18,938,479	51,886

3rd	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	July	3,281,026	105,840		
	August	3,390,668	109,376		
	September	3,212,106	107,070		
	TOTAL	9,883,799		28,822,278	78,965

4th	Month	Total Delivered	Average	Year To Date Total	Annualized Average
2					
0					
0					
3	October	3,176,894	102,480		
	November	3,074,034	102,468		
	December	3,240,506	104,532		
	TOTAL	9,491,434		38,313,712	104,969

Internal use ONLY

YTD TBD

105190.80 274 days

Oct 104915.32 305 days
Nov 104696.14 335 days
Dec 104969.08 365 days

133

ExxonMobil Pipeline Company

Torrance Meters
20225 South Van Ness Avenue
Torrance, California 90503
310 212 1762 Telephone
310 328 3954 Facsimile

M.S. Brett
Field Supervisor
Pipeline Operations

*cc - City
Attorney*

RECEIVED RECEIVED

05 JAN 25 AM 10:13 PM 12:39

CITY ATTORNEY - RISK ENGINEERING DIVISION
CITY OF CULVER CITY CITY OF CULVER CITY

ExxonMobil
Pipeline

January 8, 2005

City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the quarterly throughput report for the 2004 operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA. Refinery.

Should you have any questions, I can be contacted at (310) 212-1762.

Sincerely,



M. Steve Brett
ExxonMobil Pipeline, West Coast

cc: R.L.Cronin-Fruitt
Rick MacDonald

134

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st Month Total Delivered Average Year To Date Annualized
Total Average

2
0
0

4

January
February
March

2,878,221 92,846
2,029,878 72,496
2,390,111 77,100

TOTAL

7,298,210

7,298,210

19,995

2nd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2
0
0
4

April
May
June

2,766,196 92,207
3,060,250 98,718
3,044,493 101,483

TOTAL

8,870,940

16,169,150

44,299

3rd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2
0
0
4

July
August
September

3,265,914 105,352
3,211,313 103,591
3,056,402 101,880

TOTAL

9,533,629

25,702,779

70,419

4th

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2
0
0
4

October
November
December

3,178,900 102,545
3,063,173 102,106
2,800,229 90,330

TOTAL

9,042,303

34,745,081

95,192

135

ExxonMobil Pipeline Company
12851 East 186th Street
Cerritos, California 90703-2103

RECEIVED

05 JAN 18 AM 11:09

CITY ATTORNEY - RISK MGMT.
CITY OF CULVER CITY

RECEIVED

05 JAN 13 AM 10:51

CITY TREASURER
CULVER CITY, CALIF.

ExxonMobil
Pipeline

January 11, 2005

File

Mr. Mark A. Ambrozich
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: City Ordinance No. 92-014

Dear Mr. Ambrozich:

Enclosed is a copy of the 2004 4th Quarterly M-70 Pipeline Throughput Report. Said report reflects an annual average throughput of 95,192 barrels for the M-70 pipeline. The report has been submitted to Culver City's City Engineer, pursuant to Mitigation Measure CC-22.

The throughput fee due Culver City based on the 2004 M-70 annual average throughput, and pursuant to City Ordinance No. 2003-016 will be sent to your attention in March of 2005.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast/Rockies Right of Way Dept.
for ExxonMobil Oil Corporation

enclosure

138
[Handwritten signature]

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date	Annualized
				Total	Average
2					
0					
0					
4	January	2,878,221	92,846		
	February	2,029,878	72,496		
	March	2,390,111	77,100		
	TOTAL	7,298,210		7,298,210	19,995

2nd	Month	Total Delivered	Average	Year To Date	Annualized
				Total	Average
2					
0					
0					
4	April	2,766,196	92,207		
	May	3,060,250	98,718		
	June	3,044,493	101,483		
	TOTAL	8,870,940		16,169,150	44,299

3rd	Month	Total Delivered	Average	Year To Date	Annualized
				Total	Average
2					
0					
0					
4	July	3,265,914	105,352		
	August	3,211,313	103,591		
	September	3,056,402	101,880		
	TOTAL	9,533,629		25,702,779	70,419

4th	Month	Total Delivered	Average	Year To Date	Annualized
				Total	Average
2					
0					
0					
4	October	3,178,900	102,545		
	November	3,063,173	102,106		
	December	2,800,229	90,330		
	TOTAL	9,042,303		34,745,081	95,192

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

RECEIVED

05 MAR -8 AM 10:44

ExxonMobil
Pipeline
CITY TREASURER
CULVER CITY, CALIF.

VIA UPS DELIVERY

March 7, 2005

Ms. Crystal Alexander
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: City Ord. No. 2003-16 and City
Ord. #92-14

Dear Ms. Alexander:

In compliance with the terms and conditions of Culver City Ordinance No. 2003-16, (Amendment to Ordinance No. 92-14, specifically Mitigation Measure CC-23), enclosed is ExxonMobil Oil Corporation's Check No. 2500622057, issued to the City of Culver City in the amount of \$3,504.00. Said payment is based on the M-70 pipeline's annual average throughput of 95,192 thousand barrels per day (TBD) for the 2004 calendar year. Payment computed as follows: 192 barrels in excess of 95,000 TBD; $192 \times \$0.05 = \$9.69 \times 365 \text{ days} = \$3,504.00$.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast/Rockies Right of Way Dept.
for ExxonMobil Oil Corporation

enclosure
rcf0307

cc: J. C. Larkin
S. Flota
T. Shinde

130

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Annualized Total	Average
-----	-------	-----------------	---------	----------------------------------	---------

