

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-16417



**NUSTAR ENERGY L.P.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)  
2330 North Loop 1604 West  
San Antonio, Texas  
(Address of principal executive offices)

74-2956831  
(I.R.S. Employer  
Identification No.)  
78248  
(Zip Code)

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

**Securities registered pursuant to Section 12(b) of the Act:** Common units representing partnership interests listed on the New York Stock Exchange.

**Securities registered pursuant to 12(g) of the Act:** None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the common units held by non-affiliates was approximately \$2,389 million based on the last sales price quoted as of June 30, 2009, the last business day of the registrant's most recently completed second quarter.

The number of common units outstanding as of February 1, 2010 was 60,210,549.

TABLE OF CONTENTS

		<b>PART I</b>	
Items 1., 1A. & 2.	<a href="#">Business, Risk Factors and Properties</a>		3
	<a href="#">Recent Developments</a>		4
	<a href="#">Organizational Structure</a>		4
	<a href="#">Segments</a>		6
	<a href="#">Employees</a>		20
	<a href="#">Rate Regulation</a>		20
	<a href="#">Environmental and Safety Regulations</a>		20
	<a href="#">Risk Factors</a>		23
	<a href="#">Properties</a>		33
Items 1B.	<a href="#">Unresolved Staff Comments</a>		34
Item 3.	<a href="#">Legal Proceedings</a>		34
Item 4.	<a href="#">Submission of Matters to a Vote of Security Holders</a>		36
		<b>PART II</b>	
Item 5.	<a href="#">Market for Registrant’s Common Units, Related Unitholder Matters and Issuer Purchases of Common Units</a>		37
Item 6.	<a href="#">Selected Financial Data</a>		38
Item 7.	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>		39
Item 7A.	<a href="#">Quantitative and Qualitative Disclosure About Market Risk</a>		57
Item 8.	<a href="#">Financial Statements and Supplementary Data</a>		60
Item 9.	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>		109
Item 9A.	<a href="#">Controls and Procedures</a>		109
Item 9B.	<a href="#">Other Information</a>		109
		<b>PART III</b>	
Item 10.	<a href="#">Directors, Executive Officers and Corporate Governance</a>		110
Item 11.	<a href="#">Executive Compensation</a>		114
Item 12.	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Unitholder Matters</a>		148
Item 13.	<a href="#">Certain Relationships and Related Transactions and Director Independence</a>		150
Item 14.	<a href="#">Principal Accountant Fees and Services</a>		153
		<b>PART IV</b>	
Item 15.	<a href="#">Exhibits and Financial Statement Schedules</a>		155
	<a href="#">Signatures</a>		162

## PART I

Unless otherwise indicated, the terms “NuStar Energy L.P.,” “the Partnership,” “we,” “our” and “us” are used in this report to refer to NuStar Energy L.P., to one or more of our consolidated subsidiaries or to all of them taken as a whole. In the following Items 1., 1A. and 2., “Business, Risk Factors and Properties,” we make certain forward-looking statements, including statements regarding our plans, strategies, objectives, expectations, intentions and resources. The words “forecasts,” “intends,” “believes,” “expects,” “plans,” “scheduled,” “goal,” “may,” “anticipates,” “estimates” and similar expressions identify forward-looking statements. We do not undertake to update, revise or correct any of the forward-looking information. You are cautioned that such forward-looking statements should be read in conjunction with our disclosures beginning on page 39 of this report under the heading: “CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION.”

### ITEM 1. BUSINESS, RISK FACTORS AND PROPERTIES

#### OVERVIEW

NuStar Energy L.P. (NuStar Energy), a Delaware limited partnership, completed its initial public offering of common units on April 16, 2001. Our common units are traded on the New York Stock Exchange (NYSE) under the symbol “NS.” Our principal executive offices are located at 2330 North Loop 1604 West, San Antonio, Texas 78248 and our telephone number is (210) 918-2000.

We are engaged in the terminalling and storage of petroleum products, the transportation of petroleum products and anhydrous ammonia, and asphalt and fuels marketing. We manage our operations through the following three operating segments: storage, transportation, and asphalt and fuels marketing. As of December 31, 2009, our assets included:

- 58 refined product terminal facilities providing approximately 61.4 million barrels of storage capacity and one crude oil terminal facility providing 4.9 million barrels of storage capacity;
- 60 crude oil storage tanks providing storage capacity of 12.5 million barrels;
- 5,605 miles of refined product pipelines with 21 associated terminals providing storage capacity of 4.6 million barrels and two tank farms providing storage capacity of 1.2 million barrels;
- 2,000 miles of anhydrous ammonia pipelines;
- 812 miles of crude oil pipelines with 16 associated storage tanks providing storage capacity of 1.9 million barrels; and
- two asphalt refineries with a combined throughput capacity of 104,000 barrels per day and two associated terminal facilities with a combined storage capacity of 5.0 million barrels.

We conduct our operations through our wholly owned subsidiaries, primarily NuStar Logistics, L.P. (NuStar Logistics) and NuStar Pipeline Operating Partnership L.P. (NuPOP). Our revenues include:

- tariffs for transporting crude oil, refined products and anhydrous ammonia through our pipelines;
- fees for the use of our terminals and crude oil storage tanks and related ancillary services; and
- sales of asphalt and other refined petroleum products.

Our business strategy is to increase per unit cash distributions to our partners through:

- continuous improvement of our operations by improving safety and environmental stewardship, cost controls and asset reliability and integrity;
- internal growth through enhancing the utilization of our existing assets by expanding our business with current and new customers as well as investments in strategic expansion projects;
- external growth from acquisitions that meet our financial and strategic criteria;
- complementary operations such as our product marketing and trading organization, which we created to capitalize on opportunities to optimize the use and profitability of our assets; and
- growth and improvement of our asphalt operations to benefit from anticipated decreases in overall asphalt supply and higher asphalt margins.

## [Table of Contents](#)

The term “throughput” as used in this document generally refers to the crude oil or refined product barrels or tons of ammonia, as applicable, that pass through our pipelines, terminals, storage tanks or refineries.

Our internet website address is <http://www.nustarenergy.com>. Information contained on our website is not part of this report. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K filed with (or furnished to) the Securities and Exchange Commission (SEC) are available on our internet website, free of charge, as soon as reasonably practicable after we file or furnish such material (select the “Investors” link, then the “Financial Reports SEC Filings” link). We also post our corporate governance guidelines, code of business conduct and ethics, code of ethics for senior financial officers and the charters of our board’s committees on our internet website free of charge (select the “Investors” link, then the “Corporate Governance” link). Our governance documents are available in print to any unitholder that makes a written request to Corporate Secretary, NuStar Energy L.P., 2330 North Loop 1604 West, San Antonio, Texas 78248.

### **RECENT DEVELOPMENTS**

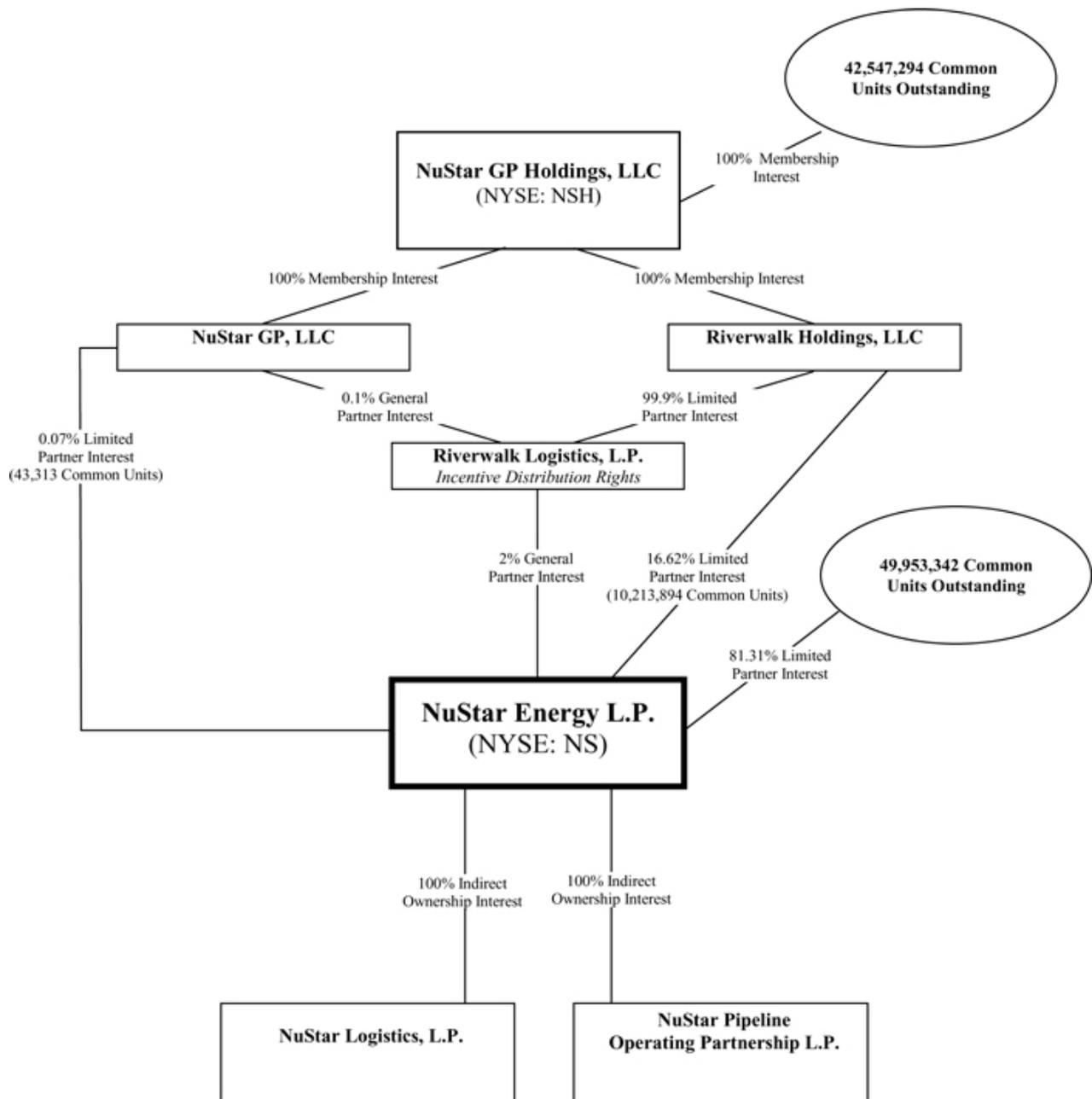
In November 2009, we issued 5,750,000 common units representing limited partner interests at a price of \$52.45 per unit. We received net proceeds of \$288.8 million and a contribution of \$6.2 million from our general partner to maintain its 2% general partner interest. The net proceeds were used mainly to reduce the outstanding principal balance under our revolving credit agreement.

### **ORGANIZATIONAL STRUCTURE**

Our operations are managed by NuStar GP, LLC, the general partner of our general partner. NuStar GP, LLC, a Delaware limited liability company, is a consolidated subsidiary of NuStar GP Holdings, LLC (NuStar GP Holdings) (NYSE: NSH).

[Table of Contents](#)

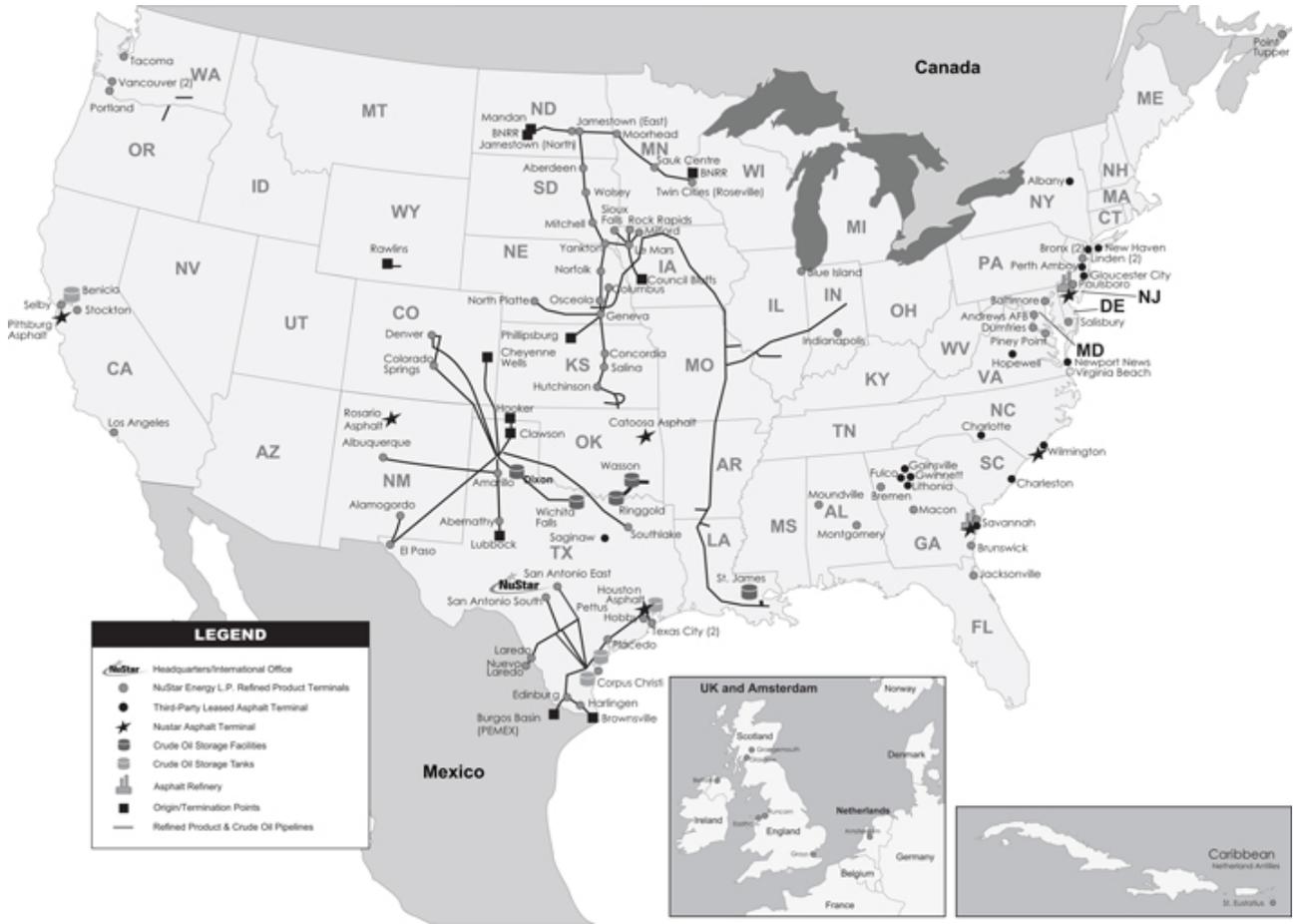
The following chart depicts our organizational structure at December 31, 2009.



**SEGMENTS**

Our three reportable business segments are storage, transportation, and asphalt and fuels marketing. Detailed financial information about our segments is included in Note 22 in the Notes to Consolidated Financial Statements in Item 8. “Financial Statements and Supplementary Data.”

The following map depicts our operations at December 31, 2009.



## **STORAGE**

Our storage segment includes terminal facilities that provide storage and handling services on a fee basis for petroleum products, specialty chemicals, crude oil and other liquids and crude oil storage tanks used to store and deliver crude oil. In addition, our terminals located on the island of St. Eustatius, the Netherlands Antilles and Point Tupper, Nova Scotia provide services such as pilotage, tug assistance, line handling, launch service, emergency response services and other ship services. As of December 31, 2009, we owned and operated:

- 49 terminals in the United States, with a total storage capacity of approximately 36.4 million barrels;
- A terminal on the island of St. Eustatius, Netherlands Antilles with a tank capacity of 13.0 million barrels and a transshipment facility;
- A terminal located in Point Tupper, Nova Scotia with a tank capacity of 7.4 million barrels and a transshipment facility;
- Six terminals located in the United Kingdom and one terminal located in Amsterdam, the Netherlands, having a total storage capacity of approximately 9.5 million barrels;
- A terminal located in Nuevo Laredo, Mexico; and
- 60 crude oil and intermediate feedstock storage tanks and related assets in Texas and California with aggregate storage capacity of approximately 12.5 million barrels.

### **Description of Largest Terminal Facilities**

*St. Eustatius, Netherlands Antilles.* We own and operate a 13.0 million barrel petroleum storage and terminalling facility located on the island of St. Eustatius, the Netherlands Antilles, which is located at a point of minimal deviation from major shipping routes. This facility is capable of handling a wide range of petroleum products, including crude oil and refined products, and it can accommodate the world's largest tankers for loading and discharging crude oil and other petroleum products. A two-berth jetty, a two-berth monopile with platform and buoy systems, a floating hose station and an offshore single point mooring buoy with loading and unloading capabilities serve the terminal's customers' vessels. The St. Eustatius facility has a total of 58 tanks. The fuel oil and petroleum product facilities have in-tank and in-line blending capabilities, while the crude tanks have tank-to-tank blending capability and in-tank mixers. In addition to the storage and blending services at St. Eustatius, this facility has the flexibility to utilize certain storage capacity for both feedstock and refined products to support our atmospheric distillation unit. This unit is capable of processing up to 25,000 barrels per day of feedstock, ranging from condensates to heavy crude oil. We own and operate all of the berthing facilities at the St. Eustatius terminal. Separate fees apply for the use of the berthing facilities, as well as associated services, including pilotage, tug assistance, line handling, launch service, spill response services and other ship services.

*Point Tupper, Nova Scotia.* We own and operate a 7.4 million barrel terminalling and storage facility located at Point Tupper on the Strait of Canso, near Port Hawkesbury, Nova Scotia, which is located approximately 700 miles from New York City and 850 miles from Philadelphia. This facility is the deepest independent, ice-free marine terminal on the North American Atlantic coast, with access to the East Coast, Canada and the Midwestern United States via the St. Lawrence Seaway and the Great Lakes system. With one of the premier jetty facilities in North America, the Point Tupper facility can accommodate substantially all of the world's largest, fully laden very large crude carriers and ultra large crude carriers for loading and discharging crude oil, petroleum products and petrochemicals. Crude oil and petroleum product movements at the terminal are fully automated. Separate fees apply for the use of the jetty facility, as well as associated services, including pilotage, tug assistance, line handling, launch service, spill response services and other ship services. We also charter tugs, mooring launches and other vessels to assist with the movement of vessels through the Strait of Canso and the safe berthing of vessels at the terminal facility.

*Piney Point, Maryland.* Our terminal and storage facility in Piney Point, Maryland is located on approximately 400 acres on the Potomac River. The Piney Point terminal has approximately 5.4 million barrels of storage capacity in 28 tanks and is the closest deep-water facility to Washington, D.C. This terminal competes with other large petroleum terminals in the East Coast water-borne market extending from New York Harbor to Norfolk, Virginia. The terminal currently stores petroleum products consisting primarily of fuel oils and asphalt. The terminal has a dock with a 36-foot draft for tankers and four berths for barges. It also has truck-loading facilities, product-blending capabilities and is connected to a pipeline that supplies residual fuel oil to two power generating stations.

## [Table of Contents](#)

*St. James, Louisiana.* Our St. James terminal has 29 crude oil storage tanks with a total capacity of approximately 4.9 million barrels. Additionally, the facility has a rail-loading facility and three docks with barge and ship access. The facility is located on almost 900 acres of land, some of which is undeveloped land.

*Linden, New Jersey.* We own 50% of ST Linden Terminal LLC, which owns a terminal and storage facility in Linden, New Jersey. The terminal is located on a 44-acre facility that provides it with deep-water terminalling capabilities at New York Harbor. This terminal primarily stores petroleum products, including gasoline, jet fuel and fuel oils. The facility has a total capacity of approximately 4.0 million barrels in 24 tanks and can receive and deliver products via ship, barge and pipeline. The terminal includes two docks and leases a third with draft limits of 36, 26 and 20 feet, respectively.