2
0
0
4

January	2,878,221	92,846
February	2,029,878	72,496
March	2,390,111	77,100
TOTAL	7,298,210	19,995

2nd	Month	Total Delivered	Average	Year To Date Annualized Total	Average
-----	-------	-----------------	---------	----------------------------------	---------

2
0
0
4

April	2,766,196	92,207
May	3,060,250	98,718
June	3,044,493	101,483
TOTAL	8,870,940	44,299

3rd	Month	Total Delivered	Average	Year To Date Annualized Total	Average
-----	-------	-----------------	---------	----------------------------------	---------

2
0
0
4

July	3,265,914	105,352
August	3,211,313	103,591
September	3,056,402	101,880
TOTAL	9,533,629	70,419

4th	Month	Total Delivered	Average	Year To Date Annualized Total	Average
-----	-------	-----------------	---------	----------------------------------	---------

2
0
0
4

October	3,178,900	102,545
November	3,063,173	102,106
December	2,800,229	90,330
TOTAL	9,042,303	95,192

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

ExxonMobil
Pipeline

January 23, 2006

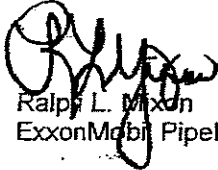
City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the annual throughput report for the 2005 operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA Refinery.

Should you have any questions, I can be contacted at (310) 212-1762.

Sincerely,



Ralph L. Nixon
ExxonMobil Pipeline, West Coast

cc: R.L.Cronin-Fruitt
Rick MacDonald

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Annualized
				Total Average
2005	January	2,656,292	85,687	
	February	2,544,705	90,882	
	March	3,009,685	97,087	
	TOTAL	8,210,682		22,495

2nd	Month	Total Delivered	Average	Year To Date Annualized
				Total Average
2005	April	3,052,471	101,749	
	May	3,012,431	97,175	
	June	2,925,539	97,518	
	TOTAL	8,990,441		47,126

3rd	Month	Total Delivered	Average	Year To Date Annualized
				Total Average
2005	July	2,967,818	95,736	
	August	3,053,508	98,500	
	September	3,023,263	100,775	
	TOTAL	9,044,589		71,906

4th	Month	Total Delivered	Average	Year To Date Annualized
				Total Average
2005	October	3,152,321	101,688	
	November	2,897,925	96,598	
	December	2,910,817	93,897	
	TOTAL	8,961,063		96,457

141

ExxonMobil Pipeline Company
12651 East 166th Street
Cerritos, California 90703-2103

VIA UPS DELIVERY.

January 31, 2006 **ExxonMobil**
Pipeline

Ms. Crystal Alexander
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RECEIVED
08 FEB - 1 AM 10:41
CITY TREASURER
CULVER CITY, CALIF.

RE: City Ord. No. 2003-16 and
City #92-14

Dear Ms Alexander:

In compliance with the terms and conditions of Culver City Ordinance No. 2003-16, (Amendment to Ordinance No. 92-14, specifically Mitigation Measure CC-23), enclosed is ExxonMobil Oil Corporation's Check No. 2500809663, issued to the City of Culver City in the amount of \$26,950.25. Said payment is based on the M-70 pipeline's annual average throughput of 96,457 thousand barrels per day (TBD) for the 2005 calendar year. Payment computed as follows: 1,457 barrels in excess of 95,000 TBD; $1,457 \times \$0.05 = \$72.85 \times \$365 \text{ days} = \$26,590.25$. Also enclosed is a copy of the M-70 2005 Annual Throughput Report, which had previously been sent to Culver City's City Engineer.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Manager
West Coast/Rockies Right of Way Dept.
for ExxonMobil Oil Corporation

enclosures

cc: J. Rose
S. Flota

ExxonMobil Pipeline Company

12851 East 166th Street
Cerritos, CA 90703-2103
(310) 212-1761 Telephone
(310) 212-1788 Facsimile

ExxonMobil
Pipeline

January 19, 2007

Ms. Crystal Alexander
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RECEIVED
07 JAN 22 AM 10:53
CITY TREASURER
CULVER CITY, CALIF

RE: City Ordinance Nos. 2003-16 and #92-14
Our File: R/W 5531-11

Dear Ms. Alexander:

In compliance with the terms and conditions of Culver City Ordinance No. 92-14 and subsequent Amendment Ordinance No. 2003-16, specifically Mitigation Measures CC-22 and CC-23, enclosed is ExxonMobil Oil Corporation's (EMOC) Annual M-70 Pipeline Throughput Report for the calendar year 2006. The annual average throughput for the M-70 pipeline system in 2006 was 81,916 thousand barrels per day (TBD). Since the annual average throughput was less than 95 TBD, no additional payment is due the City of Culver City.

In response to your correspondence of December 21, 2006 requesting an audit of EMOC's M-70 pipeline throughput reports, please be advised that EMOC intends to comply with your request. In this regard, pursuant to U.S. Department of Transportation Regulation 49 CFR 195.404, EMOC is required to maintain pipeline operating records for a period of three (3) years. Therefore, consistent with federal law, the daily throughput records for the M-70 pipeline system are available for audit for the years 2004, 2005 and 2006. We are in discussion with Ernst & Young LLP, an internationally recognized accounting firm with significant crude oil accounting experience, to perform said audit. Once our contract with Ernst & Young has been established we will contact you and advise you of the anticipated date of completion of the audit and submission to Culver City.

Should you have any questions or require additional information, please do not hesitate to contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Manager
West Coast/Rockies Right of Way Dept.
for ExxonMobil Oil Corporation

An ExxonMobil Subsidiary

Enclosure

143

ExxonMobil Pipeline Company
12651 East 166th Street
Cerritos, California 90703-2103

ExxonMobil Pipeline

January 12, 2007

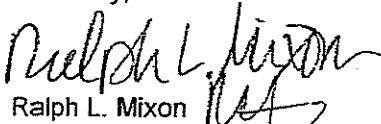
City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the annual throughput report for the **2006** operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA Refinery.

Should you have any questions, I can be contacted at (310) 212-1762.

Sincerely,


Ralph L. Nixon
ExxonMobil Pipeline, West Coast

cc: Jim Rose
R.L. Cronin-Fruitt
Rick MacDonald
Shane Holecek

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st	Month	Total Delivered	Average	Year To Date Annualized Total	Average
-----	-------	-----------------	---------	----------------------------------	---------

2

0

0

6

January

2797207

90,232

February

1652553

59,020

March

929246

29,976

TOTAL

5,379,006

5,379,006

14,737

2nd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

6

April

1,892,853

63,095

May

3,008,376

97,044

June

2,874,597

95,820

TOTAL

7,775,826

13,154,832

36,041

3rd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

6

July

2,646,714

85,378

August

2,512,283

81,041

September

2,679,739

89,325

TOTAL

7,838,736

20,993,568

57,517

4th

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

6

October

2,769,685

89,345

November

3,055,752

101,858

December

3,080,442

99,369

TOTAL

8,905,879

29,899,447

81,916

145

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, CA 90703-2103
(310) 212-1761 Telephone
(310) 212-1788 Facsimile

RECEIVED

2006 JAN 25 AM 8 21

CITY TREASURER
CULVER CITY, CALIF.

ExxonMobil
Pipeline

Copy -
J Fulwood
J Muir
N Rao
orig to
2

January 22, 2008

Ms. Crystal C. Alexander
City of Culver City
City Treasurer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: City Ord. #92-14
Our File: RW 5531-12

Dear Ms. Alexander:

In compliance with the terms and conditions of Culver City Ordinance No. 92-014, specifically Exhibit "C", Mitigation Measure "CC-23", and subsequent City Ordinance No. 2003-16, enclosed please find a copy of ExxonMobil Oil Corporation's Annual M-70 Pipeline Throughput Report for the 2007 operating year. You will note, the annual average throughput for EMOC's M-70 crude oil pipeline was 74,622 thousand barrels per day (TBD). Therefore, since the annual average throughput for the M-70 pipeline for the 2007 calendar year did not exceed 95,000 TBD no throughput fee is due the City of Culver City.

If you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Manager
West Coast/Rockies Right of Way Dept.
For ExxonMobil Oil Corporation

Enclosure

ExxonMobil Pipeline Company
12851 East 186th Street
Cerritos, California 90703-2103

ExxonMobil
Pipeline

January 18, 2008

City of Culver City
City Engineer
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: ANNUAL THROUGHPUT REPORT

Pursuant to City Ordinance NO. 92-014, specifically Exhibit "C", Mitigation Measure "CC-22", attached you will find the annual throughput report for the **2007** operating year. This report reflects 60°F net barrels (NSV) delivered to ExxonMobil, Torrance CA Refinery.

Should you have any questions, I can be contacted at (310) 212-1762.

Sincerely,

R. L. Cronin-Fruitt

Ralph L. Mixon
ExxonMobil Pipeline, West Coast

cc: Jim Rose
R.L. Cronin-Fruitt
Rick MacDonald
Shane Holecek

M-70 / Quarterly Report - Deliveries to Torrance - ExxonMobil Oil Corp.

1st Month Total Delivered Average Year To Date Annualized
Total Average

2

0

0

7

January

3132002 101,032

February

2351383 83,978

March

2236272 72,138

TOTAL

7,719,657

7,719,657

21,150

2nd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

7

April

1,852,700 61,757

May

2,297,825 74,123

June

2,656,254 88,542

TOTAL

6,806,779

14,526,436

39,798

3rd

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

7

July

2,664,548 85,953

August

1,874,191 60,458

September

1,025,095 34,170

TOTAL

5,563,834

20,090,270

55,042

4th

Month

Total Delivered

Average

Year To Date Annualized
Total Average

2

0

0

7

October

1,658,706 53,507

November

2,572,357 85,745

December

2,915,745 94,056

TOTAL

7,146,808

27,237,078

74,622

148



CITY OF CULVER CITY

9770 CULVER BOULEVARD, CULVER CITY, CALIFORNIA 90232-0507

(310) 253-5870

FAX (310) 253-5880

September 05, 2002

Mr. M. Steve Brett, Field Supervisor Pipeline Operations
Exxon Mobil Pipeline Company
Torrance Meters
20225 South Van Ness Avenue
Torrance, California 90503

Dear Mr. Brett:

We have been reviewing the City's various agreements and franchises. The franchise agreement outlined in the City Ordinance 92-014, specifically Exhibit "C", Mitigation Measure "CC-22" states:

"Mobil shall provide the City on a quarterly basis, no later than 60 days after the end of any quarter, with throughput reports of the amount of crude oil transported through the M-70 Pipeline within Culver City. Such reports shall be based on the figures developed at the Torrance terminal of the M-70 Pipeline. At the City's request, Mobil shall provide an audit of such throughput reports by an independent internationally recognized accounting firm with significant crude oil accounting experience".

We believe that it is in the City's best interest to request an audit of all periods since the adoption of Ordinance 92-014 as outlined in Mitigation Measure CC-22.