### **Terminal Facilities and Crude Oil Storage Tanks**

The following table sets forth information about our terminal facilities:

<u>Facility</u>	<u>Tank Capacity</u> (Barrels)	<u>Number of Tanks</u>	<u>Primary Products Handled</u>
<b>Major U.S. Terminals:</b>			
Piney Point, MD	5,404,000	28	Petroleum products, asphalt
St. James, LA	4,880,000	29	Crude oil and feedstocks
Linden, NJ (a)	3,957,000	24	Petroleum products
Selby, CA	2,829,000	22	Petroleum products, ethanol
Texas City, TX	2,731,000	73	Chemicals, petrochemicals, petroleum products
Jacksonville, FL	2,505,000	34	Petroleum products, asphalt
<b>Other U.S. Terminals:</b>			
Montgomery, AL	162,000	7	Petroleum products
Moundville, AL	310,000	6	Petroleum products
Los Angeles, CA	606,000	19	Petroleum products
Pittsburg, CA	361,000	10	Asphalt
Stockton, CA	764,000	29	Petroleum products, ethanol, fertilizer
Colorado Springs, CO	320,000	7	Petroleum products, ethanol
Denver, CO	100,000	8	Petroleum products, ethanol
Bremen, GA	178,000	8	Petroleum products
Brunswick, GA	160,000	2	Fertilizer, pulp liquor
Macon, GA (b)	307,000	10	Petroleum products
Savannah, GA	857,000	21	Petroleum products, caustic
Blue Island, IL	719,000	14	Petroleum products, ethanol
Indianapolis, IN	366,000	18	Petroleum products
Andrews AFB, MD (b)	72,000	3	Petroleum products
Baltimore, MD	814,000	47	Chemicals, asphalt, petroleum products
Salisbury, MD	177,000	14	Petroleum products
Wilmington, NC	304,000	12	Asphalt
Linden, NJ	353,000	9	Petroleum products
Paulsboro, NJ	69,000	9	Petroleum products
Alamogordo, NM (b)	120,000	5	Petroleum products
Albuquerque, NM	245,000	10	Petroleum products, ethanol
Rosario, NM	160,000	8	Asphalt
Catoosa, OK	340,000	24	Asphalt
Portland, OR	1,203,000	32	Petroleum products, ethanol
Abernathy, TX	155,000	7	Petroleum products
Amarillo, TX	255,000	8	Petroleum products
Corpus Christi, TX	327,000	10	Petroleum products
Edinburg, TX	267,000	6	Petroleum products
El Paso, TX (c)	343,000	12	Petroleum products, ethanol
Harlingen, TX	315,000	7	Petroleum products
Houston, TX (Hobby Airport)	106,000	4	Petroleum products
Houston, TX	85,000	5	Asphalt
Laredo, TX	320,000	7	Petroleum products
Placedo, TX	97,000	4	Petroleum products
San Antonio (east), TX	148,000	5	Petroleum products
San Antonio (south), TX	215,000	5	Petroleum products

[Table of Contents](#)

<u>Facility</u>	<u>Tank Capacity</u> (Barrels)	<u>Number of Tanks</u>	<u>Primary Products Handled</u>
Southlake, TX	575,000	12	Petroleum products, ethanol
Texas City, TX	125,000	10	Petroleum products
Dumfries, VA	548,000	14	Petroleum products, asphalt
Virginia Beach, VA (b)	41,000	2	Petroleum products
Tacoma, WA	359,000	14	Petroleum products, ethanol
Vancouver, WA	328,000	48	Chemicals
Vancouver, WA	408,000	7	Petroleum products
<b>Total U.S. Terminals</b>	<b><u>36,390,000</u></b>	<b><u>729</u></b>	
<b>Foreign Terminals:</b>			
St. Eustatius, Netherlands Antilles	12,996,000	58	Petroleum products, crude oil and feedstocks
Point Tupper, Canada	7,354,000	37	Petroleum products, crude oil and feedstocks
Grays, England	1,956,000	53	Petroleum products
Eastham, England	2,156,000	162	Chemicals, petroleum products, animal fats
Runcorn, England	145,000	4	Molten sulfur
Grangemouth, Scotland	565,000	47	Petroleum products, chemicals
Glasgow, Scotland	360,000	16	Petroleum products
Belfast, Northern Ireland	440,000	41	Petroleum products
Amsterdam, the Netherlands	3,848,000	44	Petroleum products
Nuevo Laredo, Mexico	34,000	5	Petroleum products
<b>Total Foreign Terminals</b>	<b><u>29,854,000</u></b>	<b><u>467</u></b>	

- (a) We own 50% of this terminal through a joint venture.
- (b) Terminal facility also includes pipelines to U.S. government military base locations.
- (c) We own a 66.67% undivided interest in the El Paso refined product terminal. The tankage capacity and number of tanks represent the proportionate share of capacity attributable to our ownership interest.

The following table sets forth information about our crude oil storage tanks:

<u>Location</u>	<u>Capacity</u> (Barrels)	<u>Number of Tanks</u>	<u>Mode of Receipt</u>	<u>Mode of Delivery</u>
Benicia, CA	3,815,000	16	marine/pipeline	pipeline
Corpus Christi, TX	4,023,000	26	marine	pipeline
Texas City, TX	3,087,000	14	marine	pipeline
Corpus Christi, TX (North Beach)	1,600,000	4	marine	pipeline
<b>Total</b>	<b><u>12,525,000</u></b>	<b><u>60</u></b>		

The land underlying these crude oil storage tanks is subject to long-term operating leases.

**Storage Operations**

Revenues for the storage segment include fees for tank storage agreements, in which a customer agrees to pay for a certain amount of storage in a tank over a period of time (storage lease revenues), and throughput agreements, in which a customer pays a fee per barrel for volumes moving through our terminals (throughput revenues). Our terminals also provide blending, additive injections, handling and filtering services. We charge a fee for each barrel of crude oil and certain other feedstocks that we deliver to Valero Energy Corporation (Valero Energy)'s Benicia, Corpus Christi West and Texas City refineries from our crude oil storage tanks. Our facilities at Point Tupper and St. Eustatius charge fees to provide services such as pilotage, tug assistance, line handling, launch service, emergency response services and other ship services.

**Demand for Refined Petroleum Products**

The operations of our refined product terminals depend in large part on the level of demand for products stored in our terminals in the markets served by those assets. The majority of products stored in our terminals are refined petroleum products. Demand for our terminalling services will generally increase or decrease with demand for refined petroleum products, and demand for refined petroleum products tends to increase or decrease with the relative strength of the economy.

## [Table of Contents](#)

### **Customers**

We provide storage and terminalling services for crude oil and refined petroleum products to many of the world's largest producers of crude oil, integrated oil companies, chemical companies, oil traders and refiners. The largest customer of our storage segment is Valero Energy, which accounted for approximately 22% of the total revenues of the segment for the year ended December 31, 2009. No other customer accounted for more than 10% of the revenues of the segment for this period. Our customers include a major international oil company that leases and utilizes 4.1 million barrels of storage at Point Tupper under a long-term contract with us. During 2009, an oil producer leased and utilized 5.0 million barrels of storage at St. Eustatius. Beginning in 2010, we agreed to a long-term agreement to lease those 5.0 million barrels of storage to a national sponsored oil company, replacing the lease with the oil producer. In addition, our blending capabilities in our storage assets have attracted customers who have leased capacity primarily for blending purposes.

### **Competition and Business Considerations**

Many major energy and chemical companies own extensive terminal storage facilities. Although such terminals often have the same capabilities as terminals owned by independent operators, they generally do not provide terminalling services to third parties. In many instances, major energy and chemical companies that own storage and terminalling facilities are also significant customers of independent terminal operators. Such companies typically have strong demand for terminals owned by independent operators when independent terminals have more cost-effective locations near key transportation links, such as deep-water ports. Major energy and chemical companies also need independent terminal storage when their owned storage facilities are inadequate, either because of size constraints, the nature of the stored material or specialized handling requirements.

Independent terminal owners generally compete on the basis of the location and versatility of terminals, service and price. A favorably located terminal will have access to various cost-effective transportation modes both to and from the terminal. Transportation modes typically include waterways, railroads, roadways and pipelines. Terminals located near deep-water port facilities are referred to as "deep-water terminals," and terminals without such facilities are referred to as "inland terminals," although some inland facilities located on or near navigable rivers are served by barges.

Terminal versatility is a function of the operator's ability to offer complex handling requirements for diverse products. The services typically provided by the terminal include, among other things, the safe storage of the product at specified temperature, moisture and other conditions, as well as receipt at and delivery from the terminal, all of which must be in compliance with applicable environmental regulations. A terminal operator's ability to obtain attractive pricing is often dependent on the quality, versatility and reputation of the facilities owned by the operator. Although many products require modest terminal modification, operators with versatile storage capabilities typically require less modification prior to usage, ultimately making the storage cost to the customer more attractive.

The main competition at our St. Eustatius and Point Tupper locations for crude oil handling and storage is from "lightering," which is the process by which liquid cargo is transferred from larger vessels to smaller vessels, usually while at sea. The price differential between lightering and terminalling is primarily driven by the charter rates for vessels of various sizes. Lightering generally takes significantly longer than discharging at a terminal. Depending on charter rates, the longer charter period associated with lightering is generally offset by various costs associated with terminalling, including storage costs, dock charges and spill response fees. However, terminalling is generally safer and reduces the risk of environmental damage associated with lightering, provides more flexibility in the scheduling of deliveries and allows our customers to deliver their products to multiple locations. Lightering in U.S. territorial waters creates a risk of liability for owners and shippers of oil under the U.S. Oil Pollution Act of 1990 and other state and federal legislation. In Canada, similar liability exists under the Canadian Shipping Act. Terminalling also provides customers with the ability to access value-added terminal services.

Our crude oil storage tanks are physically integrated with and serve refineries owned by Valero Energy. Additionally, we have entered into various agreements with Valero Energy governing the usage of these tanks. As a result, we believe that we will not face significant competition for our services provided to those refineries.

### **TRANSPORTATION**

Our pipeline operations consist primarily of the transportation of refined petroleum products and crude oil. Our common carrier, refined product pipelines in Texas, Oklahoma, Colorado, New Mexico, Kansas, Nebraska, Iowa, South Dakota, North Dakota and Minnesota cover approximately 5,605 miles. In addition, we own a 2,000 mile anhydrous ammonia

## [Table of Contents](#)

pipeline located in Louisiana, Arkansas, Missouri, Illinois, Indiana, Iowa and Nebraska. As of December 31, 2009, we owned and operated:

- 23 refined product pipelines with an aggregate length of 3,255 miles that connect Valero Energy's McKee, Three Rivers, Corpus Christi and Ardmore refineries to certain of NuStar Energy's terminals, or to interconnections with third-party pipelines or terminals for further distribution, including a 25-mile hydrogen pipeline (collectively, the Central West System);
- a 1,910-mile refined product pipeline originating in southern Kansas and terminating at Jamestown, North Dakota, with a western extension to North Platte, Nebraska and an eastern extension into Iowa (the East Pipeline);
- a 440-mile refined product pipeline originating at Tesoro Corporation's Mandan, North Dakota refinery (the Tesoro Mandan refinery) and terminating in Minneapolis, Minnesota (the North Pipeline); and
- a 2,000-mile anhydrous ammonia pipeline originating at the Louisiana delta area that travels north through the midwestern United States forking east and west to terminate in Nebraska and Indiana (the Ammonia Pipeline).

As of December 31, 2009, we also had an ownership interest in eleven crude oil pipelines in Texas, Oklahoma, Kansas, Colorado and Illinois with an aggregate length of 812 miles and crude oil storage facilities providing 1.9 million barrels of storage capacity in Texas, Oklahoma and Colorado that are located along the crude oil pipelines.

We charge tariffs on a per barrel basis for transporting refined products, crude oil and other feedstocks in our refined product and crude oil pipelines and on a per ton basis for transporting anhydrous ammonia in the Ammonia Pipeline.

### ***Description of Pipelines***

*Central West System.* The Central West System was constructed to support the refineries to which they are connected. These pipelines are physically integrated with and principally serve refineries owned by Valero Energy. The refined products transported in these pipelines include gasoline, distillates (including diesel and jet fuel), natural gas liquids, crude oil, blendstocks and other products produced primarily by Valero Energy's McKee, Three Rivers, Corpus Christi and Ardmore refineries. These pipelines connect the Valero Energy refineries to key markets in Texas, New Mexico and Colorado. The Central West System transported approximately 130.8 million barrels for the year ended December 31, 2009.

## [Table of Contents](#)

The following table lists information about each of our refined product pipelines included in the Central West System:

<u>Origin and Destination</u>	<u>Refinery</u>	<u>Length</u> (Miles)	<u>Ownership</u>	<u>Capacity</u> (Barrels/Day)
McKee to El Paso, TX	McKee	408	67%	40,000
McKee to Colorado Springs, CO	McKee	256	100%	38,000
Colorado Springs, CO to Airport	McKee	2	100%	14,000
Colorado Springs to Denver, CO	McKee	101	100%	32,000
McKee to Denver, CO	McKee	321	30%	9,870
McKee to Amarillo, TX (6") (a)	McKee	49	100%	51,000
McKee to Amarillo, TX (8") (a)	McKee	49	100%	
Amarillo to Abernathy, TX	McKee	102	67%	11,733
Amarillo, TX to Albuquerque, NM (b)	McKee	293	50%	17,150
Abernathy to Lubbock, TX	McKee	19	46%	8,029
McKee to Southlake, TX	McKee	375	100%	27,300
Three Rivers to San Antonio, TX	Three Rivers	81	100%	33,600
Three Rivers to US/Mexico International Border near Laredo, TX	Three Rivers	108	100%	32,000
Corpus Christi to Three Rivers, TX	Corpus Christi	68	100%	32,000
Three Rivers to Corpus Christi, TX	Three Rivers	72	100%	15,000
Three Rivers to Pettus to San Antonio, TX	Three Rivers	103	100%	30,000
Three Rivers to Pettus to Corpus Christi, TX (c)	Three Rivers	87	100%	N/A
El Paso, TX to Kinder Morgan	McKee	12	67%	65,600
Corpus Christi to Pasadena, TX	Corpus Christi	208	100%	105,000
Corpus Christi to Brownsville, TX	Corpus Christi	194	100%	45,000
US/Mexico International Border near Penitas, TX to Edinburg, TX	N/A	33	100%	24,000
Clear Lake, TX to Texas City, TX	N/A	25	100%	N/A
Other refined product pipeline (d)	N/A	289	50%	N/A
<b>Total</b>		<u>3,255</u>		<u>631,282</u>

- (a) The capacity information disclosed above for the McKee to Amarillo, Texas 6-inch pipeline reflects both McKee to Amarillo, Texas pipelines on a combined basis.
- (b) Included in this segment are three refined product tanks with a total capacity of 114,000 barrels located at Tucumcari, New Mexico along the 10-inch Amarillo, Texas to Albuquerque, New Mexico refined product pipeline.
- (c) The refined product pipeline from Three Rivers to Pettus to Corpus Christi, Texas is temporarily idled.
- (d) This category consists of the temporarily idled 6-inch Amarillo, Texas to Albuquerque, New Mexico refined product pipeline.

On June 15, 2009, we sold the Ardmore-Wynnewood pipeline in Oklahoma and the Trans-Texas pipeline for proceeds of \$29.0 million.

*East Pipeline.* The East Pipeline covers 1,910 miles and moves refined products and natural gas liquids north in pipelines ranging in diameter from 6 inches to 16 inches. The East Pipeline system also includes 21 product tanks with total storage capacity of approximately 1.2 million barrels at our two tanks farms at McPherson and El Dorado, Kansas. The East Pipeline transports refined petroleum products and natural gas liquids to our terminals along the system and to receiving pipeline connections in Kansas. Shippers on the East Pipeline obtain refined petroleum products from refineries in Kansas connected to the East Pipeline and through other pipelines directly connected to the pipeline system. The East Pipeline transported approximately 49.8 million barrels for the year ended December 31, 2009.

*North Pipeline.* The North Pipeline is currently supplied by the Tesoro Mandan refinery and runs from west to east approximately 440 miles from its origin in Mandan, North Dakota to the Minneapolis, Minnesota area. For the year ended December 31, 2009, the North Pipeline transported approximately 15.3 million barrels.

## [Table of Contents](#)

*Pipeline-Related Terminals.* The East and North Pipelines also include 21 truck-loading terminals through which refined petroleum products are delivered to storage tanks and then loaded into petroleum product transport trucks. Revenues earned at these terminals relate solely to the volumes transported on the pipeline. Separate fees are not charged for the use of these terminals. Instead, the terminalling fees are a portion of the transportation rate included in the pipeline tariff. As a result, these terminals are included in this segment instead of the storage segment.

The following table lists information about each of our refined product terminals connected to the East or North Pipelines:

<u>Location of Terminals</u>	<u>Tank Capacity</u> (Barrels)	<u>Number of</u> <u>Tanks</u>	<u>Related Pipeline</u> <u>System</u>
<b>Iowa:</b>			
LeMars	103,000	8	East
Milford	172,000	11	East
Rock Rapids	223,000	5	East
<b>Kansas:</b>			
Concordia	79,000	6	East
Hutchinson	114,000	5	East
Salina	86,000	8	East
<b>Minnesota:</b>			
Moorhead	518,000	10	North
Sauk Centre	116,000	7	North
Roseville	479,000	10	North
<b>Nebraska:</b>			
Columbus	171,000	8	East
Geneva	674,000	37	East
Norfolk	182,000	15	East
North Platte	247,000	23	East
Osceola	79,000	7	East
<b>North Dakota:</b>			
Jamestown (North)	139,000	6	North
Jamestown (East)	176,000	11	East
<b>South Dakota:</b>			
Aberdeen	181,000	12	East
Mitchell	63,000	6	East
Sioux Falls	381,000	12	East
Wolsey	148,000	20	East
Yankton	245,000	25	East
<b>Total</b>	<u>4,576,000</u>	<u>252</u>	

*Ammonia Pipeline.* The 2,000 mile pipeline originates in the Louisiana delta area, where it has access to three marine terminals and three anhydrous ammonia plants on the Mississippi River. It runs north through Louisiana and Arkansas into Missouri, where at Hermann, Missouri, one branch splits and goes east into Illinois and Indiana, while the other branch continues north into Iowa and then turns west into Nebraska. The Ammonia Pipeline is connected to multiple third-party-owned terminals, which include industrial facility delivery locations. Product is supplied to the pipeline from anhydrous ammonia plants in Louisiana and imported product delivered through the marine terminals. Anhydrous ammonia is primarily used as agricultural fertilizer. It is also used as a feedstock to produce other nitrogen derivative fertilizers and explosives. The Ammonia Pipeline transported approximately 1.2 million tons (or approximately 11.0 million barrels) for the year ended December 31, 2009.

## [Table of Contents](#)

**Crude Oil Pipelines.** Our crude oil pipelines primarily transport crude oil and other feedstocks from various points in Texas, Oklahoma, Kansas and Colorado to Valero Energy's McKee, Three Rivers and Ardmore refineries. Also, we can use our crude oil storage facilities in Texas, Oklahoma and Colorado, located along the crude oil pipelines, to store and batch crude oil prior to shipment in the crude oil pipelines. The crude pipelines transported approximately 128.4 million barrels for the year ended December 31, 2009.

The following table sets forth information about each of our crude oil pipelines:

<u>Origin and Destination</u>	<u>Refinery</u>	<u>Length</u> (Miles)	<u>Ownership</u>	<u>Capacity</u> (Barrels/Day)
Cheyenne Wells, CO to McKee	McKee	210	100%	17,500
Dixon, TX to McKee	McKee	44	100%	63,600
Hooker, OK to Clawson, TX (a)	McKee	41	50%	22,000
Clawson, TX to McKee	McKee	31	100%	36,000
Wichita Falls, TX to McKee	McKee	272	100%	110,000
Corpus Christi, TX to Three Rivers	Three Rivers	70	100%	120,000
Ringgold, TX to Wasson, OK	Ardmore	44	100%	90,000
Healdton to Ringling, OK	Ardmore	4	100%	52,000
Wasson, OK to Ardmore (8"-10") (b)	Ardmore	24	100%	90,000
Wasson, OK to Ardmore (8")	Ardmore	15	100%	40,000
Patoka, IL to Wood River, IL	Wood River	57	24%	60,600
<b>Total</b>		<u>812</u>		<u>701,700</u>

- (a) We receive 50% of the tariff with respect to 100% of the barrels transported in the Hooker, Oklahoma to Clawson, Texas pipeline. Accordingly, the capacity is given with respect to 100% of the pipeline.
- (b) The Wasson, Oklahoma to Ardmore (8" - 10") pipelines referred to above originate at Wasson as two pipelines but merge into one pipeline prior to reaching Ardmore.

The following table sets forth information about the crude oil storage facilities located along our crude oil pipelines:

<u>Location</u>	<u>Refinery</u>	<u>Capacity</u> (Barrels)	<u>Number of Tanks</u>	<u>Mode of Receipt</u>	<u>Mode of Delivery</u>
Dixon, TX	McKee	240,000	3	pipeline	pipeline
Ringgold, TX	Ardmore	600,000	2	pipeline	pipeline
Wichita Falls, TX	McKee	660,000	4	pipeline	pipeline
Wasson, OK	Ardmore	225,000	2	pipeline	pipeline
Clawson, TX	McKee	65,000	2	pipeline	pipeline
Other (a)	McKee	67,000	3	pipeline	pipeline
<b>Total</b>		<u>1,857,000</u>	<u>16</u>		

- (a) This category includes crude oil tanks along the Cheyenne Wells, Colorado to McKee crude oil pipelines located at Carlton, Colorado, Sturgis, Oklahoma, and Stratford, Texas.

**Other Pipelines.** We also own three single-use pipelines, located near Umatilla, Oregon, Rawlins, Wyoming and Pasco, Washington, each of which supplies diesel fuel to a railroad fueling facility.

### **Pipeline Operations**

Revenues for the pipelines are based upon origin-to-destination throughput volumes traveling through our pipelines and the related tariffs.

In general, a shipper on one of our refined petroleum product pipelines delivers products to the pipeline from refineries or third-party pipelines that connect to our pipelines. Each shipper transporting product on a pipeline is required to supply us with a notice of shipment indicating sources of products and destinations. All shipments are tested or receive refinery certifications to ensure compliance with our specifications. We charge our shippers tariffs based on transportation from

## [Table of Contents](#)

the origination point on the pipeline to the point of delivery. We invoice our refined product shippers upon delivery for our Central West System and our North and Ammonia Pipelines, and we invoice our shippers on our East Pipeline when their product enters the line.

Shippers on our crude oil pipelines deliver crude oil to the pipelines for transport to refineries that connect to the pipelines. The costs associated with the crude oil storage facilities located along the crude oil pipelines are considered in establishing the tariffs charged for transporting crude oil from the crude oil storage facilities to the refineries.

The refined product pipelines in the Central West System, the East Pipeline, the North Pipeline and the Ammonia Pipeline and the crude oil pipelines are subject to federal regulation by one or more of the following governmental agencies or laws: the Federal Energy Regulatory Commission (the FERC), the Surface Transportation Board (the STB), the Department of Transportation (DOT), the Environmental Protection Agency (EPA) and the Homeland Security Act. Additionally, the operations and integrity of the pipelines are subject to the respective state jurisdictions along the route of the systems.