Should you have any questions, please don't hesitate to call me at 310/253-5860.

Sincerely,

Mark A. Ambrozich
City Treasurer

MA/sp

Cc: Mayor and City Council
Mike Thompson, Chief Administrative Officer
Carol Schwab, City Attorney

149

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

RECEIVED

03 MAR 26 PM 3:24

CITY ATTORNEY-RICH MCHT.
CITY OF CULVER CITY

ExxonMobil
Pipeline

VIA UPS DELIVERY

October 11, 2002

Mr. Mark A. Ambrozich
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: Ordinance No. 92-014

CITY TREASURER
CULVER CITY, CALIF.

02 OCT 14 PM 3:14

RECEIVED

Dear Mr. Ambrozich:

In response to your request of September 5, 2002, pertaining to ExxonMobil Oil Corporation's (ExxonMobil) compliance with the City of Culver City's (City) Ordinance No. 92-014, specifically Mitigation Measure CC-22, please be advised that we are prepared to comply with said audit request.

With respect to the above, and pursuant to U.S. Department of Transportation Regulation 195.404, ExxonMobil is required to maintain pipeline operating records for a period of three (3) years. Therefore, consistent with federal law, the daily throughput records of the M-70 pipeline are available for audit for the years 1999, 2000 and 2001. We have selected Price Waterhouse Cooper, an internationally recognized accounting firm with significant crude oil accounting experience, to conduct the audit of the M-70 Pipeline throughput records for the above mentioned years. We anticipate the final audit findings report will be provided to you by mid-December, 2002.

We would like to take this opportunity to advise you that the First Addendum to the Final Environmental Impact Report/Statement for the M-70 Pipeline Replacement and Optimization Project was approved by the City of Los Angeles Department of Transportation (LADOT) on April 12, 2001. The First Addendum allows ExxonMobil to increase the annual average throughput of the M-70 pipeline from 95,000 barrels per day to 115,000 barrels per day (annual average). This increase was approved based on findings that the increased throughput would not present any new or additional significant environmental impacts beyond what was considered in the 1991 Final Environmental Impact Report/Statement. You will recall LADOT is the California Environmental Quality Act (CEQA) lead agency for the project identified above. A copy of the First Addendum along with LADOT's Board Report (dated April 12, 2001) and LADOT's notification to the CA. State Clearinghouse (dated June 28, 2001) is enclosed for your reference.

150
4

Mr. Mark A. Ambrozich

-2-

October 11, 2002

Ordinance No. 92-014 contains a provision, Mitigation Measure CC-23, that limits the M-70 pipeline throughput to an annual average of 95,000 barrels per day based on the findings in the 1991 Final Environmental Impact Report/Statement. Because the basis for this mitigation measure has now been modified, we believe it is appropriate and supportable for the City of Culver City to also modify Mitigation Measure CC-23 to be consistent with the increased throughput allowance in the amended Final Environmental Impact Report/Statement. We therefore would appreciate you advising us of the process to effectuate such a modification to Mitigation Measure CC-23 found in Ordinance No. 92-014 to increase the allowable annual average throughput of the M-70 pipeline from 95,000 barrels per day to 115,000 barrels per day.

We look forward to hearing from you on the modification to Mitigation Measure CC-23 of Ordinance No. 92-014. In the meantime, if you have any questions or require additional information, please contact me at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Mgr.
West Coast Rights of Way Dept.

Enclosures

cc: Mr. Joel Larkin – w/o encl.
Mr. Joseph Perez – w/o encl.
Mr. Steve McDaniel – w/o encl.

CulverCity01

151

5

ExxonMobil Pipeline Company
12851 East 166th Street
Cerritos, California 90703-2103

C. Sohn

RECEIVED

03 JAN 14 AM 11:33

CITY ATTORNEY-RISK MGMT.
CITY OF CULVER CITY

ExxonMobil
Pipeline

02 DEC 31
CITY TREASURER
CULVER CITY

VIA UPS DELIVERY

December 26, 2002

Mr. Mark A. Ambrozich
City Treasurer
City of Culver City
9770 Culver Blvd.
Culver City, CA 90232-0507

RE: Ordinance No. 92-014

Dear Mr. Ambrozich:

Pursuant to your request of September 5, 2002 and my subsequent correspondence to you dated October 11, 2002, enclosed please find the audit report for the crude oil throughput volumes transported via ExxonMobil Oil Corporation's M-70 pipeline for the years 1999, 2000 and 2001. PRICEWATERHOUSECOOPERS LLP an internationally recognized accounting firm with significant crude oil accounting experience conducted said report.

Once you have had an opportunity to review said report, should you have any questions or require additional information, please contact me at (310) 212-1761.

In addition, I would appreciate the opportunity to discuss with you and the City Attorney, our request to modify Mitigation Measure CC-23 of City Ordinance No. 92-014 to be consistent with the increased throughput allowance for the M-70 pipeline as authorized in the First Addendum to the 1991 Final Environmental Impact Report/Statement for the M-70 Pipeline Replacement and Optimization Project.

I look forward to meeting you in early 2003 to discuss these issues.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Manager
West Coast Right of Way Dept.