The majority of our pipelines are common carrier and are subject to federal tariff regulation. In general, we are authorized by the FERC to adopt market-based rates. Common carrier activities are those for which transportation through our pipelines is available at published tariffs filed, in the case of interstate petroleum product shipments, with the FERC or, in the case of intrastate petroleum product shipments in Colorado, Kansas, North Dakota, Oklahoma and Texas, with the relevant state authority, to any shipper of refined petroleum products who requests such services and satisfies the conditions and specifications for transportation. The Ammonia Pipeline is subject to federal regulation by the STB and state regulation by Louisiana.

We use Supervisory Control and Data Acquisition remote supervisory control software programs to continuously monitor and control our pipelines. The system monitors quantities of products injected in and delivered through the pipelines and automatically signals the appropriate personnel upon deviations from normal operations that require attention.

### ***Demand for and Sources of Refined Products***

The operations of our Central West System and the East and North Pipelines depend in large part on the level of demand for refined products in the markets served by the pipelines and the ability and willingness of refiners and marketers having access to the pipelines to supply such demand by deliveries through the pipelines.

The majority of the refined products delivered through the pipelines in the Central West System are gasoline and diesel fuel that originate at refineries owned by Valero Energy. Demand for these products fluctuates as prices for these products fluctuate. Prices fluctuate for a variety of reasons including the overall balance in supply and demand, which is affected by general economic conditions and affects refinery utilization rates, among other factors. Prices for gasoline and diesel fuel tend to increase in the warm weather months when people tend to drive automobiles more often and further distances.

The majority of the refined products delivered through the North Pipeline are delivered to the Minneapolis, Minnesota metropolitan area and consist of gasoline and diesel fuel. Demand for those products fluctuates based on general economic conditions and with changes in the weather as more people drive during the warmer months.

Much of the refined products and natural gas liquids delivered through the East Pipeline and volumes on the North Pipeline that are not delivered to Minneapolis are ultimately used as fuel for railroads, ethanol denaturant or in agricultural operations, including fuel for farm equipment, irrigation systems, trucks used for transporting crops and crop-drying facilities. Demand for refined products for agricultural use, and the relative mix of products required, is affected by weather conditions in the markets served by the East and North Pipelines. The agricultural sector is also affected by government agricultural policies and crop prices. Although periods of drought suppress agricultural demand for some refined products, particularly those used for fueling farm equipment, the demand for fuel for irrigation systems often increases during such times. The mix of refined products delivered for agricultural use varies seasonally, with gasoline demand peaking in early summer, diesel fuel demand peaking in late summer and propane demand higher in the fall. In addition, weather conditions in the areas served by the East Pipeline affect the mix of the refined products delivered through the East Pipeline, although historically any overall impact on the total volumes shipped has not been significant.

Our refined product pipelines are also dependent upon adequate levels of production of refined products by refineries connected to the pipelines, directly or through connecting pipelines. The refineries are, in turn, dependent upon adequate

## [Table of Contents](#)

supplies of suitable grades of crude oil. The pipelines in the Central West System and our crude oil pipelines are connected to refineries owned by Valero Energy, and certain pipelines are subject to long-term throughput agreements with Valero Energy. Valero Energy refineries connected directly to our pipelines obtain crude oil from a variety of foreign and domestic sources. If operations at one of these refineries were discontinued or significantly reduced, it could have a material adverse effect on our operations, although we would endeavor to minimize the impact by seeking alternative customers for those pipelines.

The North Pipeline is heavily dependent on Tesoro's Mandan, North Dakota refinery, which primarily runs North Dakota crude oil (although it has the ability to process other crude oils). If operations at the Tesoro refinery were interrupted, it could have a material effect on our operations. Other than the Valero Energy refineries described above and the Tesoro refinery, if operations at any one refinery were discontinued, we believe (assuming unchanged demand for refined products in markets served by the refined product pipelines) that the effects thereof would be short-term in nature and our business would not be materially adversely affected over the long term because such discontinued production could be replaced by other refineries or other sources.

The refineries connected directly to the East Pipeline obtain crude oil from producing fields located primarily in Kansas, Oklahoma and Texas, and, to a much lesser extent, from other domestic or foreign sources. In addition, refineries in Kansas, Oklahoma and Texas are also connected to the East Pipeline by third party pipelines. These refineries obtain their supplies of crude oil from a variety of sources. The majority of the refined products transported through the East Pipeline are produced at three refineries located at McPherson and El Dorado, Kansas and Ponca City, Oklahoma, which are operated by the National Cooperative Refining Association (NCRA), Frontier Oil Corporation and ConocoPhillips Company, respectively. The NCRA and Frontier Oil Corporation refineries are connected directly to the East Pipeline. The East Pipeline also has access to Gulf Coast supplies of products through third party connecting pipelines that receive products originating on the Gulf Coast.

### ***Demand for and Sources of Anhydrous Ammonia***

The Ammonia Pipeline is one of two major anhydrous ammonia pipelines in the United States and the only one capable of receiving foreign production directly into the system and transporting anhydrous ammonia into the nation's corn belt.

Our Ammonia Pipeline operations depend on overall nitrogen fertilizer use, management practices, the price of natural gas, which is the primary component of anhydrous ammonia, and the level of demand for direct application of anhydrous ammonia as a fertilizer for crop production (Direct Application). Demand for Direct Application is dependent on the weather, as Direct Application is not effective if the ground is too wet or too dry.

Corn producers have fertilizer alternatives to anhydrous ammonia, such as liquid or dry nitrogen fertilizers. Liquid and dry nitrogen fertilizers are both less sensitive to weather conditions during application but are generally more costly than anhydrous ammonia. In addition, anhydrous ammonia has the highest nitrogen content of any nitrogen-derivative fertilizer.

### ***Customers***

The largest customer of our transportation segment was Valero Energy, which accounted for approximately 49% of the total segment revenues for the year ended December 31, 2009. In addition to Valero Energy, we had a total of approximately 70 shippers for the year ended December 31, 2009, including integrated oil companies, refining companies, farm cooperatives, railroads and others. No other customer accounted for greater than 10% of the total revenues of transportation segment for the year ended December 31, 2008.

### ***Competition and Business Considerations***

Because pipelines are generally the lowest-cost method for intermediate and long-haul movement of refined petroleum products, our more significant competitors are common carrier and proprietary pipelines owned and operated by major integrated and large independent oil companies and other companies in the areas where we deliver products. Competition between common carrier pipelines is based primarily on transportation charges, quality of customer service and proximity to end users. We believe high capital costs, tariff regulation, environmental considerations and problems in acquiring rights-of-way make it unlikely that other competing pipeline systems comparable in size and scope to our pipelines will be built in the near future, as long as our pipelines have available capacity to satisfy demand and our tariffs remain at economically reasonable levels.

## [Table of Contents](#)

The costs associated with transporting products from a loading terminal to end users limit the geographic size of the market that can be served economically by any terminal. Transportation to end users from our loading terminals is conducted primarily by trucking operations of unrelated third parties. Trucks may competitively deliver products in some of the areas served by our pipelines. However, trucking costs render that mode of transportation uncompetitive for longer hauls or larger volumes. We do not believe that trucks are, or will be, effective competition to our long-haul volumes over the long-term.

Most of our refined product pipelines within the Central West System and our crude oil pipelines are physically integrated with and principally serve refineries owned by Valero Energy. As the pipelines are physically integrated with Valero Energy's refineries, we believe that we will not face significant competition for transportation services provided to the Valero Energy refineries we serve.

The East and North Pipelines compete with an independent common carrier pipeline system owned by Magellan Midstream Partners, L.P. (Magellan) that operates approximately 100 miles east of and parallel to the East Pipeline and in close proximity to the North Pipeline. The Magellan system is a more extensive system than the East and North Pipelines. Competition with Magellan is based primarily on transportation charges, quality of customer service and proximity to end users. In addition, refined product pricing at either the origin or terminal point on a pipeline may outweigh transportation costs. Certain of the East Pipeline's and the North Pipeline's delivery terminals are in direct competition with Magellan's terminals.

Competitors of the Ammonia Pipeline include another anhydrous ammonia pipeline that originates in Oklahoma and Texas and terminates in Minnesota. The competing pipeline has the same Direct Application demand and weather issues as the Ammonia Pipeline but is restricted to domestically produced anhydrous ammonia. Midwest production facilities, nitrogen fertilizer substitutes and barge and railroad transportation represent other forms of direct competition to the pipeline under certain market conditions.

### **ASPHALT AND FUELS MARKETING**

Our asphalt and fuels marketing segment includes our asphalt refining operations and our fuels marketing operations. We refine crude oil to produce asphalt and certain other refined products from our asphalt operations. Additionally, we purchase gasoline and other refined petroleum products for resale. The results of operations for the asphalt and fuels marketing segment depend largely on the margin between our cost and the sales price of the products we market. Therefore, the results of operations for this segment are more sensitive to changes in commodity prices compared to the operations of the storage and transportation segments.

#### ***Asphalt Refining and Marketing Operations***

Our asphalt refining operations acquired on March 20, 2008 diversified our customer base, expanded our geographic presence and complemented our preexisting asphalt marketing and terminals business. The following table lists information about our asphalt refineries and related terminals as of December 31, 2009. The tank capacity includes storage for asphalt, crude oil and other feedstocks.

<u>Facility</u>	<u>Production Capacity</u> (Barrels Per Day)	<u>Tank Capacity</u> (Barrels)	<u>Number of Tanks</u>
Paulsboro, NJ	74,000	3,640,000	24
Savannah, GA	30,000	1,359,000	25
<b>Total</b>	<b>104,000</b>	<b>4,999,000</b>	<b>49</b>

*Paulsboro Refinery.* The Paulsboro refinery is located in Paulsboro, New Jersey on the Delaware River. The refinery consists of two petroleum refining units, a liquid storage terminal for petroleum and chemical products, three marine docks, a polymer-modified asphalt production facility and a testing laboratory. The Paulsboro refinery supplies various asphalt grades and intermediate products by ship, barge, railcar and tanker trucks to a network of 11 asphalt terminals in the northeastern United States. These asphalt terminals provide us with an aggregate storage capacity of 3.8 million barrels and are either leased from third parties or owned by us. The Paulsboro refinery's location on the Delaware River allows for direct access of receipts and shipments.

## [Table of Contents](#)

*Savannah Refinery.* The Savannah refinery is located in Savannah, Georgia adjacent to the Savannah River and is the only asphalt producer on the United States southeastern seaboard. The refinery includes two atmospheric towers, a tank farm, a marine dock, a polymer modified asphalt production facility, a testing laboratory and processing areas. The Savannah refinery supplies various asphalt grades by truck, rail and marine vessel to a network of 11 asphalt terminals in the southeastern United States. These asphalt terminals provide us with an aggregate storage capacity of 1.9 million barrels and are either leased from third parties or owned by us. The Savannah refinery's location on the Savannah River allows for direct access of receipts and shipments.

We have access to an aggregate asphalt storage capacity of almost 8.0 million barrels, which includes the network of asphalt terminals associated with the Savannah and Paulsboro refineries combined with seven other asphalt terminals.

The following table lists the throughputs and percentages of yields for each refinery for the year ended December 31, 2009:

	<u>Volumes</u> (barrels per day)	<u>Percentage</u>
<b>Paulsboro:</b>		
Crude oil throughput	45,025	
<b>Yields:</b>		
Asphalt	27,103	61%
Naphtha	1,267	3%
Marine diesel oil	6,786	15%
Vacuum gas oil	3,651	8%
HS fuel oil	5,982	13%
<b>Savannah:</b>		
Crude oil throughput	17,991	
<b>Yields:</b>		
Asphalt	13,362	75%
Naphtha	591	3%
Light marine gas oil	3,995	22%

*Customers.* We produce several grades of asphalt products for various applications. The asphalt we produce is for hot mix paving, which is used in road construction, roofing shingles for housing, asphalt emulsions and asphalt cutbacks used for street maintenance, as well as polymer-modified asphalt, which is a premium asphalt cement used for roads with heavy traffic in harsh weather conditions. The majority of our asphalt customers are road and bridge construction companies who operate asphalt hot mix plants that combine rock aggregate with asphalt to make road pavements. Our customers serve the private commercial sector by building residential roads, parking lots, asphalt paths and courts as well as the public sector by building highways and transportation infrastructure for the various state Departments of Transportation.

*Crude Supply.* Simultaneously with the acquisition of our asphalt operations, Petróleos de Venezuela S. A. (PDVSA), the national oil company of Venezuela, agreed to supply us with Boscan and Bachaquero BCF-13 crude oil as feedstocks for our refineries. Our cost of crude oil purchased under the supply agreement fluctuates based upon a market-based pricing formula using published market indices, subject to adjustment, based on the price of Mexican Maya crude. Our refineries are optimized to process Boscan and Bachaquero BCF-13 crude oil and doing so typically results in the best economic return. However, the refineries can also process alternative asphaltic crudes and other feedstocks.

*Competition and Business Considerations.* The asphalt industry is highly fragmented and regional in nature. Our competitors range in size from major oil companies and independent refiners to small family-owned businesses. It is considered a niche business with few integrated, asphalt-focused refiners that have production, logistics and wholesale and marketing capabilities. The top asphalt producers in the U.S. are refiners that produce asphalt as a by-product.

Over the long term, we expect to benefit from higher asphalt margins because many U.S. refiners are planning new coker projects or coker expansions, which should reduce the overall supply of asphalt. Cokers break down the heaviest fractions of crude oil into lighter, higher value products and elemental carbon, or coke. As a result, asphalts and heavy fuel oils are

reprocessed into transportation fuels like gasoline and diesel. As the supply of asphalt decreases, asphalt margins are expected to increase.

### ***Fuels Marketing Operations***

Our fuels marketing operations provide us the opportunity to generate additional gross margin while complementing the activities of our storage and transportation segments. Specifically, we purchase gasoline, distillates and refinery feedstocks to take advantage of arbitrage opportunities and contango markets (when the price for future deliveries exceeds current prices). During a contango market, we can utilize storage at strategically located terminals, including our own terminals, to deliver products at favorable prices. Additionally, we may take advantage of geographic arbitrage opportunities by utilizing transportation and storage assets, including our own terminals and pipelines, to deliver products from one geographic region to another with more favorable pricing. We also purchase gasoline and distillates in spot markets from refiners and traders, which we then offer for sale to wholesale customers through terminals owned by us or third-parties. The gross margin we generate reflects the wholesale uplift above spot market prices, less terminalling and transportation fees.

As part of these operations, we may utilize storage space in certain of our refined products terminals and terminals operated by third parties. We may also obtain transportation services from our refined products pipelines and other third-party providers. Rates charged by our storage segment to the asphalt and fuels marketing segment are consistent with rates charged to third parties. Because the majority of our pipelines are common carrier pipelines, the tariffs charged to the asphalt and fuels marketing segment from the transportation segment are based upon the published tariff applicable to all shippers.

In addition, we sell bunker fuel from our terminal locations at St. Eustatius and Point Tupper where we also store bunker fuel for third parties. The strategic location of these two facilities and their storage capabilities provide us with a reliable supply of product and the ability to capture incremental sales margin. Also, the St. Eustatius terminal facility has six mooring locations that can supply bunkers to vessels up to 520,000 deadweight tons, and the Point Tupper facility has two mooring locations that can supply bunkers to vessels up to 400,000 deadweight tons. In 2009, we began limited bunkering operations at certain of our U.S. terminals.

Since the operations of our asphalt and fuels marketing segment expose us to commodity price risk, we sometimes enter into derivative instruments to mitigate the effect of commodity price fluctuations on our operations. The derivative instruments we use consist primarily of futures contracts and swaps traded on the NYMEX for the purposes of hedging the outright price risk of our physical inventory.

*Customers.* Fuels marketing customers include major integrated refiners and trading companies, as well as various wholesale suppliers, unbranded retailers and large high volume retailers. Customers for our bunker fuel sales are ship owners, including cruise line companies.

*Competition and Business Considerations.* Our fuels marketing operations have numerous competitors, including large integrated refiners, marketing affiliates of other partnerships in our industry, as well as various international and domestic trading companies. In the sale of bunker fuel, we compete with ports offering bunker fuels that are along the route of travel of the vessel. We also compete with bunker fuel delivery locations around the world. In the Western Hemisphere, alternative bunker fuel locations include ports on the U.S. East Coast and Gulf Coast and in Panama, Puerto Rico, the Bahamas, Aruba, Curacao and Halifax, Nova Scotia.

## EMPLOYEES

Our operations are managed by NuStar GP, LLC. As of December 31, 2009, NuStar GP, LLC had 1,379 employees performing services for our U.S. operations. Certain of our wholly owned subsidiaries had 374 employees performing services for our international operations. We believe that NuStar GP, LLC and our subsidiaries each have satisfactory relationships with their employees.

## RATE REGULATION

Several of our petroleum pipelines are interstate common carrier pipelines, which are subject to regulation by the FERC under the Interstate Commerce Act (ICA) and the Energy Policy Act of 1992 (the EP Act). The ICA and its implementing regulations give the FERC authority to regulate the rates charged for service on interstate common carrier pipelines and generally require the rates and practices of interstate oil pipelines to be just, reasonable and nondiscriminatory. The ICA also requires tariffs that set forth the rates a common carrier pipeline charges for providing transportation services on its interstate common carrier liquids pipelines, as well as the rules and regulations governing these services, to be maintained on file with the FERC. The EP Act deemed certain rates in effect prior to its passage to be just and reasonable and limited the circumstances under which a complaint can be made against such “grandfathered” rates. The EP Act and its implementing regulations also allow interstate common carrier oil pipelines to annually index their rates up to a prescribed ceiling level. In addition, the FERC retains cost-of-service ratemaking, market-based rates and settlement rates as alternatives to the indexing approach.

The Ammonia Pipeline is subject to regulation by the STB under the current version of the ICA. The ICA and its implementing regulations give the STB authority to regulate the rates we charge for service on the Ammonia Pipeline and generally require that our rates and practices be reasonable and nondiscriminatory.

Additionally, the rates and practices for our intrastate common carrier pipelines are subject to regulation by state commissions in Colorado, Kansas, Louisiana, North Dakota and Texas. Although the applicable state statutes and regulations vary, they generally require that intrastate pipelines publish tariffs setting forth all rates, rules and regulations applying to intrastate service, and generally require that pipeline rates and practices be just, reasonable and nondiscriminatory.

Shippers may challenge tariff rates rules and regulations on our pipelines. There are no pending challenges or complaints regarding our tariffs. It is not likely that there will be a challenge to the tariffs on our ammonia, petroleum products or crude oil pipelines by a current shipper that would materially affect our revenues or cash flows. However, the FERC, the STB or a state regulatory commission could investigate our tariffs on their own motion or upon a complaint filed by a third party. Also, since our pipelines are common carrier pipelines, we may be required to accept new shippers who wish to transport in our pipelines and who could potentially decide to challenge our tariffs.

## ENVIRONMENTAL AND SAFETY REGULATION

Our operations are subject to extensive federal, state and local environmental laws and regulations, including those relating to the discharge of materials into the environment, waste management and pollution prevention measures. Our operations are also subject to extensive federal and state health and safety laws and regulations, including those relating to pipeline safety. The principal environmental and safety risks associated with our operations relate to unauthorized emissions into the air, unauthorized releases into soil, surface water or groundwater and personal injury and property damage. Compliance with these environmental and safety laws, regulations and permits increases our capital expenditures and our overall cost of business, and violations of these laws, regulations and/or permits can result in significant civil and criminal liabilities, injunctions or other penalties.

We have adopted policies, practices and procedures in the areas of pollution control, pipeline integrity, operator qualifications, public relations and education, product safety, process safety management, occupational health and the handling, storage, use and disposal of hazardous materials that are designed to prevent material environmental or other damage, to ensure the safety of our pipelines, our employees, the public and the environment and to limit the financial liability that could result from such events. Future governmental action and regulatory initiatives could result in changes to expected operating permits and procedures, additional remedial actions or increased capital expenditures and operating costs that cannot be assessed with certainty at this time. In addition, contamination resulting from spills of crude oil and

## [Table of Contents](#)

refined products occurs within the industry. Risks of additional costs and liabilities are inherent within the industry, and there can be no assurances that significant costs and liabilities will not be incurred in the future.

*Capital Expenditures Attributable to Compliance with Environmental Regulations.* In 2009, our capital expenditures attributable to compliance with environmental regulations were \$9.1 million, and are currently estimated to be approximately \$12.0 million for 2010. The estimates for 2010 does not include amounts related to capital investments at our facilities that management has deemed to be strategic investments rather than expenditures relating to environmental regulatory compliance.

### **RENEWABLE ENERGY AND ALTERNATIVE FUEL MANDATES**

Several federal and state programs require the purchase and use of renewable energy and alternative fuels, such as battery-powered engines, biodiesel, wind energy, and solar energy. These mandates could impact the demand for refined petroleum products. In December 2007, Congress enacted the Energy Independence and Security Act of 2007, which, among things, mandated annually increasing levels for the use of renewable fuels such as ethanol, commencing in 2008 and escalating for 15 years, as well as increasing energy efficiency goals, including higher fuel economy standards for motor vehicles, among other steps. These statutory mandates may over time offset projected increases or reduce the demand for refined petroleum products, particularly gasoline, in certain markets. The increased production and use of biofuels may also create opportunities for additional pipeline transportation and additional blending opportunities within the terminals division, although that potential cannot be quantified at present. Other legislative changes may similarly alter the expected demand and supply projections for refined petroleum products in ways that cannot be predicted.

### **WATER**

The Federal Water Pollution Control Act of 1972, as amended, also known as the Clean Water Act, and analogous or more stringent state statutes impose restrictions and strict controls regarding the discharge of pollutants into state waters or waters of the United States. The discharge of pollutants into state waters or waters of the United States is prohibited, except in accordance with the terms of a permit issued by applicable federal or state authorities. The Oil Pollution Act, enacted in 1990, amends provisions of the Clean Water Act as they pertain to prevention and response to oil spills. Spill prevention control and countermeasure requirements of the Clean Water Act and some state laws require the use of dikes and similar structures to help prevent contamination of state waters or waters of the United States in the event of an overflow or release. Violations of any of these statutes and the related regulations could result in significant costs and liabilities.

### **AIR EMISSIONS**

Our operations are subject to the Federal Clean Air Act, as amended, and analogous or more stringent state and local statutes. These laws and regulations regulate emissions of air pollutants from various industrial sources, including some of our operations, and also impose various monitoring and reporting requirements. Such laws and regulations may require a facility to obtain pre-approval for the construction or modification of certain projects or facilities expected to produce air emissions or result in the increase of existing air emissions, and obtain and strictly comply with the provisions of any air permits. It is possible that these statutes and the related regulations may be revised to be more restrictive in the future, necessitating additional capital expense to ensure our operations are in compliance. We are unable to estimate the effect on our financial condition or results of operations or the amount and timing of such required expenditures.

### **SOLID WASTE**

We generate non-hazardous and minimal quantities of hazardous solid wastes that are subject to the requirements of the federal Resource Conservation and Recovery Act (RCRA) and analogous or more stringent state statutes. We are not currently required to comply with a substantial portion of RCRA requirements because our operations generate minimal quantities of hazardous wastes. However, it is possible that additional wastes, which could include wastes currently generated during operations, will also be designated as "hazardous wastes." Hazardous wastes are subject to more rigorous and costly disposal requirements than are non-hazardous wastes.

## **HAZARDOUS SUBSTANCES**

The Comprehensive Environmental Response, Compensation and Liability Act, referred to as CERCLA and also known as Superfund, and analogous or more stringent state laws, imposes liability, without regard to fault or the legality of the original act, on some classes of persons that contributed to the release of a “hazardous substance” into the environment. These persons include the owner or operator of the site and entities that disposed or arranged for the disposal of the hazardous substances found at the site. CERCLA also authorizes the EPA and, in some instances, third parties to act in response to threats to the public health or the environment and to seek recovery from the responsible classes of persons for the costs that they incur. In the course of our ordinary operations, we may generate waste that falls within CERCLA’s definition of a “hazardous substance.”

We currently own or lease, and have in the past owned or leased, properties where hydrocarbons are being or have been handled. Although we have utilized operating and disposal practices that were standard in the industry at the time, hydrocarbons or other wastes may have been disposed of or released on or under the properties owned or leased by us or on or under other locations where these wastes have been taken for disposal. In addition, many of these properties have been operated by third parties whose treatment and disposal or release of hydrocarbons or other wastes was not under our control. These properties and wastes disposed thereon may be subject to CERCLA, RCRA and analogous state laws. Under these laws, we could be required to remove or remediate previously disposed wastes (including wastes disposed of or released by prior owners or operators), to clean up contaminated property (including contaminated groundwater) or to perform remedial operations to prevent future contamination. In addition, we may be exposed to joint and several liability under CERCLA for all or part of the costs required to clean up sites at which hazardous substances may have been disposed of or released into the environment.

Remediation of subsurface contamination is in process at many of our facilities. Based on current investigative and remedial activities, we believe that the cost of these activities will not materially affect our financial condition or results of operations. Such costs, however, are often unpredictable and, therefore, there can be no assurances that the future costs will not become material.

## **PIPELINE INTEGRITY AND SAFETY**

Our pipelines are subject to extensive federal and state laws and regulations governing pipeline integrity and safety. The federal Pipeline Safety Improvement Act of 2002 and its implementing regulations (collectively, PSIA) generally require pipeline operators to maintain qualification programs for key pipeline operating personnel, to review and update their existing pipeline safety public education programs, to provide information for the National Pipeline Mapping System, to maintain spill response plans, to conduct spill response training and to implement integrity management programs for pipelines that could affect high consequence areas (i.e., areas with concentrated populations, navigable waterways and other unusually sensitive areas). While compliance with PSIA and analogous or more stringent state laws may affect our capital expenditures and operating expenses, we believe that the cost of such compliance will not materially affect our competitive position or have a material effect on our financial condition or results of operations.

The Pipeline Inspection, Protection, Enforcement, and Safety Act of 2006 (PIPES Act) became effective in December 2006. The PIPES Act included requirements to strengthen damage prevention measures designed to protect pipelines from excavation damage, eliminate an exemption from regulation for certain low-stress hazardous liquid pipelines, and require pipeline operators to manage human factors in pipeline control centers, including controller fatigue. While the PIPES Act imposed additional operating requirements on pipeline operators, we do not believe that the costs of compliance with the Pipes Act will have a material effect on our financial condition or results of operations.

## RISK FACTORS

### **RISKS RELATED TO OUR BUSINESS**

***We may not be able to generate sufficient cash from operations to enable us to pay distributions at current levels to our unitholders every quarter.***

The amount of cash that we can distribute to our unitholders each quarter principally depends upon the amount of cash we generate from our operations, which will fluctuate from quarter to quarter based on, among other things:

- throughput volumes transported in our pipelines;
- lease renewals or throughput volumes in our terminals and storage facilities;
- tariff rates and fees we charge and the returns we realize for our services;
- the results of our marketing, trading and hedging activities, which fluctuate depending upon the relationship between refined product prices and prices of crude oil and other feedstocks;
- demand for crude oil, refined products and anhydrous ammonia;
- the effect of worldwide energy conservation measures;
- our operating costs;
- weather conditions;
- domestic and foreign governmental regulations and taxes; and
- prevailing economic conditions.

In addition, the amount of cash that we will have available for distribution will depend on other factors, including:

- our debt service requirements and restrictions on distributions contained in our current or future debt agreements;
- the sources of cash used to fund our acquisitions;
- our capital expenditures;
- fluctuations in our working capital needs;
- issuances of debt and equity securities; and
- adjustments in cash reserves made by our general partner, in its discretion.

Because of these factors, we may not have sufficient available cash each quarter to continue paying distributions at their current level or at all. Furthermore, cash distributions to our unitholders depend primarily upon cash flow, including cash flow from financial reserves and working capital borrowings, and not solely on profitability, which is affected by non-cash items. Therefore, we may make cash distributions during periods when we record net losses and may not make cash distributions during periods when we record net income.

***Reduced demand for refined products could affect our results of operations and ability to make distributions to our unitholders.***

Any sustained decrease in demand for refined products in the markets served by our pipelines, terminals or refineries could result in a significant reduction in throughputs in our pipelines, storage in our terminals or sales of asphalt and other refined products, which would reduce our cash flow and our ability to make distributions to our unitholders. Factors that could lead to a decrease in market demand include:

- a recession or other adverse economic condition that results in lower spending by consumers on gasoline, diesel and travel;
- higher fuel taxes or other governmental or regulatory actions that increase, directly or indirectly, the cost of gasoline;
- a decrease in spending on construction projects, including road paving and maintenance;
- an increase in automotive engine fuel economy, whether as a result of a shift by consumers to more fuel-efficient vehicles or technological advances by manufacturers;
- an increase in the market price of crude oil that leads to higher refined product prices, including asphalt prices, which may reduce demand for refined products and drive demand for alternative products. Market prices for crude oil and refined products, including asphalt, are subject to wide fluctuation in response to changes in global and regional supply that are beyond our control, and increases in the price of crude oil may result in a lower demand for refined products, including asphalt;
- a decrease in corn acres planted, which may reduce demand for anhydrous ammonia; and
- the increased use of alternative fuel sources, such as battery-powered engines.

## [Table of Contents](#)

### ***A decrease in lease renewals or throughputs in our assets would cause our revenues to decline and could adversely affect our ability to make cash distributions to our unitholders.***

A decrease in lease renewals or throughputs in our assets would cause our revenues to decline and could adversely affect our ability to make cash distributions to our unitholders. Such a decrease could result from either a customer's failure to renew a lease or a temporary or permanent decline in the amount of crude oil or refined products stored at and transported from the refineries we serve and own. Factors that could result in such a decline include:

- a material decrease in the supply of crude oil;
- a material decrease in demand for refined products in the markets served by our pipelines, terminals and refineries;
- scheduled refinery turnarounds or unscheduled refinery maintenance;
- operational problems or catastrophic events at a refinery;
- environmental proceedings or other litigation that compel the cessation of all or a portion of the operations at a refinery;
- a decision by our current customers to redirect refined products transported in our pipelines to markets not served by our pipelines or to transport crude oil or refined products by means other than our pipelines;
- increasingly stringent environmental regulations; or
- a decision by our current customers to sell one or more of the refineries we serve to a purchaser that elects not to use our pipelines and terminals.

### ***Our asphalt refineries are dependent upon a steady supply of crude oil from PDVSA, the national oil company of Venezuela, and decisions of the Organization of Petroleum Exporting Countries (OPEC) to decrease production of crude oil, as well as the Venezuelan economic and political environment, may disrupt our supply of crude oil.***

We have an agreement with PDVSA, pursuant to which PDVSA agrees to sell and we agree to purchase an annual average of 75,000 barrels per day of crude oil. In December 2008, OPEC, which includes Venezuela, agreed to decrease production by 2.2 million barrels of crude oil per day and PDVSA reduced contractual deliveries by two 300,000 barrel Boscán cargoes in February 2009 and one in March 2009. These production decreases have not had a material impact on our financial results. Additional OPEC cuts, coupled with Venezuela's recent political, economic and social turmoil could have a severe impact on PDVSA's production or delivery of crude oil. In the event PDVSA further reduces its production or delivery of Boscán or Bachaquero BCF-13, the crude oil for which our refineries are currently optimized, we will be forced to replace all or a portion of the crude oil we would normally have purchased under our PDVSA crude oil supply contract with purchases of crude oil on the spot market, potentially at a price less favorable than we would have obtained under the PDVSA crude oil supply contract. While we found satisfactory replacement crudes for the February and March 2009 cuts, it is possible that processing a more significant proportion of alternate crudes could result in reduced refinery run rates, significantly reduced production and additional capital expenditures, which could be material. Accordingly, any major disruption of our supply of crude oil from Venezuela could result in substantially lower revenues and additional volatility in our earnings and cash flow.

### ***Our operations are subject to operational hazards and unforeseen interruptions, and we do not insure against all potential losses. Therefore, we could be seriously harmed by unexpected liabilities.***

Our operations are subject to operational hazards and unforeseen interruptions such as natural disasters, adverse weather, accidents, fires, explosions, hazardous materials releases, mechanical failures and other events beyond our control. These events might result in a loss of equipment or life, injury or extensive property damage, as well as an interruption in our operations. In the event any of our facilities are forced to shut down for a significant period of time, it may have a material adverse effect on our earnings, our other results of operations and our financial condition as a whole.

We may not be able to maintain or obtain insurance of the type and amount we desire at reasonable rates. As a result of market conditions, premiums and deductibles for certain of our insurance policies have increased substantially and could escalate further. Certain insurance coverage could become unavailable or available only for reduced amounts of coverage and at higher rates. For example, our insurance carriers require broad exclusions for losses due to terrorist acts. If we were to incur a significant liability for which we are not fully insured, such a liability could have a material adverse effect on our financial position and our ability to make distributions to our unitholders and to meet our debt service requirements.

### ***The price volatility of crude oil and refined products can reduce our revenues and ability to make distributions to our unitholders.***

Revenues associated with our asphalt operations result from the refining of crude oil into asphalt and other products and the sale of those products. The price and market value of crude oil and refined products is volatile. Our revenues will be

## [Table of Contents](#)

adversely affected by this volatility during periods of decreasing prices because of the reduction in the value and resale price of our inventory. Future price volatility could have an adverse impact on our results of operations, cash flow and ability to make distributions to our unitholders.

### ***Our financial results are affected by volatile asphalt and intermediate product refining margins.***

A large portion of our earnings from our asphalt operations are affected by the relationship, or margin, between asphalt and other intermediate product prices and the prices for crude oil and other feedstocks. Our cost to acquire feedstocks and the price at which we can ultimately sell asphalt and other intermediate products depend upon several factors beyond our control, including regional and global supply of and demand for crude oil, asphalt and other feedstocks and intermediate and refined products. These in turn depend on, among other things, the availability and quantity of imports, the production levels of domestic and foreign suppliers, levels of intermediate and refined product inventories, U.S. relationships with foreign governments, political affairs and the extent of governmental regulation.

Additionally, crude oil prices and prices for the asphalt and intermediate products produced by our asphalt operations may not fluctuate consistently. Typically, increases in the prices of asphalt and intermediate products lag behind increases in the price of crude oil. Furthermore, much of the asphalt produced by our asphalt operations is marketed to satisfy governmental contracts. The governmental agencies with which we or our customers contract may have budgetary or other constraints that limit their ability to absorb increases to asphalt prices. Our results of operations in our asphalt and fuels marketing segment will suffer if the market prices of asphalt and intermediate products do not increase as much as the price of crude oil. Our increased exposure to unstable commodity prices will increase the volatility of our earnings.

### ***The operating results for our asphalt operations are seasonal and generally lower in the first and fourth quarters of the year.***

The selling prices of asphalt products we produce are seasonal. Asphalt demand is generally lower in the first and fourth quarters of the year as compared to the second and third quarters, due to the seasonality of road construction. In addition, our natural gas costs can be higher during the winter months. Our operating results for the first and fourth calendar quarters will likely be lower than those for the second and third calendar quarters of each year as a result of this seasonality.

### ***Competition in the asphalt industry is intense, and such competition in the markets in which we sell our asphalt products could adversely affect our earnings and ability to make distributions to our unitholders.***

Our asphalt operations compete with other refiners and with regional and national asphalt marketing companies. Many of these competitors are larger, more diverse companies with greater resources, providing them advantages in obtaining crude oil and other blendstocks and in competing through bidding process for asphalt supply contracts.

### ***Our marketing and trading of refined products may expose us to trading losses and hedging losses, and non-compliance with our risk management policies could result in significant financial losses.***

Our marketing and trading of refined products may expose us to price volatility risk for the purchase and sale of crude oil and petroleum products, including gasoline, distillates, fuel oil and asphalt. We attempt to mitigate this volatility risk through hedging, but we are still exposed to basis risk. We may also be exposed to inventory and financial liquidity risk due to the inability to trade certain products on demand or rising costs of carrying some inventories. Further, our marketing and trading activities, including any hedging activities, may cause volatility in our earnings. In addition, we will be exposed to credit risk in the event of non-performance by counterparties.

Our risk management policies may not eliminate all price risk since open trading positions will expose us to price volatility. Further, there is a risk that our risk management policies will not be complied with. Although we have designed procedures to anticipate and detect non-compliance, we cannot assure you that these steps will detect and prevent all violations of our trading policies and procedures, particularly if deception and other intentional misconduct are involved.

As a result of the risks described above, the activities associated with our marketing and trading business may expose us to volatility in earnings and financial losses, which may adversely affect our financial condition and our ability to distribute cash to our unitholders.

### ***Hedging transactions may limit our potential gains or result in significant financial losses.***

In order to manage our exposure to commodity price fluctuations associated with our asphalt and fuels marketing segment, we may engage in crude oil and refined product hedges. While intended to reduce the effects of volatile crude oil

## [Table of Contents](#)

and refined product prices, such transactions, depending on the hedging instrument used, may limit our potential gains if crude oil and refined product prices were to rise substantially over the price established by the hedge. In addition, such transactions may expose us to the risk of financial loss in certain circumstances, including instances in which:

- production is substantially less than expected;
- the counterparties to our futures contracts fail to perform under the contracts; or
- there is a change in the expected differential between the underlying price in the hedging agreement and the actual prices received.

The accounting standards regarding hedge accounting are complex, and even when we engage in hedging transactions that are effective economically, these transactions may not be considered effective for accounting purposes. Accordingly, our financial statements will reflect increased volatility due to these hedges, even when there is no underlying economic impact at that point. In addition, it is not possible for us to engage in a hedging transaction that completely mitigates our exposure to commodity prices. Our financial statements may reflect a gain or loss arising from an exposure to commodity prices for which we are unable to enter into an effective hedge.

***We are exposed to counterparty credit risk. Nonpayment and nonperformance by our customers, vendors or derivative counterparties could reduce our revenues, increase our expenses or otherwise negatively impact our operating results, cash flows and ability to make distributions to our unitholders.***

We are subject to risks of loss resulting from nonpayment or nonperformance by our customers to whom we extend credit. In addition, nonperformance by vendors who have committed to provide us with products or services could result in higher costs or interfere with our ability to successfully conduct our business. Furthermore, nonpayment by the counterparties to our interest rate and commodity derivatives could expose us to additional interest rate or commodity price risk. Weak economic conditions and widespread financial stress could reduce the liquidity of our customers, vendors or counterparties, making it more difficult for them to meet their obligations to us. Any substantial increase in the nonpayment and nonperformance by our customers, vendors or counterparties could have a material adverse effect on our results of operations and cash flows.

***Our future financial and operating flexibility may be adversely affected by our significant leverage, our significant working capital needs, restrictions in our debt agreements and disruptions in the financial markets.***

As of December 31, 2009, our consolidated debt was \$1.8 billion. Among other things, our significant leverage may be viewed negatively by credit rating agencies, which could result in increased costs for us to access the capital markets. NuStar Logistics and NuPOP have senior unsecured ratings of Baa3 with Moody's Investor Service and BBB minus with Standard & Poor's and Fitch. Fitch, Moody's and Standard & Poor's have assigned NuStar Logistics and NuPOP a stable outlook. Any future downgrade of the debt issued by these wholly owned subsidiaries could significantly increase our capital costs and adversely affect our ability to raise capital in the future. Additionally, any further ratings downgrade on the debt issued by NuStar Logistics could result in an adjustment to the interest rates on the bonds issued by NuStar Logistics in April 2008, which would significantly increase our capital costs and adversely affect our ability to raise capital in the future.

We require significant amounts of working capital to make purchases of crude oil and maintain necessary seasonal inventories to support our asphalt operations. We believe that our current sources of capital are adequate to meet our working capital needs. However, if our working capital needs increase more than anticipated, we may be forced to seek additional sources of capital, which may not be available or available on commercially reasonable terms.

Our five-year revolving credit agreement (the 2007 Revolving Credit Agreement) contains restrictive covenants, including a requirement that, as of the end of each rolling period, which consists of any period of four consecutive fiscal quarters, we maintain a consolidated debt coverage ratio (consolidated indebtedness to consolidated EBITDA, as defined in the 2007 Revolving Credit Agreement) not to exceed 5.00-to-1.00. Failure to comply with any of the restrictive covenants in the 2007 Revolving Credit Agreement will result in a default under the terms of our credit agreement and could result in acceleration of this and possibly other indebtedness.

Debt service obligations, restrictive covenants in our credit facilities and the indentures governing our outstanding senior notes and maturities resulting from this leverage may adversely affect our ability to finance future operations, pursue acquisitions and fund other capital needs and our ability to pay cash distributions to unitholders. In addition, this leverage may make our results of operations more susceptible to adverse economic or operating conditions. For example, during an

## [Table of Contents](#)

event of default under any of our debt agreements, we would be prohibited from making cash distributions to our unitholders.

If our lenders file for bankruptcy or experience severe financial hardship, they may not honor their pro rata share of our borrowing requests under the 2007 Revolving Credit Agreement, which may significantly reduce our available borrowing capacity and, as a result, materially adversely affect our financial condition and ability to pay distributions to unitholders.

Additionally, we may not be able to access the capital markets in the future at economically attractive terms, which may adversely affect our future financial and operating flexibility and our ability to pay cash distributions at current levels.

### ***Increases in interest rates could adversely affect our business and the trading price of our units.***

We have significant exposure to increases in interest rates. At December 31, 2009, we had approximately \$1.8 billion of consolidated debt, of which \$1.0 billion was at fixed interest rates and \$0.8 billion was at variable interest rates after giving effect to interest rate swap agreements. Our results of operations, cash flows and financial position could be materially adversely affected by significant increases in interest rates above current levels. Further, the trading price of our units is sensitive to changes in interest rates and any rise in interest rates could adversely impact such trading price.

### ***We could be subject to damages based on claims brought against us by our customers or lose customers as a result of the failure of our products to meet certain quality specifications.***

Our specialty asphalt products are produced to precise customer specifications. If a product fails to perform in a manner consistent with the detailed quality specifications required by the customer, the customer could seek replacement of the product or damages for costs incurred as a result of the product failing to perform as guaranteed. A successful claim or series of claims against us could result in a loss of one or more customers.

### ***If we are unable to complete capital projects at their expected costs and/or in a timely manner, or if the market conditions assumed in our project economics deteriorate, our financial condition, results of operations, or cash flows could be affected materially and adversely.***

Delays or cost increases related to capital spending programs involving construction of new facilities (or improvements and repairs to our existing facilities) could adversely affect our ability to achieve forecasted operating results. Although we evaluate and monitor each capital spending project and try to anticipate difficulties that may arise, such delays or cost increases may arise as a result of factors that are beyond our control, including:

- denial or delay in issuing requisite regulatory approvals and/or permits;
- unplanned increases in the cost of construction materials or labor;
- disruptions in transportation of modular components and/or construction materials;
- severe adverse weather conditions, natural disasters, or other events (such as equipment malfunctions explosions, fires, spills) affecting our facilities, or those of vendors and suppliers;
- shortages of sufficiently skilled labor, or labor disagreements resulting in unplanned work stoppages;
- market-related increases in a project's debt or equity financing costs; and/or
- nonperformance by, or disputes with, vendors, suppliers, contractors, or sub-contractors involved with a project.

Our forecasted operating results also are based upon our projections of future market fundamentals that are not within our control, including changes in general economic conditions, availability to our customers of attractively priced alternative supplies of crude oil and refined products and overall customer demand.