Enclosures

cc: Mr. Joe Perez- w/enclosure
Mr. Joel Larkin - w/o enclosure

152



ExxonMobil Oil Corporation
Schedule of Crude Oil Transported through the
M-70 Pipeline within Culver City, California
December 31, 2001, 2000 and 1999



PricewaterhouseCoopers LLP
1201 Louisiana, Suite 2900
Houston TX 77002-5678
Telephone (713) 356 4000
Facsimile (713) 356 4717

Report of Independent Accountants

To the Management of
ExxonMobil Oil Corporation

We have examined the accompanying Schedule of Crude Oil Transported through the M-70 Pipeline within Culver City, California for the years ended December 31, 2001, 2000 and 1999 (the "Schedule"). ExxonMobil Oil Corporation's management is responsible for the completeness and accuracy of the Schedule. Our responsibility is to express an opinion based on our examination.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the completeness and accuracy of the Schedule and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the Schedule referred to above presents fairly, in all material respects, the crude oil volumes transported through the M-70 Pipeline at the Torrance terminus within Culver City, California for the years ended December 31, 2001, 2000 and 1999 based on the criteria set forth in Note 1.

This report is intended solely for the information and use of ExxonMobil Oil Corporation and the city of Culver City, California and is not intended to be and should not be used by anyone other than these specified parties.

PricewaterhouseCoopers LLP

November 8, 2002

154

ExxonMobil Oil Corporation
Schedule of Crude Oil Transported through the M-70
Pipeline within Culver City, California
Years Ended December 31, 2001, 2000 and 1999

(in barrels of oil)

Month	2001	2000	1999
January	3,008,336	2,886,783	2,542,024
February	2,592,381	2,725,510	2,137,250
March	2,842,320	2,744,236	2,828,444
April	2,539,001	2,768,088	2,918,949
May	2,630,808	3,124,523	3,025,129
June	2,612,797	3,052,827	2,865,279
July	2,920,593	3,175,659	2,778,892
August	2,914,408	3,168,271	2,697,109
September	3,111,360	3,093,118	2,475,379
October	3,117,335	2,210,650	2,647,885
November	2,920,393	2,756,882	2,593,873
December	3,213,418	2,950,324	2,827,819
Total	34,423,150	34,656,871	32,338,032

The accompanying notes are an integral part of this schedule.

155

ExxonMobil Oil Corporation
Notes to the Schedule of Crude Oil Transported through the
M70 Pipeline within Culver City, California
December 31, 2001, 2000 and 1999

1. Basis of Presentation

The Schedule of Crude Oil Transported through the M-70 Pipeline within Culver City, California (the "Schedule"), as required by Culver City Ordinance No. 92-014 Mitigation Measure CC-22, details M-70 Pipeline throughput volumes required to be reported by ExxonMobil Oil Corporation ("ExxonMobil") to the city of Culver City, California. Mitigation Measure CC-22 requires that such report shall be based on the figures developed at the Torrance, California terminus of the M-70 Pipeline. The crude oil volumes in the Schedule reflect 60°F net barrels delivered at the Torrance, California terminus, measured in accordance with the ExxonMobil Pipeline Company Measurement Manual.

On November 30, 1999, Exxon Corporation (Exxon) merged with Mobil Corporation (Mobil) so that Mobil became a wholly-owned subsidiary of Exxon (the Merger). At the same time, Exxon changed its name to Exxon Mobil Corporation. All references to former Exxon and Mobil affiliates have been changed to give effect to the Merger.

2. Comparison with Volumes Previously Reported

A comparison of the volumes in the Schedule with those previously reported by ExxonMobil to the city of Culver City, California under Mitigation Measure CC-22 for the years ended December 31, 2001, 2000 and 1999 follows:

(in barrels of oil)

2001 Month	Volumes per schedule	Volumes as previously reported	Difference
January	3,008,336	3,016,064	(7,728)
February	2,592,381	2,598,539	(6,158)
March	2,842,320	2,854,521	(12,201)
April	2,539,001	2,426,224	112,777
May	2,630,808	2,630,032	776
June	2,612,797	2,612,798	(1)
July	2,920,593	2,920,586	7
August	2,914,408	2,914,408	
September	3,111,360	3,111,360	
October	3,117,335	3,117,335	
November	2,920,393	2,920,393	
December	3,213,418	3,213,417	1
Total	34,423,150	34,335,677	87,473

ExxonMobil Oil Corporation
Notes to the Schedule of Crude Oil Transported through the
M70 Pipeline within Culver City, California
December 31, 2001, 2000 and 1999

(in barrels of oil)

2000	Volumes per schedule	Volumes as previously reported	Difference
Month			
January	2,886,783	2,886,766	17
February	2,725,510	2,725,505	5
March	2,744,236	2,745,400	(1,164)
April	2,768,088	2,768,087	1
May	3,124,523	3,120,210	4,313
June	3,052,827	3,052,829	(2)
July	3,175,659	3,175,660	(1)
August	3,168,271	3,168,267	4
September	3,093,118	3,093,109	9
October	2,210,650	2,210,647	3
November	2,756,882	2,756,872	10
December	2,950,324	2,950,327	(3)
Total	34,656,871	34,653,679	3,192

(in barrels of oil)

1999	Volumes per schedule	Volumes as previously reported	Difference
Month			
January	2,542,024	2,542,036	(12)
February	2,137,250	2,137,241	9
March	2,828,444	2,828,430	14
April	2,918,949	2,885,411	33,538
May	3,025,129	3,023,749	1,380
June	2,865,279	2,865,819	(540)
July	2,778,892	2,778,891	1
August	2,697,109	2,697,223	(114)
September	2,475,379	2,475,367	12
October	2,647,885	2,647,891	(6)
November	2,593,873	2,593,877	(4)
December	2,827,819	2,827,819	
Total	32,338,032	32,303,754	34,278

ExxonMobil Oil Corporation
Notes to the Schedule of Crude Oil Transported through the
M70 Pipeline within Culver City, California
December 31, 2001, 2000 and 1999