### ***Potential future acquisitions and expansions, if any, may increase substantially the level of our indebtedness and contingent liabilities, and we may be unable to integrate them effectively into our existing operations.***

From time to time, we evaluate and acquire assets and businesses that we believe complement or diversify our existing assets and businesses. Acquisitions may require substantial capital or the incurrence of substantial indebtedness. If we consummate any future material acquisitions, our capitalization and results of operations may change significantly.

Acquisitions and business expansions involve numerous risks, including difficulties in the assimilation of the assets and operations of the acquired businesses, inefficiencies and difficulties that arise because of unfamiliarity with new assets and the businesses associated with them and new geographic areas. Further, unexpected costs and challenges may arise whenever businesses with different operations or management are combined and we may experience unanticipated delays in realizing the benefits of an acquisition. In some cases, we have indemnified the previous owners and operators of acquired assets.

## [Table of Contents](#)

Following an acquisition, we may discover previously unknown liabilities associated with the acquired business for which we have no recourse under applicable indemnification provisions. In addition, the terms of an acquisition may require us to assume certain prior known or unknown liabilities for which we may not be indemnified or have adequate insurance.

### ***Climate change legislation and regulatory initiatives may decrease demand for the products we store, transport and sell and increase our operating costs.***

Recent scientific studies have suggested that emissions of certain gases, commonly referred to as “greenhouse gases” and including carbon dioxide and methane, may be contributing to warming of the Earth’s atmosphere. In response to such studies, the U.S. Congress is actively considering legislation to reduce emissions of greenhouse gases. In addition, at least one-third of the states, either individually or through multi-state regional initiatives, have already taken legal measures to reduce emissions of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or greenhouse gas cap and trade programs. As an alternative to reducing emission of greenhouse gases under cap and trade programs, Congress may consider the implementation of a program to tax the emission of carbon dioxide and other greenhouse gases. In December 2009, the EPA issued an endangerment finding that greenhouse gases may reasonably be anticipated to endanger public health and welfare and are a pollutant to be regulated under the Clean Air Act. Passage of climate change legislation or other regulatory initiatives by Congress or various states of the U.S. or the adoption of regulations by the EPA or analogous state agencies that regulate or restrict emissions of greenhouse gases in areas in which we conduct business, could result in changes to the demand for the products we store, transport and sell, and could increase the costs of our operations, including costs to operate and maintain our facilities, install new emission controls on our facilities, acquire allowances to authorize our greenhouse gas emissions, pay any taxes related to our greenhouse gas emissions and administer and manage a greenhouse gas emissions program. We may be unable to recover any such lost revenues or increased costs in the rates we charge our customers, and any such recovery may depend on events beyond our control, including the outcome of future rate proceedings before the FERC and the provisions of any final legislation or regulations. Reductions in our revenues or increases in our expenses as a result of climate control initiatives could have adverse effects on our business, financial position, results of operations and prospects.

### ***We may have liabilities from our assets that pre-exist our acquisition of those assets, but that may not be covered by indemnification rights we will have against the sellers of the assets.***

Some of our assets have been used for many years to refine, transport and store crude oil and refined products. Releases may have occurred in the past that could require costly future remediation. If a significant release or event occurred in the past, the liability for which was not retained by the seller, or for which indemnification from the seller is not available, it could adversely affect our financial position and results of operations.

### ***Our operations are subject to federal, state and local laws and regulations relating to environmental protection and operational safety that could require us to make substantial expenditures.***

Our operations are subject to increasingly stringent environmental and safety laws and regulations. Refining, transporting and storing petroleum and other products, such as specialty liquids, produces a risk that these products may be released into the environment, potentially causing substantial expenditures for a response action, significant government penalties, liability to government agencies for damages to natural resources, personal injury or property damages to private parties and significant business interruption. We own or lease a number of properties that have been used to store or distribute refined products for many years. Many of these properties were operated by third parties whose handling, disposal or release of hydrocarbons and other wastes was not under our control.

If we were to incur a significant liability pursuant to environmental or safety laws or regulations, such a liability could have a material adverse effect on our financial position, our ability to make distributions to our unitholders and our ability to meet our debt service requirements. Please read Item 3. “Legal Proceedings” and Note 15 of Notes to Consolidated Financial Statements in Item 8. “Financial Statements and Supplementary Data.”

### ***Some of our pipelines are interstate common carrier pipelines, subject to regulation by the FERC.***

The FERC regulates the tariff rates for interstate oil movements on our common carrier pipelines. Shippers may protest our pipeline tariff filings, and the FERC may investigate new or changed tariff rates. Further, other than for rates set under market-based rate authority, the FERC may order refunds of amounts collected under newly filed rates that are determined by the FERC to be in excess of a just and reasonable level when taking into consideration our pipeline system’s cost of service. In addition, shippers may challenge by complaint the lawfulness of tariff rates that have become final and effective. The FERC may also investigate such rates absent shipper complaint. If existing rates challenged by complaint are determined by the FERC to be in excess of a just and reasonable level when taking into consideration our pipeline

## [Table of Contents](#)

system's cost of service, a shipper may obtain reparations for damages sustained during the two years prior to the filing of a complaint.

We use various FERC-authorized rate change methodologies for our interstate pipelines, including indexing, cost-of-service rates, market-based rates and settlement rates. Typically, we annually adjust our rates in accordance with FERC indexing methodology, which currently allows a pipeline to change their rates within prescribed ceiling levels that are tied to an inflation index. The current index (which runs through June 30, 2011) is measured by the year-over-year change in the Bureau of Labor's producer price index for finished goods, plus 1.3%. Shippers may protest rate increases made within the ceiling levels, but such protests must show that the portion of the rate increase resulting from application of the index is substantially in excess of the pipeline's increase in costs from the previous year. However, if the index results in a negative adjustment, we are required to reduce any rates that exceed the new maximum allowable rate. In addition, changes in the index might not be large enough to fully reflect actual increases in our costs. If the FERC's rate-making methodologies change, any such change or new methodologies could result in rates that generate lower revenues and cash flow and could adversely affect our ability to make distributions to our unitholders and to meet our debt service requirements. Additionally, competition constrains our rates in various markets. As a result, we may from time to time be forced to reduce some of our rates to remain competitive.

### ***Changes to FERC rate-making principles could have an adverse impact on our ability to recover the full cost of operating our pipeline facilities and our ability to make distributions to our unitholders.***

In May 2005, the FERC issued a statement of general policy stating it will permit pipelines to include in cost of service a tax allowance to reflect actual or potential tax liability on their public utility income attributable to all partnership or limited liability company interests, if the ultimate owner of the interest has an actual or potential income tax liability on such income. Whether a pipeline's owners have such actual or potential income tax liability will be reviewed by the FERC on a case-by-case basis. Although this policy is generally favorable for pipelines that are organized as pass-through entities, it still entails rate risk due to the case-by-case review requirement. This tax allowance policy and the FERC's application of that policy were appealed to the U.S. Court of Appeals for the District of Columbia Circuit (D.C. Court), and, on May 29, 2007, the D.C. Court issued an opinion upholding the FERC's tax allowance policy.

In December 2006, the FERC issued an order addressing income tax allowance in rates, in which it reaffirmed prior statements regarding its income tax allowance policy, but raised a new issue regarding the implications of the FERC's policy statement for publicly traded partnerships. The FERC noted that the tax deferral features of a publicly traded partnership may cause some investors to receive, for some indeterminate duration, cash distributions in excess of their taxable income, creating an opportunity for those investors to earn additional return, funded by ratepayers. Responding to this concern, FERC adjusted the equity rate of return of the pipeline at issue downward based on the percentage by which the publicly traded partnership's cash flow exceeded taxable income. Requests for rehearing of the order are currently pending before the FERC.

Because the extent to which an interstate oil pipeline is entitled to an income tax allowance is subject to a case-by-case review at the FERC, the level of income tax allowance to which we will ultimately be entitled is not certain. Although the FERC's current income tax allowance policy is generally favorable for pipelines that are organized as pass-through entities, it still entails rate risks due to the case-by-case review requirement. How the FERC's policy statement is applied in practice to pipelines owned by publicly traded partnerships could impose limits on our ability to include a full income tax allowance in cost of service.

The FERC instituted a rulemaking proceeding in July 2007 to determine whether any changes should be made to the FERC's methodology for determining pipeline equity returns to be included in cost-of-service based rates. The FERC determined that it would retain its current methodology for determining return on equity but that, when stock prices and cash distributions of tax pass-through entities are used in the return on equity calculations, the growth forecasts for those entities should be reduced by 50%. Despite the FERC's determination, some complainants in rate proceedings have advocated that the FERC disallow the full use of cash distributions in the return on equity calculation. If the FERC were to disallow the use of full cash distributions in the return on equity calculation, such a result might adversely affect our ability to achieve a reasonable return.

### ***The rates that we may charge on our interstate ammonia pipeline are subject to regulation by the STB.***

The STB, a part of DOT, has jurisdiction over interstate pipeline transportation and rate regulations of anhydrous ammonia. Transportation rates must be reasonable, and a pipeline carrier may not unreasonably discriminate among its shippers. If the STB finds that a carrier's rates violate these statutory commands, it may prescribe a reasonable rate. In

## [Table of Contents](#)

determining a reasonable rate, the STB will consider, among other factors, the effect of the rate on the volumes transported by that carrier, the carrier's revenue needs and the availability of other economic transportation alternatives. The STB does not provide rate relief unless shippers lack effective competitive alternatives. If the STB determines that effective competitive alternatives are not available and we hold market power, then we may be required to show that our rates are reasonable.

### ***Increases in natural gas and power prices could adversely affect our ability to make distributions to our unitholders.***

Power costs constitute a significant portion of our operating expenses. For the year ended December 31, 2009, our power costs equaled approximately \$48.1 million, or 10% of our operating expenses for the year. In addition, \$17.7 million of power costs were capitalized into inventory related to our asphalt refineries, which will be expensed into cost of product sales as the inventory is sold. We use mainly electric power at our pipeline pump stations, terminals and refineries, and such electric power is furnished by various utility companies that use primarily natural gas to generate electricity. Accordingly, our power costs typically fluctuate with natural gas prices. Increases in natural gas prices may cause our power costs to increase further. If natural gas prices increase, our cash flows may be adversely affected, which could adversely affect our ability to make distributions to our unitholders.

### ***Terrorist attacks and the threat of terrorist attacks have resulted in increased costs to our business. Continued hostilities in the Middle East or other sustained military campaigns may adversely impact our results of operations.***

Increased security measures we have taken as a precaution against possible terrorist attacks have resulted in increased costs to our business. Uncertainty surrounding continued hostilities in the Middle East or other sustained military campaigns may affect our operations in unpredictable ways, including disruptions of crude oil supplies and markets for refined products, the possibility that infrastructure facilities could be direct targets of, or indirect casualties of, an act of terror and instability in the financial markets that could restrict our ability to raise capital.

### ***Our cash distribution policy may limit our growth.***

Consistent with the terms of our partnership agreement, we distribute our available cash to our unitholders each quarter. In determining the amount of cash available for distribution, our management sets aside cash reserves, which we use to fund our growth capital expenditures. Additionally, we have relied upon external financing sources, including commercial borrowings and other debt and equity issuances, to fund our acquisition capital expenditures. Accordingly, to the extent we do not have sufficient cash reserves or are unable to finance growth externally, our cash distribution policy will significantly impair our ability to grow. In addition, to the extent we issue additional units in connection with any acquisitions or growth capital expenditures, the payment of distributions on those additional units may increase the risk that we will be unable to maintain or increase our current per unit distribution level.

### ***NuStar GP Holdings may have conflicts of interest and limited fiduciary responsibilities, which may permit it to favor its own interests to the detriment of our unitholders.***

NuStar GP Holdings currently indirectly owns our general partner and as of December 31, 2009, an aggregate 16.7% limited partner interest in us. Conflicts of interest may arise between NuStar GP Holdings and its affiliates, including our general partner, on the one hand, and us and our limited partners, on the other hand. As a result of these conflicts, the general partner may favor its own interests and the interests of its affiliates over the interests of the unitholders. These conflicts include, among others, the following situations:

- Our general partner is allowed to take into account the interests of parties other than us, such as NuStar GP Holdings, in resolving conflicts of interest, which has the effect of limiting its fiduciary duty to the unitholders;
- Our general partner may limit its liability and reduce its fiduciary duties, while also restricting the remedies available to unitholders. As a result of purchasing our common units, unitholders have consented to some actions and conflicts of interest that might otherwise constitute a breach of fiduciary or other duties under applicable state law;
- Our general partner determines the amount and timing of asset purchases and sales, capital expenditures, borrowings, issuance of additional limited partner interests and reserves, each of which can affect the amount of cash that is paid to our unitholders;
- Our general partner determines in its sole discretion which costs incurred by NuStar GP Holdings and its affiliates are reimbursable by us;
- Our general partner may cause us to pay the general partner or its affiliates for any services rendered on terms that are fair and reasonable to us or enter into additional contractual arrangements with any of these entities on our behalf;

## [Table of Contents](#)

- Our general partner decides whether to retain separate counsel, accountants or others to perform services for us; and
- In some instances, our general partner may cause us to borrow funds in order to permit the payment of distributions.

Our partnership agreement gives the general partner broad discretion in establishing financial reserves for the proper conduct of our business, including interest payments. These reserves also will affect the amount of cash available for distribution.

### **TAX RISKS TO OUR UNITHOLDERS**

***If we were treated as a corporation for federal or state income tax purposes, then our cash available for distribution to unitholders would be substantially reduced.***

The anticipated after-tax benefit of an investment in our units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the IRS on this matter.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35%. Distributions to unitholders would generally be taxed again as corporate distributions, and no income, gains, losses, deductions or credits would flow through to unitholders. Thus, treatment of us as a corporation would result in a material reduction in our anticipated cash flow and after-tax return to unitholders, likely causing a substantial reduction in the value of our units.

Current law may change, causing us to be treated as a corporation for federal income tax purposes or otherwise subjecting us to entity-level taxation. In addition, because of widespread state budget deficits, several states are evaluating ways to subject partnerships to entity level taxation through the imposition of state income, franchise or other forms of taxation. Partnerships and limited liability companies, unless specifically exempted, are also subject to a state-level tax imposed on revenues. Imposition of any entity-level tax on us by states we operate in will reduce the cash available for distribution to our unitholders.

***A successful IRS contest of the federal income tax positions we take may adversely impact the market for our units, and the costs of any contest will reduce cash available for distribution to our unitholders.***

The IRS may adopt positions that differ from the positions we take, even positions taken with the advice of counsel. It may be necessary to resort to administrative or court proceedings to sustain some or all of the positions we take. A court may not agree with all of the positions we take. Any contest with the IRS may materially and adversely impact the market for our units and the prices at which they trade. In addition, the costs of any contest between us and the IRS will result in a reduction in cash available for distribution to our unitholders. Moreover, the costs of any contest between us and the IRS will result in a reduction in cash available for distribution to our unitholders and thus will be borne indirectly by our unitholders and our general partner.

***Even if unitholders do not receive any cash distributions from us, they will be required to pay taxes on their respective share of our taxable income.***

Unitholders will be required to pay federal income taxes and, in some cases, state and local income taxes on the unitholder's respective share of our taxable income, whether or not such unitholder receives cash distributions from us. Unitholders may not receive cash distributions from us equal to the unitholder's respective share of our taxable income or even equal to the actual tax liability that results from the unitholder's respective share of our taxable income.

***The sale or exchange of 50% or more of our capital and profits interests, within a 12-month period, will result in the termination of our partnership for federal income tax purposes.***

A termination would, among other things, result in the closing of our taxable year for all unitholders and would result in a deferral of depreciation and cost recovery deductions allowable in computing our taxable income. If our partnership were terminated for federal income tax purposes, a NuStar Energy unitholder would be allocated an increased amount of federal taxable income for the year in which the partnership is considered terminated and the subsequent years as a percentage of the cash distributed to the unitholder with respect to that period.

***Tax gain or loss on the disposition of our units could be different than expected.***

If a unitholder sells units, the unitholder will recognize gain or loss equal to the difference between the amount realized and that unitholder's tax basis in those units. Prior distributions to the unitholder in excess of the total net taxable income

## [Table of Contents](#)

the unitholder was allocated for a unit, which decreased the tax basis in that unit, will, in effect, become taxable income to the unitholder if the unit is sold at a price greater than the tax basis in that unit, even if the price the unitholder receives is less than the original cost. A substantial portion of the amount realized, whether or not representing gain, may be ordinary income to the selling unitholder.

### ***Tax-exempt entities and foreign persons face unique tax issues from owning units that may result in adverse tax consequences to them.***

Investment in units by tax-exempt entities, such as individual retirement accounts (known as IRAs) and non-U.S. persons raises issues unique to them. For example, virtually all of our income allocated to organizations exempt from federal income tax, including individual retirement accounts and other retirement plans, will be unrelated business taxable income and will be taxable to them. Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file U.S. federal income tax returns and pay tax on their share of our taxable income.

### ***We will treat each purchaser of our units as having the same tax benefits without regard to the units purchased. The IRS may challenge this treatment, which could adversely affect the value of our units.***

Because we cannot match transferors and transferees of units, we will adopt depreciation and amortization positions that may not conform to all aspects of existing Treasury regulations. A successful IRS challenge to those positions could adversely affect the amount of tax benefits available to unitholders. It also could affect the timing of these tax benefits or the amount of gain from any sale of units and could have a negative impact on the value of our units or result in audit adjustments to a unitholder's tax returns.

### ***Unitholders will likely be subject to state and local taxes and return filing requirements as a result of investing in our units.***

In addition to federal income taxes, unitholders will likely be subject to other taxes, such as state and local income taxes, unincorporated business taxes and estate, inheritance or intangible taxes that are imposed by various jurisdictions in which we do business or own property. Unitholders will likely be required to file state and local income tax returns and pay state and local income taxes in some or all of these various jurisdictions. Further, unitholders may be subject to penalties for failure to comply with those requirements. We may own property or conduct business in other states or foreign countries in the future. It is each unitholder's responsibility to file all federal, state or local tax returns.

### ***We have adopted certain valuation methodologies that may result in a shift of income, gain, loss and deduction between the general partner and the unitholders. The IRS may challenge this treatment, which could adversely affect the value of our common units.***

When we issue additional units or engage in certain other transactions, we determine the fair market value of our assets and allocate any unrealized gain or loss attributable to our assets to the capital accounts of our unitholders and our general partner. Our methodology may be viewed as understating the value of our assets. In that case, there may be a shift of income, gain, loss and deduction between certain unitholders and the general partner, which may be unfavorable to such unitholders. Moreover, under our current valuation methods, subsequent purchasers of common units may have a greater portion of their Internal Revenue Code Section 743(b) adjustment allocated to our tangible assets and a lesser portion allocated to our intangible assets. The IRS may challenge our valuation methods, our methods, allocation of the Section 743(b) adjustment attributable to our tangible and intangible assets, and allocations of income, gain, loss and deduction between the general partner and certain of our unitholders.

A successful IRS challenge to these methods or allocations could adversely affect the amount of taxable income or loss being allocated to our unitholders. It also could affect the amount of gain from our unitholders' sale of common units and could have a negative impact on the value of the common units or result in audit adjustments to our unitholders' tax returns without the benefit of additional deductions.

## PROPERTIES

Our principal properties are described above under the caption “Segments,” and that information is incorporated herein by reference. We believe that we have satisfactory title to all of our assets. Although title to these properties is subject to encumbrances in some cases, such as customary interests generally retained in connection with acquisition of real property, liens related to environmental liabilities associated with historical operations, liens for current taxes and other burdens and easements, restrictions and other encumbrances to which the underlying properties were subject at the time of acquisition by us or our predecessors, we believe that none of these burdens will materially detract from the value of these properties or from our interest in these properties or will materially interfere with their use in the operation of our business. In addition, we believe that we have obtained sufficient right-of-way grants and permits from public authorities and private parties for us to operate our business in all material respects as described in this report. We perform scheduled maintenance on all of our refineries, pipelines, terminals, crude oil tanks and related equipment and make repairs and replacements when necessary or appropriate. We believe that our refineries, pipelines, terminals, crude oil tanks and related equipment have been constructed and are maintained in all material respects in accordance with applicable federal, state and local laws and the regulations and standards prescribed by the American Petroleum Institute, the DOT and accepted industry practice.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 3. LEGAL PROCEEDINGS**

We are named as a defendant in litigation relating to our normal business operations, including regulatory and environmental matters. We are insured against various business risks to the extent we believe is prudent; however, we cannot assure you that the nature and amount of such insurance will be adequate, in every case, to protect us against liabilities arising from future legal proceedings as a result of our ordinary business activity.

***GRACE ENERGY CORPORATION MATTER***

In 1997, Grace Energy Corporation (Grace Energy) sued subsidiaries of Kaneb Pipe Line Partners, L.P. (KPP) and Kaneb Services LLC (KSL and, collectively with KPP and their respective subsidiaries, Kaneb) in Texas state court. The complaint sought recovery of the cost of remediation of fuel leaks in the 1970s from a pipeline that had once connected a former Grace Energy terminal with Otis Air Force Base in Massachusetts (Otis AFB). Grace Energy alleges the Otis AFB pipeline and related environmental liabilities had been transferred in 1978 to an entity that was part of Kaneb's acquisition of Support Terminal Services, Inc. and its subsidiaries from Grace Energy in 1993. Kaneb contends that it did not acquire the Otis AFB pipeline and never assumed any responsibility for any associated environmental damage.