3. Comparison of Annual Average of Daily Volumes Transported

ExxonMobil previously reported to the city of Culver City, California an annual average of daily volumes transported through the M-70 Pipeline within Culver City, California. Average daily volumes per the Schedule (based on 365, 366 and 365 calendar days per year for 1999, 2000 and 2001, respectively) compared with the annual average of daily volumes previously reported to the city of Culver City, California are as follows:

<i>(in barrels of oil)</i>	Annual average daily volumes per schedule	Annual average daily volumes previously reported
For the years ended		
1999	88,597	88,503
2000	94,691	94,682
2001	94,310	93,813

CITY OF CULVER CITY

INTER-OFFICE CORRESPONDENCE

Date: January 29, 2003
To: Honorable Mayor and Council Members
From: Carol A. Schwab, City Attorney *CS*
Mark A. Ambrozich, City Treasurer *MAA*
Subject: ExxonMobil Pipeline Company (Exxon Mobil) Use of Pipeline

At a recent meeting, Council Member Vera asked staff to review Exxon Mobil's use of the M-70 Pipeline to be sure Exxon Mobil was not transporting more oil through that pipeline than permitted by the City's franchise, which was granted by Ordinance No. 94-014 and extended by Resolutions No. 97-R080 and No. 02-R093. Before Council Member Vera raised the issue, the City Treasurer and City Attorney were already proceeding with an analysis of that situation. In fact, on September 5, 2002, the City Treasurer had requested Exxon Mobil to provide the audit report discussed below. He received that audit report on December 30, 2002:

Pursuant to the franchise, Exxon Mobil is permitted to transport an annual average of 95,000 barrels per day of oil through Culver City. If more than that 95,000 barrels is transported, then Exxon Mobil must pay a penalty in the amount of ten cents (\$.10) for each barrel the cumulative amount exceeded the annual average of 95,000 barrels per day times the number of days in the year. If the number of barrels exceeds 100,000, then the penalty is an additional fifteen (\$.15) per day per barrel over that 100,000.¹

We have reviewed the audit report provided by PricewaterhouseCoopers, LLP for the years 1999, 2000, 2001. The annual average daily barrels were 88,597 for 1999, 94,691 for 2000 and 94,691 for 2001. Therefore, no penalty payment is due for any of those years.

¹ By way of example only, if Exxon Mobil transported an annual average 105,000 barrels per day in a non-leap year, then that penalty would be \$638,750. That results from the following calculation:

$$\begin{aligned}(105,000 - 95,000) \times \$.10 \times 365 &= 365,000 \\(105,000 - 100,000) \times \$.15 \times 365 &= 273,750\end{aligned}$$

159

Honorable Mayor and Council Members
January 29, 2003

Page 2 of 2

By transmitting a copy of this memo to Exxon Mobil, we are asking Exxon Mobil for an audit report for 2002. After we review that audit, we will provide an update to the Council.

As a further note of information, Exxon Mobil was recently granted permission, by Los Angeles, to transport 115,000 barrels per day. Exxon Mobil has requested the City likewise to modify our franchise to allow that increased flow. We will return to you with that item on an upcoming agenda.

c: Mike Thompson, Chief Administrative Officer
Eric Shapiro, City Controller
Ruth Cronin-Fruitt, Regional Manager ExxonMobil Pipeline Company

December 21, 20006

Ms Ruth Cronin-Fruitt
Regional Manager,
West Coast / Rockies Right of Way Dept.
12851 East 166 Street
Cerritos, CA 90703-2103

Culver CITY

Dear Ms. Cronin-Fruitt:

We refer to the City of Culver City's Ordinance number 92-014 which granted a non-exclusive franchise to Mobil Oil (Exxon Mobil's predecessor-in - interest) to construct, operate and maintain the M-70 pipeline system under the City of Culver City. This was updated by Ordinance number 2003-016 which dealt with Mitigation Measure CC-23.

The Franchise agreement outlined in the City's Ordinance 92-014, specifically Exhibit "C" Mitigation Measure CC-22 states:

"Mobil shall provide the City on a quarterly basis, no later than 60 days after the end of any quarter, with throughput reports of the amount of crude transported through the M-70 Pipeline within Culver City. Such reports shall be based on the figures developed at the Torrance terminus of the M-70 Pipeline. At the City's request, Mobil shall provide an audit of such throughput reports by an independent internationally recognized accounting firm with significant crude oil accounting experience".

Since the last audit was performed in 2002 for the years ended December 31, 1999, 2000, and 2001, we would like to request for an audit of the subsequent periods.

Should you have any questions, please do not hesitate to call the undersigned at (310) 253 5865.

Sincerely,



Crystal C. Alexander
City Treasurer

cc: Mayor and City Council
Jerry Fulwood, City Manager
Carol Schwab, City Attorney

ExxonMobil Pipeline Company

12851 East 168th Street
Cerritos, CA 90703-2103
(310) 212-1761 Telephone
(310) 212-1788 Facsimile

ExxonMobil
Pipeline

VIA UPS DELIVERY

June 11, 2007

Ms. Crystal C. Alexander
City of Culver City
City Treasurer
9770 Culver Blvd.
Culver City, CA 90232-0507

RECEIVED
07 JUN 12 AM 10:36
CITY TREASURER
CULVER CITY, CALIF.