In 2000, the court entered final judgment that: (i) Grace Energy could not recover its own remediation costs of \$3.5 million, (ii) Kaneb owned the Otis AFB pipeline and its related environmental liabilities and (iii) Grace Energy was awarded \$1.8 million in attorney costs. Both Kaneb and Grace Energy appealed the final judgment of the trial court to the Texas Court of Appeals in Dallas. In 2001, Grace Energy filed a petition in bankruptcy, which created an automatic stay of actions against Grace Energy. In September 2008, Grace Energy filed its Joint Plan of Reorganization and Disclosure Statement.

The Otis AFB is a part of a Superfund Site pursuant to the Comprehensive Environmental Response Compensation and Liability Act (CERCLA). The site contains a number of groundwater contamination plumes, two of which are allegedly associated with the Otis AFB pipeline. Relying on the final judgment of the Texas state court assigning ownership of the Otis AFB pipeline to Kaneb, the U.S. Department of Justice (the DOJ) advised Kaneb in 2001 that it intends to seek reimbursement from Kaneb for the remediation costs associated with the two plumes. In November 2008, the DOJ forwarded information to us indicating that the past and estimated future remediation expenses associated with one plume are \$71.9 million. The DOJ has indicated that they will not seek recovery of remediation costs for the second plume. The DOJ has not filed a lawsuit against us related to this matter, and we have not made any payments toward costs incurred by the DOJ. We are currently in settlement discussions with other potentially responsible parties and the DOJ and a change in our estimate of this liability may occur in the near term. However, any settlement agreement that is reached must be approved by multiple parties and requires the approval of the bankruptcy court and the federal district court. We cannot currently estimate when or if a settlement will be finalized.

***ERES MATTER***

In August 2008, Eres N.V. (Eres) forwarded a demand for arbitration to CITGO Asphalt Refining Company (CARCO), CITGO Petroleum Corporation (CITGO), NuStar Asphalt Refining, LLC (NuStar Asphalt) and NuStar Marketing LLC (NuStar Marketing, and together with CARCO, CITGO and NuStar Asphalt, the Defendants) contending that the Defendants are in breach of a tanker voyage charter party agreement, dated November 2004, between Eres and CARCO (the Charter Agreement). The Charter Agreement provides for CARCO's use of Eres' vessels for the shipment of asphalt. Eres contends that NuStar Asphalt and/or NuStar Marketing (together, the NuStar Entities) assumed the Charter Agreement when NuStar Asphalt purchased the CARCO assets, and that the Defendants have failed to perform under the Charter Agreement since January 1, 2008. Eres seeks to compel the Defendants to arbitrate a breach of contract claim in which Eres values its damages at approximately \$78.1 million. CITGO/CARCO also contend that the NuStar Entities assumed the Eres contract and they have demanded that the NuStar Entities defend and indemnify them against Eres' claims. Eres' motion to compel arbitration and CITGO/CARCO's indemnity claims are currently pending in the U.S. District Court for the Southern District of Texas. We intend to vigorously defend against these claims.

**ENVIRONMENTAL AND SAFETY COMPLIANCE MATTERS**

With respect to the environmental proceedings listed below, if any one or more of them were decided against us, we believe that it would not have a material effect on our consolidated financial position. However, it is not possible to predict the ultimate outcome of any of these proceedings or whether such ultimate outcome may have a material effect on our consolidated financial position. We report these proceedings to comply with Securities and Exchange Commission regulations, which require us to disclose proceedings arising under federal, state or local provisions regulating the discharge of materials into the environment or protecting the environment if we reasonably believe that such proceedings will result in monetary sanctions of \$100,000 or more.

In particular, in September 2008, the Illinois State Attorney General's Office proposed penalties totaling \$240,000 related to a leak at a storage terminal in Chillicothe, Illinois that we previously owned through a joint venture with Center Oil Company until we sold our interest in October 2006. The leak was originally discovered and reported to the Illinois Emergency Management Agency (IEMA) in 2002. We are currently in settlement negotiations with IEMA to resolve this matter.

In February 2008, the DOJ advised us that the EPA has requested that the DOJ initiate a lawsuit against NuPOP for (a) failing to prepare adequate Facility Response Plans, as required by Section 311(j)(5) of the Clean Water Act, 33 U.S.C. §1321(j), for certain of our pipeline terminals located in Region VII, by August 30, 1994, and (b) maintaining Spill Prevention, Control and Countermeasure (SPCC) Plans at the terminal that deviate from the SPCC regulations, 40 C.F.R. §112.3. A Facility Response Plan is a plan for responding to a worst case discharge, and to a substantial threat of such a discharge, of oil or hazardous substances. The SPCC rule requires specific facilities to prepare, amend and implement plans to prevent, prepare and respond to oil discharges to navigable waters and adjoining shorelines. We are currently in settlement negotiations with the DOJ to resolve these matters.

In addition, our wholly owned subsidiary, Shore Terminals LLC (Shore) owns a refined product terminal in Portland, Oregon located adjacent to the Portland Harbor. The EPA has classified portions of the Portland Harbor, including the portion adjacent to our terminal, as a federal "Superfund" site due to sediment contamination (the Portland Harbor Site). Portland Harbor is contaminated with metals (such as mercury), pesticides, herbicides, polynuclear aromatic hydrocarbons, polychlorinated byphenyls, semi-volatile organics and dioxin/furans. Shore and more than 80 other parties have received a "General Notice" of potential liability from the EPA relating to the Portland Harbor Site. The letter advised Shore that it may be liable for the costs of investigation and remediation (which liability may be joint and several with other potentially responsible parties), as well as for natural resource damages resulting from releases of hazardous substances to the Portland Harbor Site. We have agreed to work with more than 65 other potentially responsible parties to attempt to negotiate an agreed method of allocating costs associated with the cleanup. The precise nature and extent of any clean-up of the Portland Harbor Site, the parties to be involved, the process to be followed for any clean-up and the allocation of any costs for the clean-up among responsible parties have not yet been determined. It is unclear to what extent, if any, we will be liable for environmental costs or damages associated with the Portland Harbor Site. It is also unclear to what extent natural resource damage claims or third party contribution or damage claims will be asserted against Shore.

In September 2009, an administrative complaint was filed by the EPA in Region III against NuStar Terminals Operations Partnership, L.P. (NTOP) and NuStar Terminals Services, Inc. (NTS). The administrative complaint alleges the certain violations occurred at NTOP's Baltimore, Maryland terminal facility. The alleged violations include failure to comply with certain discharge limitations and certain monitoring and reporting obligations, as required by Section 301 of the Clean Water Act, 33 U.S.C. § 1311. The administrative complaint further alleges that NTOP and NTS violated certain provisions of the Code of Maryland Regulations (COMAR), which the EPA is entitled to enforce on behalf of the State of Maryland pursuant to Section 3008(a) of the Resource Conservation and Recovery Act, 42 U.S.C. § 6928(a). The total civil penalty sought by the EPA is \$199,400. We have agreed to mediate this dispute.

We are also a party to additional claims and legal proceedings arising in the ordinary course of business. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our results of operations, financial position or liquidity. It is possible that if one or more of the matters described in Item 3. were decided against us, the effects could be material to our results of operations in the period in which we would be required to record or adjust the related liability and could also be material to our cash flows in the periods we would be required to pay such liability.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of the unitholders, through solicitation of proxies or otherwise, during the fourth quarter of the year ended December 31, 2009

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON UNITS, RELATED UNITHOLDER MATTERS AND ISSUER PURCHASES OF COMMON UNITS

## Market Information, Holders and Distributions

Our common units are listed and traded on the New York Stock Exchange under the symbol "NS." At the close of business on February 5, 2010, we had 792 holders of record of our common units. The high and low sales prices (composite transactions) by quarter for the years ended December 31, 2009 and 2008 were as follows:

	Price Range of Common Unit	
	High	Low
<b>Year 2009</b>		
4th Quarter	\$ 57.34	\$ 50.54
3rd Quarter	57.20	50.51
2nd Quarter	57.68	45.51
1st Quarter	50.88	40.45
<b>Year 2008</b>		
4th Quarter	\$ 46.89	\$ 27.00
3rd Quarter	50.45	40.00
2nd Quarter	54.90	47.00
1st Quarter	57.15	47.76

The cash distributions applicable to each of the quarters in the years ended December 31, 2009 and 2008 were as follows:

	Record Date	Payment Date	Amount Per Unit
<b>Year 2009</b>			
4th Quarter	February 5, 2010	February 12, 2010	\$ 1.0650
3rd Quarter	November 5, 2009	November 12, 2009	1.0650
2nd Quarter	August 6, 2009	August 13, 2009	1.0575
1st Quarter	May 8, 2009	May 15, 2009	1.0575
<b>Year 2008</b>			
4th Quarter	February 5, 2009	February 12, 2009	\$ 1.0575
3rd Quarter	November 5, 2008	November 12, 2008	1.0575
2nd Quarter	August 6, 2008	August 13, 2008	0.9850
1st Quarter	May 7, 2008	May 14, 2008	0.9850

Our general partner is entitled to incentive distributions if the amount that we distribute with respect to any quarter exceeds specified target levels shown below:

Quarterly Distribution Amount per Unit	Percentage of Distribution	
	Unitholders	General Partner
Up to \$0.60	98%	2%
Above \$0.60 up to \$0.66	90%	10%
Above \$0.66	75%	25%

Our general partner's incentive distributions for the years ended December 31, 2009 and 2008 totaled \$28.7 million and \$25.3 million, respectively. The general partner's share of our distributions for the years ended December 31, 2009 and 2008 was 12.6% and 12.0%, respectively, due to the impact of the incentive distributions.

**ITEM 6. SELECTED FINANCIAL DATA**

The following table contains selected financial data derived from our audited financial statements.

	<u>2009</u>	<u>Year Ended December 31,</u>			<u>2005</u>
		<u>2008 (a)</u>	<u>2007</u>	<u>2006</u>	
	(Thousands of Dollars, Except Per Unit Data)				
<b>Statement of Income Data:</b>					
Revenues	\$ 3,855,871	\$ 4,828,770	\$ 1,475,014	\$ 1,137,261	\$ 659,557
Operating income	273,316	310,073	192,599	212,899	152,952
Income from continuing operations	224,875	254,018	150,298	149,906	107,675
Income from continuing operations per unit applicable to limited partners (b)	3.47	4.22	2.73	2.82	2.76
Cash distributions per unit applicable to limited partners	4.245	4.085	3.835	3.600	3.365

	<u>2009</u>	<u>December 31,</u>			<u>2005</u>
		<u>2008 (a)</u>	<u>2007</u>	<u>2006</u>	
	(Thousands of Dollars)				
<b>Balance Sheet Data:</b>					
Property, plant and equipment, net	\$ 3,028,196	\$ 2,941,824	\$ 2,492,086	\$ 2,345,135	\$ 2,160,213
Total assets	4,774,673	4,459,597	3,783,087	3,494,208	3,366,992
Long-term debt (less current portion)	1,828,993	1,872,015	1,445,626	1,353,720	1,169,659
Partners' equity	2,484,968	2,206,997	1,994,832	1,875,681	1,900,779

- (a) The significant increase in revenues, operating income, income from continuing operations and balance sheet data are primarily due to the acquisition of our asphalt operations in March 2008.
- (b) In 2008, the Financial Accounting Standards Board provided additional guidance regarding the application of the two-class method to calculate earnings per unit for master limited partnerships, which was effective January 1, 2009. As a result, income from continuing operations per unit applicable to limited partners for the years ended December 31, 2007 and 2006 changed from \$2.74 and \$2.84, respectively, previously reported.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following review of our results of operations and financial condition should be read in conjunction with Items 1., 1A. and 2. "Business, Risk Factors and Properties" and Item 8. "Financial Statements and Supplementary Data" included in this report.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

*This Form 10-K contains certain estimates, predictions, projections, assumptions and other forward-looking statements that involve various risks and uncertainties. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested in this report. These forward-looking statements can generally be identified by the words "anticipates," "believes," "expects," "plans," "intends," "estimates," "forecasts," "budgets," "projects," "will," "could," "should," "may" and similar expressions. These statements reflect our current views with regard to future events and are subject to various risks, uncertainties and assumptions. Please read Item 1A. "Risk Factors" for a discussion of certain of those risks.*

*If one or more of these risks or uncertainties materialize, or if the underlying assumptions prove incorrect, our actual results may vary materially from those described in any forward-looking statement. Other unknown or unpredictable factors could also have material adverse effects on our future results. Readers are cautioned not to place undue reliance on this forward-looking information, which is as of the date of the Form 10-K. We do not intend to update these statements unless it is required by the securities laws to do so, and we undertake no obligation to publicly release the result of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.*

### OVERVIEW

NuStar Energy L.P. (NuStar Energy) (NYSE: NS) is engaged in the terminalling and storage of petroleum products, the transportation of petroleum products and anhydrous ammonia, and asphalt and fuels marketing. Unless otherwise indicated, the terms "NuStar Energy L.P.," "the Partnership," "we," "our" and "us" are used in this report to refer to NuStar Energy, to one or more of our consolidated subsidiaries or to all of them taken as a whole. NuStar GP Holdings, LLC (NuStar GP Holdings) (NYSE: NSH) wholly owns our general partner, Riverwalk Logistics, L.P., and owns an 18.7% total interest in us as of December 31, 2009. Our Management's Discussion and Analysis of Financial Condition and Results of Operations is presented in five sections:

- Overview
- Results of Operations
- Outlook
- Liquidity and Capital Resources
- Related Party Transactions
- Critical Accounting Policies

### Acquisition

On March 20, 2008, we acquired CITGO Asphalt Refining Company's asphalt operations and assets (the East Coast Asphalt Operations), which included a 74,000 barrels per day asphalt refinery in Paulsboro, New Jersey, a 30,000 barrels per day asphalt refinery in Savannah, Georgia and three asphalt terminals in Paulsboro, New Jersey, Savannah, Georgia and Wilmington, North Carolina.

### Operations

We conduct our operations through our wholly owned subsidiaries, primarily NuStar Logistics, L.P. (NuStar Logistics) and NuStar Pipeline Operating Partnership L.P. (NuPOP). Our operations are divided into three reportable business segments: storage, transportation, and asphalt and fuels marketing. For a more detailed description of our segments, please refer to Segments under Item 1. "Business."

## [Table of Contents](#)

*Storage.* We own terminals in the United States, the Netherland Antilles, Canada, Mexico, the Netherlands and the United Kingdom providing approximately 66.2 million barrels of storage capacity. We also own 60 crude oil and intermediate feedstock storage tanks and related assets that provide an aggregate 12.5 million barrels of storage capacity to refineries in California and Texas.

*Transportation.* We own common carrier refined product pipelines in Texas, Oklahoma, Colorado, New Mexico, Kansas, Nebraska, Iowa, South Dakota, North Dakota and Minnesota covering approximately 5,605 miles, consisting of the Central West System, the East Pipeline and the North Pipeline. In addition, we own a 2,000 mile anhydrous ammonia pipeline located in Louisiana, Arkansas, Missouri, Illinois, Indiana, Iowa and Nebraska. We also own 812 miles of crude oil pipelines in Texas, Oklahoma, Kansas, Colorado and Illinois, as well as associated crude oil storage facilities providing storage capacity of 1.9 million barrels in Texas and Oklahoma that are located along the crude oil pipelines.

*Asphalt and Fuels Marketing.* Our asphalt and fuels marketing segment includes our asphalt refining operations and our fuels marketing operations. We refine crude oil to produce asphalt and certain other refined products from our asphalt operations. We own two asphalt refineries with a combined throughput capacity of 104,000 barrels per day and related terminal facilities providing storage capacity of 5.0 million barrels. Additionally, as part of our fuels marketing operations, we purchase gasoline and other refined petroleum products for resale. The results of operations for the asphalt and fuels marketing segment depend largely on the gross margin between our cost and the sales price of the products we market. Therefore, the results of operations for this segment are more sensitive to changes in commodity prices compared to the operations of the storage and transportation segments.

We enter into derivative contracts to mitigate the effect of commodity price fluctuations. The derivative instruments we use consist primarily of futures contracts and swaps traded on the NYMEX for the purposes of hedging the price risk of our physical inventory. Not all of our derivative instruments qualify for hedge accounting treatment under United States generally accepted accounting principles. In such cases, we record the changes in the fair values of these derivative instruments in cost of product sales. The changes in the fair values of these derivative instruments generally are offset, at least partially, by changes in the values of the hedged physical inventory. However, we do not recognize those changes in the value of the hedged inventory until the physical sale of such inventory takes place. Therefore, our earnings for a period may include the gain or loss related to derivative instruments without including the offsetting effect of the hedged item, which could result in greater earnings volatility.

In addition, we value our inventory at the lower of cost or market. If changes in commodity prices result in market prices below the cost of our inventory, we may be required to reduce the value of our inventory to market.

Demand for certain of the products we market fluctuates seasonally. For example, demand for gasoline and asphalt is typically higher in the summer months than the winter months, whereas demand for heating oil is higher in the winter months than the summer months. Prices for these commodities generally are highest during those times of higher demand. In addition to purchasing inventory for immediate resale, we have and expect to continue to employ a strategy of purchasing inventory during times of lower demand and lower prices and storing that inventory until it can be sold at higher prices. We expect that our overall level of working capital will continue to increase to support the operations of the asphalt and fuels marketing segment. Additionally, the level of working capital employed by the asphalt and fuels marketing segment will likely fluctuate seasonally. The absolute increase in the level of working capital, as well as the seasonal fluctuations, may require us to borrow additional amounts or utilize other sources of liquidity.

The following factors affect the results of our operations:

- company-specific factors, such as integrity issues and maintenance requirements that impact the throughput rates of our assets;
- seasonal factors that affect the demand for products transported by and/or stored in our assets and the demand for products we sell, particularly asphalt;
- industry factors, such as changes in the prices of petroleum products that affect demand and operations of our competitors;
- factors such as commodity price volatility and market structure that impact our asphalt and fuels marketing segment; and
- other factors, such as refinery utilization rates and maintenance turnaround schedules, that impact our refineries as well as the operations of refineries served by our storage and transportation assets.

**RESULTS OF OPERATIONS**

Year Ended December 31, 2009 Compared to Year Ended December 31, 2008

**Financial Highlights**  
(Thousands of Dollars, Except Unit and Per Unit Data)

	<b>Year Ended December 31,</b>		<b>Change</b>
	<b>2009</b>	<b>2008</b>	
<b>Statement of Income Data:</b>			
<b>Revenues:</b>			
Service revenues	\$ 745,349	\$ 740,630	\$ 4,719
Product sales	<u>3,110,522</u>	<u>4,088,140</u>	<u>(977,618)</u>
Total revenues	<u>3,855,871</u>	<u>4,828,770</u>	<u>(972,899)</u>
<b>Costs and expenses:</b>			
Cost of product sales	2,883,187	3,864,310	(981,123)
Operating expenses	458,892	442,248	16,644
General and administrative expenses	94,733	76,430	18,303
Depreciation and amortization expense	<u>145,743</u>	<u>135,709</u>	<u>10,034</u>
Total costs and expenses	<u>3,582,555</u>	<u>4,518,697</u>	<u>(936,142)</u>
Operating income	273,316	310,073	(36,757)
Equity earnings from joint ventures	9,615	8,030	1,585
Interest expense, net	(79,384)	(90,818)	11,434
Other income, net	<u>31,859</u>	<u>37,739</u>	<u>(5,880)</u>
Income before income tax expense	235,406	265,024	(29,618)
Income tax expense	<u>10,531</u>	<u>11,006</u>	<u>(475)</u>
<b>Net income</b>	<u>\$ 224,875</u>	<u>\$ 254,018</u>	<u>\$ (29,143)</u>
<b>Net income per unit applicable to limited partners</b>	<u>\$ 3.47</u>	<u>\$ 4.22</u>	<u>\$ (0.75)</u>
Weighted average limited partner units outstanding	<u>55,232,467</u>	<u>53,182,741</u>	<u>2,049,726</u>

**Annual Highlights**

Net income decreased \$29.1 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to an increase in general and administrative expenses and a decrease in segment operating income. This was partially offset by a decrease in interest expense.

Segment operating income decreased \$17.1 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to a \$51.9 million decrease in operating income for the asphalt and fuels marketing segment, which was mainly due to higher operating expenses associated with our asphalt operations. The decrease in operating income from our asphalt and fuels marketing segment was partially offset by increased operating income from our storage and transportation segments.

**Segment Operating Highlights**  
(Thousands of Dollars, Except Barrel/Day Information)

	<b>Year Ended December 31,</b>		<b>Change</b>
	<b>2009</b>	<b>2008</b>	
<b>Storage:</b>			
Throughput (barrels/day)(a)	667,169	742,599	(75,430)
Throughput revenues	\$ 78,353	\$ 90,918	\$ (12,565)
Storage lease revenues	409,219	363,171	46,048
Total revenues	487,572	454,089	33,483
Operating expenses	245,439	246,304	(865)
Depreciation and amortization expense	70,888	66,706	4,182
Segment operating income	\$ 171,245	\$ 141,079	\$ 30,166
<b>Transportation:</b>			
Refined products pipelines throughput (barrels/day)	573,778	673,687	(99,909)
Crude oil pipelines throughput (barrels/day)	351,888	392,110	(40,222)
Total throughput (barrels/day)	925,666	1,065,797	(140,131)
Throughput revenues	\$ 302,070	\$ 317,778	\$ (15,708)
Operating expenses	111,673	131,943	(20,270)
Depreciation and amortization expense	50,528	50,749	(221)
Segment operating income	\$ 139,869	\$ 135,086	\$ 4,783
<b>Asphalt and Fuels Marketing:</b>			
Product sales	\$ 3,110,522	\$ 4,088,169	\$ (977,647)
Cost of product sales	2,899,457	3,880,796	(981,339)
Operating expenses	130,973	80,133	50,840
Depreciation and amortization expense	19,463	14,734	4,729
Segment operating income	\$ 60,629	\$ 112,506	\$ (51,877)
<b>Consolidation and Intersegment Eliminations:</b>			
Revenues	\$ (44,293)	\$ (31,266)	\$ (13,027)
Cost of product sales	(16,270)	(16,486)	216
Operating expenses	(29,193)	(16,132)	(13,061)
Total	\$ 1,170	\$ 1,352	\$ (182)
<b>Consolidated Information:</b>			
Revenues	\$ 3,855,871	\$ 4,828,770	\$ (972,899)
Cost of product sales	2,883,187	3,864,310	(981,123)
Operating expenses	458,892	442,248	16,644
Depreciation and amortization expense	140,879	132,189	8,690
Segment operating income	372,913	390,023	(17,110)
General and administrative expenses	94,733	76,430	18,303
Other depreciation and amortization expense	4,864	3,520	1,344
Consolidated operating income	\$ 273,316	\$ 310,073	\$ (36,757)

(a) Excludes throughputs related to storage lease revenues.

## [Table of Contents](#)

### **Storage**

Throughputs decreased 75,430 barrels per day for the year ended December 31, 2009, compared to the year ended December 31, 2008, mainly due to the conversion of some throughput-based contracts to lease-based contracts in January 2009. Throughputs for these terminals are no longer reported, and revenues associated with these terminals are reported under storage lease revenues. In addition, throughputs decreased due to turnarounds in the first quarter of 2009 at a refinery served by our Texas City crude oil storage tanks and a turnaround at the McKee refinery in May 2009.

Total revenues increased by \$33.5 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to higher storage revenues associated with:

- an increase of \$20.0 million due to completed tank expansion projects at our Amsterdam, St. James, Texas City and Jacksonville terminals;
- an increase of \$6.7 million at certain of our domestic terminals resulting from an increase in product throughput and associated handling fees;
- an increase of \$4.3 million mainly at our west coast terminals primarily due to higher negotiated storage rates; and
- an increase of \$3.1 million at our asphalt terminals primarily due to new storage-based contracts with the asphalt and fuels marketing segment.

These increases were partially offset by a decrease of \$3.5 million due to the sales of our Westwego, Louisiana, Reno, Nevada and Milwaukee, Wisconsin terminals in December 2008.

Depreciation and amortization expense increased \$4.2 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to the completion of various terminal expansion projects.

### **Transportation**

Throughputs decreased 140,131 barrels per day and revenues decreased \$15.7 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to:

- lower throughputs of 42,246 barrels per day and a decrease in revenues of \$7.0 million on our pipelines serving the McKee refinery primarily due to a turnaround in May 2009 and lower overall demand resulting from the economic downturn. In addition, throughputs and revenues decreased due to a shipper using alternate pipelines in the third and fourth quarters of 2009, and a shipper acquiring our joint venture partner's interest in a pipeline and shipping product on its purchased space rather than our space. These decreases were partially offset by higher revenue related to a new shipper with a minimum throughput agreement that began in late 2008;
- a decrease in throughputs of 6,568 barrels per day and a decrease in revenues of \$4.4 million on the Ammonia Pipeline due to high inventory levels of ammonia in the Midwest that carried over from the fall of 2008 and unseasonably wet and cold weather in the first half of 2009;
- a decrease in throughputs of 28,132 barrels per day and a decrease in revenues of \$1.7 million due to the sale of the Ardmore-Wynnewood pipeline in June 2009;
- a decrease in throughputs of 14,651 barrels per day and a decrease in revenues of \$1.0 million on our pipelines serving the Ardmore refinery due to operational issues at the refinery during the second and third quarters of 2009 and a refinery shut down in the third quarter of 2009 following a lightning strike;
- a decrease in throughputs of 15,615 barrels per day on our pipelines serving the Three Rivers refinery due to a scheduled turnaround during the third quarter of 2009 and reduced crude run rates resulting from the economic downturn; and
- a decrease of 11,338 barrels per day due to the sale of the Skelly-Belvieu pipeline in December 2008.

The tariff increase of 7.6% that became effective July 1, 2009 partially offset declines in revenues from the lower throughputs.

Operating expenses for this segment decreased \$20.3 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to:

- a decrease of \$9.5 million due to a reduction in our product imbalance liability resulting from lower commodity prices associated with our product imbalances on the East Pipeline, partially offset by a hedging loss;
- a decrease of \$8.6 million in power costs resulting from lower throughputs and lower natural gas prices; and
- a decrease of \$1.5 million in maintenance and contractor expenses on certain of the refined product pipelines resulting from fewer repair projects in 2009.

## [Table of Contents](#)

### **Asphalt and Fuels Marketing**

Sales and cost of product sales decreased \$977.6 million and \$981.3 million, respectively, resulting in an increase in total gross margin of \$3.7 million for the year ended December 31, 2009, compared to the year ended December 31, 2008 due to the following:

- an increase of \$6.7 million from our asphalt operations mainly due to higher volumes sold and a slightly higher gross margin per barrel of \$6.37 compared to \$6.22. The gross margin per barrel for 2008 includes the negative impact of a \$61.0 million hedging loss; and
- a decrease of \$3.0 million related to our fuels marketing operations mainly due to higher hedging losses, which were partially offset by increased volumes from entering new markets and increased bunker fuel sales.

Operating expenses increased by \$50.8 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to:

- an increase of \$35.8 million mainly due to a full year of expenses related to the acquisition of our asphalt operations, which occurred in March 2008, the amortization of deferred maintenance costs, higher idle capacity costs and increased asphalt terminal rentals;
- an increase of \$5.9 million related to increased tug and barge costs associated with new vessels being received at our St. Eustatius facility throughout 2008 and 2009 and the addition of bunkering activities at certain domestic terminals; and
- an increase of \$4.4 million due to increased storage costs resulting from additional tank rentals.

Depreciation and amortization expense increased \$4.7 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, due to our acquisition of the East Coast Asphalt Operations in March 2008.

### **Consolidation and Intersegment Eliminations**

Revenue, cost of product sales and operating expense eliminations primarily relate to storage and transportation fees charged to the asphalt and fuels marketing segment by the transportation and storage segments. In 2009, the asphalt and fuels marketing segment utilized more terminal capacity from our storage segment, resulting in higher revenue and operating expense eliminations.

### **General**

General and administrative expenses increased by \$18.3 million for the year ended December 31, 2009, compared to the year ended December 31, 2008. This increase was primarily due to compensation expense associated with our long-term incentive plans resulting from an increase in our unit price during the year ended December 31, 2009 compared to a decrease in our unit price during the year ended December 31, 2008. In addition, general and administrative expenses increased due to higher external legal costs and other professional fees.

Interest expense, net decreased by \$11.4 million for the year ended December 31, 2009, compared to the year ended December 31, 2008, primarily due to decreases in interest rates, including the variable interest rate paid on our interest rate swaps. These decreases in interest expense were partially offset by increased interest expense from the issuance of \$350.0 million of 7.65% senior notes in April 2008 and lower capitalized interest.

Other income, net consisted of the following:

	<b>Year Ended December 31,</b>	
	<b>2009</b>	<b>2008</b>
	<b>(Thousands of Dollars)</b>	
Gain from sale or disposition of assets	\$ 21,320	\$ 26,456
Gain from insurance proceeds	9,382	3,504
Foreign exchange (losses) gains	(5,118)	5,888
Other	6,275	1,891
Other income, net	\$ <u>31,859</u>	\$ <u>37,739</u>

See Note 18 of Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplemental Data" for further information regarding the other components of other income.

**Year Ended December 31, 2008 Compared to Year Ended December 31, 2007****Financial Highlights**  
(Thousands of Dollars, Except Unit and Per Unit Data)

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>Change</b>
<b>Statement of Income Data:</b>			
Revenues:			
Service revenue	\$ 740,630	\$ 696,623	\$ 44,007
Product sales	4,088,140	778,391	3,309,749
Total revenues	<u>4,828,770</u>	<u>1,475,014</u>	<u>3,353,756</u>
Costs and expenses:			
Cost of product sales	3,864,310	742,972	3,121,338
Operating expenses	442,248	357,235	85,013
General and administrative expenses	76,430	67,915	8,515
Depreciation and amortization expense	135,709	114,293	21,416
Total costs and expenses	<u>4,518,697</u>	<u>1,282,415</u>	<u>3,236,282</u>
Operating income	310,073	192,599	117,474
Equity earnings from joint ventures	8,030	6,833	1,197
Interest expense, net	(90,818)	(76,516)	(14,302)
Other income, net	37,739	38,830	(1,091)
Income before income tax expense	265,024	161,746	103,278
Income tax expense	11,006	11,448	(442)
<b>Net income</b>	<u>\$ 254,018</u>	<u>\$ 150,298</u>	<u>\$ 103,720</u>
<b>Net income per unit applicable to limited partners</b>	<u>\$ 4.22</u>	<u>\$ 2.73</u>	<u>\$ 1.49</u>
Weighted average limited partner units outstanding	<u>53,182,741</u>	<u>47,158,790</u>	<u>6,023,951</u>

**Annual Highlights**

Net income increased \$103.7 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to an increase in segment operating income, partially offset by increases in interest expense, net and general and administrative expenses. Segment operating income increased \$127.9 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to a \$91.4 million increase in operating income for the asphalt and fuels marketing segment, mainly resulting from robust sales volumes and strong gross margins from our East Coast Asphalt Operations during the third quarter. Operating income increased for our storage and transportation segments \$26.4 million and \$8.6 million, respectively, primarily due to increased throughputs and earnings in 2008 compared to 2007 due to a fire at the Valero Energy McKee refinery in February 2007, which shut down the refinery until mid-April 2007 and negatively impacted our transportation and storage segments during the year ended December 31, 2007. Operating income for the storage segment also improved due to the leasing of additional storage capacity to customers from completed tank expansion projects.

However, our earnings were negatively impacted by a hedging loss of approximately \$61.0 million in the second quarter of 2008. Concurrent with the acquisition of the East Coast Asphalt Operations, we entered into certain derivative contracts intended to hedge our exposure to price fluctuations for approximately 30% of the inventory acquired. We entered into these contracts to protect the value of our acquired inventories in the case crude oil prices declined. However, the price of crude oil increased dramatically from the date we entered into the hedges until May 2008, at which time we terminated the contracts prior to their expiration. For the remainder of 2008, we did not have any derivative contracts related to inventories of the East Coast Asphalt Operations, and we managed our commodity risk by managing those physical inventory volumes. We monitor our exposure to commodity prices related to the inventories of our asphalt operations.

**Segment Operating Highlights**  
(Thousands of Dollars, Except Barrel/Day Information)

	<b>Year Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>Change</b>
<b>Storage:</b>			
Throughput (barrels/day)(a)	742,599	800,332	(57,733)
Throughput revenues	\$ 90,918	\$ 96,372	\$ (5,454)
Storage lease revenues	363,171	314,255	48,916
Total revenues	454,089	410,627	43,462
Operating expenses	246,304	233,675	12,629
Depreciation and amortization expense	66,706	62,317	4,389
Segment operating income	\$ 141,079	\$ 114,635	\$ 26,444
<b>Transportation:</b>			
Refined products pipelines throughput (barrels/day)	673,687	678,573	(4,886)
Crude oil pipelines throughput (barrels/day)	392,110	377,640	14,470
Total throughput (barrels/day)	1,065,797	1,056,213	9,584
Throughput revenues	\$ 317,778	\$ 296,796	\$ 20,982
Operating expenses	131,943	120,342	11,601
Depreciation and amortization expense	50,749	49,946	803
Segment operating income	\$ 135,086	\$ 126,508	\$ 8,578
<b>Asphalt and Fuels Marketing:</b>			
Product sales	\$ 4,088,169	\$ 778,391	\$ 3,309,778
Cost of product sales	3,880,796	750,120	3,130,676
Operating expenses	80,133	6,737	73,396
Depreciation and amortization expense	14,734	423	14,311
Segment operating income	\$ 112,506	\$ 21,111	\$ 91,395
<b>Consolidation and Intersegment Eliminations:</b>			
Revenues	\$ (31,266)	\$ (10,800)	\$ (20,466)
Cost of product sales	(16,486)	(7,148)	(9,338)
Operating expenses	(16,132)	(3,519)	(12,613)
Total	\$ 1,352	\$ (133)	\$ 1,485
<b>Consolidated Information:</b>			
Revenues	\$ 4,828,770	\$ 1,475,014	\$ 3,353,756
Cost of product sales	3,864,310	742,972	3,121,338
Operating expenses	442,248	357,235	85,013
Depreciation and amortization expense	132,189	112,686	19,503
Segment operating income	390,023	262,121	127,902
General and administrative expenses	76,430	67,915	8,515
Other depreciation and amortization expense	3,520	1,607	1,913
Consolidated operating income	\$ 310,073	\$ 192,599	\$ 117,474

(a) Excludes throughputs related to storage lease revenues.

### **Storage**

Throughputs decreased 57,733 barrels per day and throughput revenues decreased \$5.5 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to a change in our Corpus Christi (North Beach) crude oil storage tank agreement from a throughput fee agreement to a storage lease agreement effective January 1, 2008. Partially offsetting these decreases were higher throughputs and revenues at terminals serving the McKee refinery mainly due to lower throughputs and revenues in 2007 resulting from the impact of the Valero Energy McKee refinery fire, which shut down the refinery until mid-April 2007.

Storage lease revenues increased by \$48.9 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to:

- an increase of \$20.7 million due to completed tank expansion projects at our St. Eustatius, Amsterdam, St. James, Vancouver, Portland and Jacksonville terminals;
- an increase of \$9.9 million mainly due to increased throughput and new customer contracts at our UK terminal facilities, increased throughputs and product handling revenues at our Amsterdam facility, as well as the effect of foreign exchange rates at our UK and Amsterdam facilities;
- an increase of \$9.4 million due to a change in our Corpus Christi (North Beach) crude oil storage tank agreement from a throughput fee agreement to a storage lease agreement effective January 1, 2008;
- an increase of \$2.8 million due to our acquisition of the Wilmington asphalt terminal; and
- an increase of \$2.7 million at our Point Tupper facility due to increased throughputs, handling charges, reimbursable revenues and dock activity.

Operating expenses increased \$12.6 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to:

- higher salaries and wages of \$4.0 million resulting primarily from increased headcount and foreign currency fluctuations;
- increased power costs of \$3.3 million mainly due to increased fuel consumption at our St. Eustatius and Pt. Tupper facilities, increased costs at our Amsterdam facility and our acquisition of the Wilmington asphalt terminal;
- increased costs of \$2.9 million primarily at our Texas City terminal related to Hurricane Ike, which made landfall in September 2008; and
- an increase of \$2.5 million in environmental expense related to an ongoing investigation at one of our refined product terminals.

Depreciation and amortization expense increased \$4.4 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to the completion of various terminal expansion projects.

### **Transportation**

Throughputs increased 9,584 barrels per day and revenues increased \$21.0 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to increased throughputs and revenues of \$21.5 million at pipelines serving the McKee refinery. 2007 revenues were adversely affected by the impact of the Valero Energy McKee refinery fire. 2008 revenues also increased due to higher tariffs on all of the refined product and crude oil pipelines as the annual index adjustment was effective July 1, 2008.

These increases were partially offset by decreased revenues and throughputs on our Houston pipeline in 2008 as one of our customers began to export more product rather than shipping inland through our pipeline. In addition, the Wynnewood pipeline experienced lower revenues due to decreased long-haul deliveries in 2008. Also, throughputs decreased mainly due to a turnaround, crude supply interruptions and other operational issues at a refinery served by the Wynnewood pipeline. Reduced demand in 2008 resulting from a prolonged winter and flooding in the Midwest and higher commodity prices, along with record throughputs in 2007, contributed to lower throughputs on our East Pipeline.

Operating expenses for this segment increased \$11.6 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to increased power costs as a result of the increase in throughputs on pipelines serving the McKee refinery, higher natural gas prices and the impact of significantly lower product prices on product imbalances on the East Pipeline. Also, salaries and wages and internal overhead expense increased, both due primarily to increased headcount. These increases were partially offset by decreased maintenance and environmental expenses.

## [Table of Contents](#)

### **Asphalt and Fuels Marketing**

Sales and cost of product sales increased \$3,309.8 million and \$3,130.7 million, respectively, during the year ended December 31, 2008, compared to the year ended December 31, 2007, mainly due to:

- an increase of \$2,496.3 million and \$2,347.5 million in sales and cost of product sales, respectively, from our acquisition of the East Coast Asphalt Operations in March 2008. Cost of product sales for the year ended December 31, 2008 includes the \$61.0 million hedging loss discussed in the Annual Highlights above;
- an increase of \$585.7 million and \$576.0 million in sales and cost of product sales, respectively, associated with our fuels marketing operations that began in the second quarter of 2007; and
- an increase of \$233.0 million and \$210.8 million for sales and cost of product sales, respectively, associated with our bunker fuel operations due to an increase in the market price per metric ton at our St. Eustatius facility and increased sales at our Point Tupper facility, which resumed the sale of bunker fuel in the second quarter of 2008. Cost of sales includes a hedge gain of \$28.1 million primarily associated with bunker fuel sales at our Point Tupper facility.

Operating expenses increased by \$73.4 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to:

- an increase of \$58.3 million from our acquisition of the East Coast Asphalt Operations in March 2008; and
- an increase of \$13.9 million related to marine expenses mainly due to increased tug and barge rental costs as agreements for new tugs and barges at St. Eustatius were effective January 1, 2008.

Depreciation and amortization expense increased \$14.3 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, due to our acquisition of the East Coast Asphalt Operations in March 2008.

### **General**

General and administrative expenses increased by \$8.5 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to increased salary and wages resulting from higher headcount and additional costs required for the Partnership's growth and separation from Valero Energy. In addition, compensation expense associated with unit options and restricted units increased as a result of the increase in the number of awards outstanding, partially offset by a decrease in our unit price.

Other depreciation and amortization expense relates to corporate assets.

Interest expense, net increased by \$14.3 million for the year ended December 31, 2008, compared to the year ended December 31, 2007, primarily due to an increase in our outstanding debt balance resulting from our issuance of \$350.0 million of 7.65% senior notes in April 2008 to finance the acquisition of the East Coast Asphalt Operations and increased borrowings under our revolving credit agreement to fund a portion of our capital expenditures and working capital requirements. This was partially offset by a decrease in interest rates, including a decrease in the variable interest rate paid on our interest rate swaps, which hedge a portion of our fixed-rate senior notes, and our revolving credit facility.

Other income, net consisted of the following:

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
	<b>(Thousands of Dollars)</b>	
Sale of interest in Skelly-Belvieu	\$ 18,867	\$ -
Sale or disposal of fixed assets	7,589	7,869
Business interruption insurance	3,504	12,492
2007 Services Agreement termination fee	-	13,000
Legal settlements	-	5,758
Foreign exchange gains (losses)	5,888	(6,261)
Other	1,891	5,972
Other income, net	\$ <u>37,739</u>	\$ <u>38,830</u>

See Note 18 of Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplemental Data" for further information regarding the components of other income.

## **OUTLOOK**

Overall, we expect our results for 2010 to improve compared to 2009. However, the outlook on our operations could change depending on the pace of the economic recovery and other economic conditions.

### ***Transportation Segment***

We expect the transportation segment results for 2010 to be comparable to slightly lower than 2009. Throughputs for 2010 are forecasted to increase slightly compared to 2009, barring any major unplanned turnaround activity and excluding the impact from the sale of pipelines in 2009. However, we expect the tariffs on our pipelines regulated by the FERC, which adjust annually based upon changes in the producer price index, to decline slightly in July, when the adjustment takes effect. Even with the effect of the tariff rate decline, our overall tariff rate for 2010 should be slightly higher than 2009. If throughputs increase or if the cost of natural gas increases, we would expect our power expenses to increase in 2010 compared to 2009. The pace of the economic recovery, changes to refinery maintenance schedules, or other factors that impact overall demand for products we transport could affect our throughputs and revenues.

### ***Storage Segment***

For 2010, we expect our earnings for the storage segment to increase compared to 2009. We expect to benefit from a full year's contribution of terminal expansion projects completed in 2009 and from new internal growth projects, a portion of which should be completed in 2010. In addition, we expect to benefit from renewal rates that increased significantly in 2009.

### ***Asphalt and Fuels Marketing Segment***

The earnings of the asphalt and fuels marketing segment largely depend upon the margin earned by our asphalt operations. Our margin results from the difference between the sales prices of our products and the purchase prices of our raw materials, principally crude oil. The prices of crude oil and the products produced by our asphalt operations fluctuate in response to many factors, such as changes in supply, demand, seasonality, market uncertainties and other factors.

We expect our results for 2010 to improve compared to 2009. Specifically, we expect asphalt supply levels to remain below recent averages due to lower U.S. refinery utilization rates, resulting in lower refinery production, including asphalt, and the continued lack of asphalt imports. Assuming the spending associated with the American Recovery and Revitalization Act and other federal highway and public transportation programs increases in 2010 over 2009 levels, we would expect an increase in demand for asphalt. If supply levels remain lower than historical averages and demand increases, it should result in a higher margin per barrel and increased sales volumes in our asphalt operations.

## **LIQUIDITY AND CAPITAL RESOURCES**

### ***General***

Our primary cash requirements are for distributions to partners, working capital requirements, including inventory purchases, debt service, capital expenditures, acquisitions and normal operating expenses. On an annual basis, we attempt to fund our operating expenses, interest expense, reliability capital expenditures and distribution requirements with cash generated from our operations. If we do not generate sufficient cash from operations to meet those requirements, we utilize available borrowing capacity under our revolving credit facility and, to the extent necessary, funds raised through equity or debt offerings under our \$3.0 billion shelf registration statement. Additionally, we typically fund our strategic capital expenditures from external sources, primarily borrowings under our revolving credit agreement or funds available under our \$3.0 billion shelf registration statement. However, our ability to raise funds by issuing debt or equity depends on many factors beyond our control. The volatility of the capital and credit markets could restrict our ability to issue debt or equity or may increase our cost of capital beyond rates acceptable to us.