RE: Ordinance No. 92-014 – Audit Report
Our File: R/W 5531-11

Dear Ms. Alexander:

Per your request, and pursuant to Culver City Ordinance No. 92-014, specifically Exhibit "C" Mitigation Measure CC-22, enclosed are three copies of the M-70 pipeline throughput audit report for the years 2004, 2005 and 2006. This audit was conducted by Pannell Kerr Forster of Texas, P.C. (PKF). PKF is an independent internationally recognized accounting firm with significant crude oil accounting experience.

Should you have any questions pertaining to this audit, please contact me and I will direct you to the appropriate PKF representative. I can be reached at (310) 212-1761.

Very truly yours,

Ruth Cronin-Fruitt

Ruth Cronin-Fruitt, Regional Manager
West Coast/Rockies Right of Way Dept.
For ExxonMobil Oil Corporation

Enclosures

ExxonMobil Oil Corporation
Schedule of Crude Oil Transported through the
M-70 Pipeline within Culver City, California
For the Years Ended
December 31, 2006, 2005 and 2004

V63

ExxonMobil Oil Corporation

December 31, 2006, 2005 and 2004

Table of Contents

	<u>Page(s)</u>
Independent Accountant's Report.....	1
Schedule of Crude Oil Transported through the M-70 Pipeline.....	2
Notes to Schedule.....	3-4

PANNELL
KERR
FORSTER
OF TEXAS, P.C.

CPAs & Professional Advisors
5847 San Felipe, Suite 2400
Houston, Texas 77057-3092
Main: (713) 860-1400
Fax: (713) 355-3909
www.pkftexas.com

INDEPENDENT ACCOUNTANT'S REPORT

To the Management of
ExxonMobil Oil Corporation

We have examined the accompanying Schedule of Crude Oil Transported through the M-70 Pipeline within Culver City, California for the years ended December 31, 2006, 2005 and 2004 (the "Schedule"). This Schedule is the responsibility of the ExxonMobil Oil Corporation's management. Our responsibility is to express an opinion on this Schedule based on our audit.

Our examination was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants and, accordingly, included examining, on a test basis, evidence supporting the completeness and accuracy of the Schedule and performing such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

In our opinion, the Schedule referred to above presents fairly, in all material respects, the barrels of crude oil volumes transported through the M-70 Pipeline at the Torrance terminus within Culver City, California for the years ended December 31, 2006, 2005 and 2004 based on the criteria set forth in Note 1.

The report is intended solely for the information and use of ExxonMobil Oil Corporation and the city of Culver City, California and is not intended to be and should not be used by anyone other than these specified parties.

Pannell Kerr Forster of Texas, P.C.

May 18, 2007

ExxonMobil Oil Corporation

2

Schedule of Crude Oil Transported through the M-70 Pipeline
within Culver City, California
(in barrels of oil)

Month	Years Ended December 31,		
	2006	2005	2004
January	2,794,812	2,656,330	2,878,255
February	1,651,939	2,544,784	2,022,180
March	918,897	3,009,634	2,390,938
April	1,892,776	3,052,454	2,766,245
May	3,008,202	3,012,297	3,060,567
June	2,874,393	2,925,515	3,044,602
July	2,646,731	2,968,033	3,266,023
August	2,512,230	3,053,489	3,210,967
September	2,679,354	3,023,319	3,056,150
October	2,769,582	3,152,240	3,176,954
November	3,055,892	2,897,939	3,064,440
December	<u>3,080,215</u>	<u>2,911,062</u>	<u>2,799,396</u>
Total	<u>29,885,023</u>	<u>35,207,096</u>	<u>34,736,717</u>

166

Notes to the Schedule of Crude Oil Transported through the
M-70 Pipeline within Culver City, California

Note 1 - Basis of Presentation

The Schedule of Crude Oil Transported through the M-70 Pipeline within Culver City, California (the "Schedule"), as required by Culver City Ordinance No. 92-014 Mitigation Measure CC-22, details M-70 Pipeline throughput barrels of crude oil volumes required to be reported by ExxonMobil Oil Corporation ("ExxonMobil") to the city of Culver City, California. Mitigation Measure CC-22 requires that such report shall be based on the figures developed at the Torrance, California terminus of the M-70 Pipeline. A barrel of crude oil is equivalent to 42 U.S. gallons. The crude oil volumes in the Schedule reflect 60° F net barrels delivered at the Torrance, California terminus, measured in accordance with the ExxonMobil Pipeline Company Measurement Manual.

Note 2 - Comparison with Crude Volumes Previously Reported

A comparison of the crude oil volumes, in barrels, in the Schedule with those volumes previously reported by ExxonMobil to the city of Culver City, California under Mitigation Measure CC-22 for the years ended December 31, 2006, 2005, and 2004 are as follows:

2006			
Month	Volumes per Schedule	Volumes as previously reported	Difference
January	2,794,812	2,797,207	(2,395)
February	1,651,939	1,652,553	(614)
March	918,897	929,246	(10,349)
April	1,892,776	1,892,853	(77)
May	3,008,202	3,008,376	(174)
June	2,874,393	2,874,597	(204)
July	2,646,731	2,646,714	17
August	2,512,230	2,512,283	(53)
September	2,679,354	2,679,739	(385)
October	2,769,582	2,769,685	(103)
November	3,055,892	3,055,752	140
December	3,080,215	3,080,442	(227)
Total	29,885,023	29,899,447	(14,424)
2005			
Month	Volumes per Schedule	Volumes as previously reported	Difference
January	2,656,330	2,656,292	38
February	2,544,784	2,544,705	79
March	3,009,634	3,009,685	(51)
April	3,052,454	3,052,471	(17)
May	3,012,297	3,012,431	(134)
June	2,925,515	2,925,539	(24)
July	2,968,033	2,967,818	215
August	3,053,489	3,053,508	(19)
September	3,023,319	3,023,263	56
October	3,152,240	3,152,321	(81)
November	2,897,939	2,897,925	14
December	2,911,062	2,910,817	245
Total	35,207,096	35,206,775	321

167

ExxonMobil Oil Corporation

4

Notes to the Schedule of Crude Oil Transported through the
M-70 Pipeline within Culver City, California

Note 2 - Comparison with Crude Volumes Previously Reported (continued)

2004 Month	Volumes per Schedule	Volumes as previously reported	Difference
January	2,878,255	2,878,221	34
February	2,022,180	2,029,878	(7,698)
March	2,390,938	2,390,111	827
April	2,766,245	2,766,196	49
May	3,060,567	3,060,250	317
June	3,044,602	3,044,493	109
July	3,266,023	3,265,914	109
August	3,210,967	3,211,313	(346)
September	3,056,150	3,056,402	(252)
October	3,176,954	3,178,900	(1,946)
November	3,064,440	3,063,174	1,266
December	2,799,396	2,800,229	(833)
Total	34,736,717	34,745,081	(8,364)

Note 3 - Comparison of Annual Average of Daily Volumes Transported

ExxonMobil previously reported to the city of Culver City, California an annual average of daily volumes transported through the M-70 Pipeline within Culver City, California. Average daily volumes per the Schedule (based on 365, 365 and 366 calendar days per year for 2006, 2005 and 2004, respectively) compared with the annual average of daily barrels of crude oil volumes previously reported to the city of Culver City, California are as follows:

For the years ended December 31,	Annual average daily volumes per schedule	Annual average daily volumes previously reported	Difference
2006	81,877	81,916	(39)
2005	96,458	96,457	1
2004	94,909	95,192	(283)

168

Culver CITY

INTEROFFICE MEMORANDUM

DATE: 6-14-07
TO: Mayor Corlin & Members of the City Council
FROM: Crystal Alexander, City Treasurer *CSA*
SUBJECT: Results of ExxonMobil M-70 Pipeline Throughput Audit
CC: Jerry Fulwood, City Manager Martin Cole, Assistant City Manager
Carol Schwab, City Attorney Marlee Chang, City Controller Karen
Maggio, Deputy City Treasurer Nagam Rao, Treasury Manager
Roland Miranda, Deputy City Attorney Andrea Daroca, Consultant

Attached are results from the aforementioned ExxonMobil audit for calendar years 2004 through 2006.

Completion of this work was slightly delayed, due to the need to resolve Sarbanes-Oxley audit standard issues which had arisen since the completion of the last audit in 2003. These issues were resolved with some assistance from the City Attorney's Office and cooperation from ExxonMobil.

ExxonMobil is in substantial compliance, a positive result from the City's financial forecasting and collection perspectives. Previously reportable volumes, as referenced by the auditor, were confirmed via cross check of City records. The bottom line is that ExxonMobil could, if they so chose, apply to the City for a modest refund of approximately \$3,500.

Results from this audit are vastly different from the most previous audit, a not totally unexpected result for two reasons. One, since the prior audit resulted in substantial penalty payouts (more than \$900,000) by ExxonMobil and because they know the City does enforce its ordinance by directing audits, greater compliance could reasonably be expected. Second, since the most previous audit, the penalty terms had been re-negotiated (via Ordinance 2003-016, to lower the penalty per barrel from \$0.10 - \$0.15 down to \$0.05) as they were higher than the state fee permit for a common carrier status. This indicates that if the same level of non-compliance existed, it would result in a lower amount owed to the City.

Note that ExxonMobil has until August 27, 2007 to advise the City of their intent to extend the franchise, which expires November 27, 2007.

If you have questions, we'd be happy to address them.

Culver CITY

INTEROFFICE MEMORANDUM

DATE: 06/14/2007
TO: Crystal Alexander
FROM: Nagam Rao 
SUBJECT: Culver City Ordinance No. 2003-16 (Amendment to Mitigation Measure CC-23)

The City of Culver City receives two payments from ExxonMobil Oil Corporation on account of Franchise Tax each year. These are

- (1) the Base Annual Fee, and
- (2) a Penalty, if the average flow of crude oil through the M-70 Pipeline through the City of Culver City is more than 95,000 barrels per day.

Base Annual Fee:

The Base Annual Fee of \$64,139.85 is to be adjusted annually by multiplying the base fee by the Consumer Price Index for the month of September immediately preceding the month in which payment is due and payable, and dividing by the Consumer Price Index for 1982-84 = 100.

The Penalty:

The Schedule of Crude Oil transported through the M-70 Pipeline within Culver City was examined by the independent accounting firm of Pannell Kerr Forster of Texas, P.C. for the calendar years 2004, 2005 and 2006.

The Schedule, which shows the monthly flow of crude, is the basis for calculating the penalty component of the Franchise Tax payable by ExxonMobil Oil Corporation. The penalty is arrived at by multiplying the average quantity pumped in excess of the average annual 95,000 barrels agreed upon, by the number of days in that year and \$0.05 (five cents) per barrel.

The following table shows the significant points of the independent accountants report.

Year	Average Barrels per day		Difference	Quantity in excess of 95,000
	Previously Reported	Per Auditors		
2006	81916	81877	-39	0
2005	96457	96458	1	1
2004	95192	94909	-283	0

On the basis of the above, it should be noted that ExxonMobil had over paid by \$3,513.60 in 2004 and underpaid by \$18.25 in 2005.