[Table of Contents](#)**Cash Flows for the Years Ended December 31, 2009, 2008 and 2007**

The following table summarizes our cash flows from operating, investing and financing activities:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
Net cash provided by (used in):			
Operating activities	\$ 180,582	\$ 485,181	\$ 222,672
Investing activities	(167,705)	(956,517)	(238,396)
Financing activities	(2,672)	440,063	37,060
Effect of foreign exchange rate changes on cash	6,426	(13,190)	(336)
Net increase (decrease) in cash and cash equivalents	<u>\$ 16,631</u>	<u>\$ (44,463)</u>	<u>\$ 21,000</u>

For the year ended December 31, 2009 we generated cash from operations of \$180.6 million compared to \$485.2 million in the prior year. The decline resulted primarily from lower net income of \$224.9 million in 2009 compared to \$254.0 million in 2008 and higher investments in working capital in 2009 compared to 2008. In 2009, we increased our working capital by \$152.3 million compared to a decrease of \$133.0 million in 2008. Within working capital, our inventory balances increased by \$156.2 million in 2009 compared to a decrease of \$194.0 million in 2008. Because of our significant investment in working capital and lower earnings in 2009, our cash generated from operations did not exceed our cash requirements for reliability capital expenditures and distributions. As a result, we utilized borrowings under our revolving credit agreement as well as the proceeds from our equity offering to fund that shortfall and our strategic capital expenditures. Additionally, we received \$41.1 million from the sale of assets and insurance proceeds, which is included in cash flows from investing activities.

Net cash provided by operating activities for the year ended December 31, 2008 was \$485.2 million compared to \$222.7 million for the year ended December 31, 2007. The increase in cash generated from operating activities is primarily due to higher net income of \$254.0 million for the year ended December 31, 2008 compared to net income of \$150.3 million for the year ended December 31, 2007. Also, working capital decreased \$133.0 million in 2008 providing an increase in cash, whereas working capital increased \$21.3 million in 2007. Within working capital, inventory decreased \$194.0 million for the year ended December 31, 2008, compared to an increase of \$71.5 million in 2007. Cash flows from operations for the year ended December 31, 2008 also include proceeds from business interruption insurance of \$3.5 million compared to \$12.5 million for the year ended December 31, 2007.

Net cash provided by operating activities for the year ended December 31, 2008 was used to fund distributions to unitholders and the general partner in the aggregate amount of \$241.9 million. The proceeds from long-term and short-term debt borrowings, net of repayments, our issuance of common units and senior notes, combined with cash on hand, were used to fund the acquisition of the East Coast Asphalt Operations and our strategic capital expenditures primarily related to various terminal expansion projects.

Net cash provided by operating activities for the year ended December 31, 2007 was used to fund distributions to unitholders and the general partner in the aggregate amount of \$197.3 million. The proceeds from long-term debt borrowings, net of repayments, were used to fund a portion of our capital expenditures, primarily related to various terminal expansion projects. Additionally, we issued 2,600,000 common units for proceeds of \$146.1 million, including a contribution from our general partner, which were used to repay borrowing on our long-term debt.

## [Table of Contents](#)

### **2007 Revolving Credit Agreement**

The lenders under the 2007 Revolving Credit Agreement include Lehman Brothers Bank, FSB (LB Bank), a subsidiary of Lehman Brothers Holdings Inc. (Lehman), which filed for bankruptcy protection in October 2008. LB Bank's participation in the 2007 Revolving Credit Agreement totaled \$42.5 million, of which \$5.0 million remained outstanding as of December 31, 2009. As a result of Lehman's bankruptcy filing in October 2008, LB Bank has elected not to fund its pro rata share of any future borrowings we request, which reduced the total commitment under the 2007 Revolving Credit Agreement to approximately \$1.2 billion. Excluding LB Bank's participation, we had \$624.6 million available for borrowing under the 2007 Revolving Credit Agreement as of December 31, 2009. If other lenders under the 2007 Revolving Credit Agreement file for bankruptcy or experience severe financial hardship due to disruptions and steep declines in the global financial markets and tightening credit supply, they may not honor their pro rata share of our borrowing requests.

The 2007 Revolving Credit Agreement requires that we maintain certain financial ratios and includes other restrictive covenants, including a prohibition on distributions if any defaults, as defined in the agreements, exist or would result from the distribution. The 2007 Revolving Credit Agreement requires us to maintain, as of the end of each four consecutive fiscal quarters, a consolidated debt coverage ratio (consolidated indebtedness to consolidated EBITDA, as defined in the 2007 Revolving Credit Agreement) not to exceed 5.00-to-1.00, which may restrict the amount we can borrow without exceeding the maximum allowed limit to an amount less than the total amount available for borrowing. As of December 31, 2009, the consolidated debt coverage ratio was 4.1x.

The 2007 Revolving Credit Agreement matures in December 2012, and we do not have any other significant debt maturing until 2012 and 2013, when four of our five senior notes become due.

### **Shelf Registration Statement**

Our shelf registration statement on Form S-3 permits us to offer and sell various types of securities, including NuStar Energy L.P. common units and debt securities of NuStar Logistics and NuPOP, having an aggregate value of up to \$3.0 billion (the 2007 Shelf Registration Statement). We filed the 2007 Shelf Registration Statement to gain additional flexibility in accessing capital markets for, among other things, the repayment of outstanding indebtedness, working capital, capital expenditures and acquisitions. As of December 31, 2009, we have issued approximately \$1.0 billion under our \$3.0 billion shelf registration statement.

If the capital markets become more volatile, as was seen in recent years, our access to the capital markets may be limited, or we could face increased costs when accessing the capital markets. In addition, it is possible that our ability to access the capital and credit markets may be limited by these or other factors at a time when we would like or need to do so, which could have an impact on our ability to refinance maturing debt and/or react to changing economic and business conditions.

*Equity Offering.* In November 2009, we issued 5,750,000 common units representing limited partner interests at a price of \$52.45 per unit. We received net proceeds of \$288.8 million and a contribution of \$6.2 million from our general partner to maintain its 2% general partner interest. The net proceeds were used mainly to reduce the outstanding principal balance under our 2007 Revolving Credit Agreement.

### **Capital Requirements**

Our operations are capital intensive, requiring significant investments to maintain, upgrade or enhance existing operations and to comply with environmental and safety laws and regulations. Our capital expenditures consist of:

- reliability capital expenditures, such as those required to maintain equipment reliability and safety and to address environmental and safety regulations; and
- strategic capital expenditures, such as those to expand and upgrade pipeline capacity or asphalt refinery operations and to construct new pipelines, terminals and storage tanks. In addition, strategic capital expenditures may include acquisitions of pipelines, terminals or storage tank assets, as well as certain capital expenditures related to support functions.

During the year ended December 31, 2009, we incurred reliability capital expenditures of \$45.0 million, primarily related to maintenance upgrade projects at our terminals and pipelines. Strategic capital expenditures for the year ended December 31, 2009 of \$163.6 million primarily related to a pipeline expansion on the southern end of the East Pipeline and projects at our Texas City terminal.

## [Table of Contents](#)

For 2010, we expect to incur approximately \$375.0 to \$400.0 million of capital expenditures, including approximately \$55.0 to \$60.0 million for reliability capital projects and \$320.0 to \$340.0 million for strategic capital expenditures. We continue to evaluate our capital budget and make changes as economic conditions warrant. Depending upon current economic conditions, our actual capital expenditures for 2010 may exceed or be lower than the budgeted amounts. We believe cash generated from operations, combined with other sources of liquidity previously described, will be sufficient to fund our capital expenditures in 2010, and our internal growth projects can be accelerated or scaled back depending on the capital markets.

### **Working Capital Requirements**

The operations of the asphalt and fuels marketing segment require us to invest substantial amounts in working capital. For example, in 2009 our inventory balances increased by \$156.2 million due to higher volumes and higher average prices. Crude oil volumes increased substantially at December 31, 2009 over December 31, 2008 due to lower production in 2009. Additionally, the average cost of our crude oil inventory was significantly higher at December 31, 2009 compared to December 31, 2008 due to the collapse in crude oil prices in the fourth quarter of 2008. Our refined product inventory volumes at December 31, 2009 also increased over the prior year as a result of our strategy to take advantage of contango markets, whereby we purchase inventory at seasonally low prices and store it until we can sell it at seasonally higher prices. To take advantage of contango markets, we may store inventory over an extended period of time, as occurred in 2009. Additionally, the average cost of our refined product inventories at December 31, 2009 increased compared to the prior year due to the significant decline in refined product prices in the fourth quarter of 2008 associated with the decline in crude oil prices.

Higher inventory balances would typically also result in higher amount of accounts payable, which would reduce working capital. However, with respect to our contango and asphalt winterfill strategies, which involve storing inventory for an extended period, we typically pay the associated accounts payable prior to selling the inventory. Due to the potential for this discrepancy in timing between paying our invoice and selling our inventory, increases in our accounts payable will not always offset increases in our inventory balances within our working capital. As a result, the volume of inventory we maintain and the average cost of those inventories associated with our contango and asphalt winterfill strategies can significantly affect our working capital balance.

In 2008 we acquired the East Coast Asphalt Operations, which included approximately \$327.3 million allocated to inventories included in the purchase. The purchase of the inventories included with the East Coast Asphalt Operations was considered part of the acquisition price and recorded in the Statement of Cash Flows as an investing activity. Therefore, our cash flows from operations in 2008 reflect a reduction in inventories despite the fact that our inventory balance at December 31, 2008 increased compared to December 31, 2007.

### **Distributions**

NuStar Energy's partnership agreement, as amended, determines the amount and priority of cash distributions that our common unitholders and general partner may receive. The general partner receives a 2% distribution with respect to its general partner interest. The general partner is also entitled to incentive distributions if the amount we distribute with respect to any quarter exceeds \$0.60 per unit. For a detailed discussion of the incentive distribution targets, please read Item 5. "Market for Registrant's Common Units, Related Unitholder Matters and Issuer Purchases of Common Units."

The following table reflects the allocation of total cash distributions to the general and limited partners applicable to the period in which the distributions are earned:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(Thousands of Dollars, Except Per Unit Data)</b>		
General partner interest	\$ 5,430	\$ 5,058	\$ 4,092
General partner incentive distribution	28,712	25,294	18,426
<b>Total general partner distribution</b>	<b>34,142</b>	<b>30,352</b>	<b>22,518</b>
Limited partners' distribution	237,308	222,470	182,076
<b>Total cash distributions</b>	<b>\$ 271,450</b>	<b>\$ 252,822</b>	<b>\$ 204,594</b>
Cash distributions per unit applicable to limited partners	\$ 4.245	\$ 4.085	\$ 3.835

## [Table of Contents](#)

Actual distribution payments are made within 45 days after the end of each quarter as of a record date that is set after the end of each quarter.

In January 2010, we declared a quarterly cash distribution of \$1.065 that was paid on February 12, 2010 to unitholders of record on February 5, 2010. This distribution related to the fourth quarter of 2009 and totaled \$73.4 million, of which \$9.3 million represented the general partner's share of such distribution. The general partner's distribution included a \$7.8 million incentive distribution.

### **Long-Term Debt Obligations**

We are a party to the following long-term debt agreements:

- the 2007 Revolving Credit Agreement due December 10, 2012, with a balance of \$525.1 million as of December 31, 2009;
- NuStar Logistics' 6.875% senior notes due July 15, 2012 with a face value of \$100.0 million, 6.05% senior notes due March 15, 2013 with a face value of \$229.9 million and 7.65% senior notes due April 15, 2018 with a face value of \$350.0 million;
- NuPOP's 7.75% senior notes due February 15, 2012 and 5.875% senior notes due June 1, 2013 with an aggregate face value of \$500.0 million;
- the \$56.2 million revenue bonds due June 1, 2038 associated with the St. James terminal expansion (Gulf Opportunity Zone Revenue Bonds);
- the £21 million term loan due December 11, 2012 (UK Term Loan); and
- the \$12.0 million note payable in annual installments through December 31, 2015 to the Port of Corpus Christi Authority of Nueces County, Texas, with a balance of \$3.5 million as of December 31, 2009, associated with the construction of a crude oil storage facility in Corpus Christi, Texas (Port Authority of Corpus Christi Note Payable).

Management believes that we are in compliance with all ratios and covenants of the UK Term Loan as of December 31, 2009, which are substantially the same as the 2007 Revolving Credit Agreement. Our other long-term debt obligations do not contain any financial covenants. However, a default under any of our debt instruments would be considered an event of default under all of our debt instruments. Please refer to Note 11 of the Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data" for a more detailed discussion of our long-term debt agreements.

### **Credit Ratings**

The following table reflects the outlook and ratings that have been assigned to the debt of our wholly owned subsidiaries as of December 31, 2009:

	<b>Standard &amp; Poor's</b>	<b>Moody's</b>	<b>Fitch</b>
Outlook	Stable	Stable	Stable
Ratings	BBB-	Baa3	BBB-

### **Interest Rate Swaps**

We are a party to interest rate swap agreements to manage our exposure to changes in interest rates. The interest rate swap agreements have an aggregate notional amount of \$167.5 million, of which \$60.0 million is tied to the maturity of the 6.875% senior notes and \$107.5 million is tied to the maturity of the 6.05% senior notes. Under the terms of the interest rate swap agreements, we will receive a fixed rate (6.875% and 6.05% for the \$60.0 million and \$107.5 million of interest rate swap agreements, respectively) and will pay a variable rate based on LIBOR plus a percentage that varies with each agreement. As of December 31, 2009 and 2008, the aggregate fair value of our interest rate swaps included in "Other long-term assets, net" in our consolidated balance sheets was \$8.6 million and \$15.3 million, respectively.

The interest rate swap contracts qualify for the shortcut method of accounting. As a result, changes in the fair value of the swaps will completely offset the changes in the fair value of the underlying hedged debt. As of December 31, 2009 and 2008, the weighted average effective interest rate for the interest rate swaps was 2.3% and 3.0%, respectively.

## [Table of Contents](#)

### **Line of Credit**

As of December 31, 2009, we had one short-term line of credit with an uncommitted borrowing capacity of up to \$20.0 million. Please refer to Note 11 of the Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data" for a more detailed discussion on our line of credit.

### **Long-Term Contractual Obligations**

The following table presents our long-term contractual obligations and commitments and the related payments due, in total and by period, as of December 31, 2009:

	<u>Payments Due by Period</u>					<u>There- after</u>	<u>Total</u>
	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>		
	(Thousands of Dollars)						
Long-term debt maturities	\$ 770	\$ 832	\$ 909,942	\$ 480,902	\$ 67	\$ 406,200	\$ 1,798,713
Interest payments	89,804	89,742	79,501	41,597	27,220	100,150	428,014
Operating leases	51,734	60,808	44,415	41,453	37,760	187,638	423,808
Purchase obligations:							
Crude oil	1,943,668	1,943,668	1,943,668	1,943,668	1,943,670	485,917	10,204,259
Other purchase obligations	23,561	18,329	2,197	1,036	744	-	45,867

Long-term debt maturities in the table represent our scheduled future maturities of long-term debt principal for the periods indicated. The interest payments calculated for our variable-rate debt are based on the outstanding borrowings as of December 31, 2009 and the weighted-average interest rate paid for the year ended December 31, 2009. The interest payments on our fixed-rate debt are based on the stated interest rates, the outstanding balances as of December 31, 2009 and interest payment dates.

Our operating leases consist primarily of leases for tugs and barges utilized at our St. Eustatius and Point Tupper facilities, leases related to our asphalt and fuels marketing segment for tugs and barges and storage capacity at third-party terminals and land leases at various terminal facilities.

A purchase obligation is an enforceable and legally binding agreement to purchase goods or services that specifies significant terms, including (i) fixed or minimum quantities to be purchased, (ii) fixed, minimum or variable price provisions, and (iii) the approximate timing of the transaction.

Our crude oil purchase obligations result from a crude supply agreement (CSA) we entered into simultaneously with the acquisition of the East Coast Asphalt Operations. Under the CSA, we committed to purchase an annual average of 75,000 barrels per day of crude oil over a minimum seven-year period from PDVSA. The value of this commitment fluctuates according to a market-based pricing formula using published market indices, subject to adjustment based on the price of Mexican Maya crude. We estimated the annual payments due under the CSA based on market prices as of December 31, 2009.

### **Environmental, Health and Safety**

We are subject to extensive federal, state and local environmental and safety laws and regulations, including those relating to the discharge of materials into the environment, waste management, pollution prevention measures, pipeline integrity and operator qualifications, among others. Because more stringent environmental and safety laws and regulations are continuously being enacted or proposed, the level of future expenditures required for environmental, health and safety matters is expected to increase.

The balance of and changes in our accruals for environmental matters as of and for the years ended December 31, 2009 and 2008 are included in Note 12 of Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplemental Data." We believe that we have adequately accrued for our environmental exposures.

### Contingencies

We are subject to certain loss contingencies, the outcomes of which could have an adverse effect on our cash flows and results of operations, as further disclosed in Note 13 of the Notes to Consolidated Financial Statements.

### RELATED PARTY TRANSACTIONS

Our operations are managed by the general partner of our general partner, NuStar GP, LLC. The employees of NuStar GP, LLC perform services for our U.S. operations. We reimburse NuStar GP, LLC for all costs related to its employees, other than costs associated with NuStar GP Holdings under the services agreement described below and in Note 16 of the Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data." We had a payable of \$10.6 million and \$3.4 million, as of December 31, 2009 and 2008, respectively, with both amounts representing payroll and benefit plan costs, net of payments made by us. We also had a long-term payable as of December 31, 2009 and 2008 of \$7.7 million and \$6.6 million, respectively, related to amounts for retiree medical benefits and other post-employment benefits.

The following table summarizes information pertaining to related party transactions with NuStar GP, LLC:

	Year Ended December 31,		
	2009	2008	2007
	(Thousands of Dollars)		
Operating expenses	\$ 124,827	\$ 115,291	\$ 93,211
General and administrative expenses	58,878	44,988	37,702

On April 24, 2008, the boards of directors of NuStar GP, LLC and NuStar GP Holdings approved (i) the termination of the administration agreement, dated July 16, 2006, between NuStar GP Holdings and NuStar GP, LLC and (ii) the adoption of a services agreement between NuStar GP, LLC and NuStar Energy (the GP Services Agreement). On July 19, 2006, we entered into a non-compete agreement with NuStar GP Holdings, Riverwalk Logistics, L.P., and NuStar GP, LLC effective on December 22, 2006 (the Non-Compete Agreement). Please refer to Note 16 of the Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data" for a more detailed discussion of agreements with NuStar GP Holdings.

### CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to select accounting policies and to make estimates and assumptions related thereto that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The accounting policies below are considered critical due to judgments made by management and the sensitivity of these estimates to deviations of actual results from management's assumptions. The critical accounting policies should be read in conjunction with Note 2 of Notes to the Consolidated Financial Statements in Item 8. "Financial Statements and Supplemental Data," which summarizes our significant accounting policies.

#### Depreciation

We calculate depreciation expense using the straight-line method over the estimated useful lives of our property, plant and equipment. Due to the expected long useful lives of our property, plant and equipment, we depreciate our property, plant and equipment over periods ranging from 10 years to 40 years. Changes in the estimated useful lives of our property, plant and equipment could have a material adverse effect on our results of operations.

#### Impairment of Long-Lived Assets and Goodwill

We test long-lived assets for recoverability whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Goodwill must be tested for impairment annually or more frequently if events or changes in circumstances indicate that the related asset might be impaired. An impairment loss should be recognized only if the carrying amount of the asset/goodwill is not recoverable and exceeds its fair value. The goodwill impairment test is performed for each reporting unit to which goodwill has been allocated, consisting of the following:

- crude oil pipelines;
- refined product pipelines;
- refined product terminals, excluding our St. Eustatius and Point Tupper facilities;
- St. Eustatius and Point Tupper terminal operations;
- bunkering activity at our St. Eustatius and Point Tupper facilities; and

## [Table of Contents](#)

- asphalt operations.

In order to test for recoverability, management must make estimates of projected cash flows related to the asset which include, but are not limited to, assumptions about the use or disposition of the asset, estimated remaining life of the asset, and future expenditures necessary to maintain the asset's existing service potential. In order to determine fair value, management must make certain estimates and assumptions including, among other things, an assessment of market conditions, projected cash flows, investment rates, interest/equity rates and growth rates, that could significantly impact the fair value of the long-lived asset or goodwill. Due to the subjectivity of the assumptions used to test for recoverability and to determine fair value, significant impairment charges could result in the future, thus affecting our future reported net income.

### ***Asset Retirement Obligations***

We record a liability, which is referred to as an asset retirement obligation, at fair value for the estimated cost to retire a tangible long-lived asset at the time we incur that liability, which is generally when the asset is purchased, constructed or leased. We record a liability for asset retirement obligations when we have a legal obligation to incur costs to retire the asset and when a reasonable estimate of the fair value of the obligation can be made. If a reasonable estimate cannot be made at the time the liability is incurred, we record the liability when sufficient information is available to estimate the fair value.

We have asset retirement obligations with regard to certain of our assets that have various legal obligations to clean and/or dispose of those assets at the time they are retired. However, these assets can be used for extended and indeterminate periods of time as long as they are properly maintained and/or upgraded. It is our practice and current intent to maintain our assets and continue making improvements to those assets based on technological advances. As a result, we believe that our assets have indeterminate lives for purposes of estimating asset retirement obligations because dates or ranges of dates upon which we would retire these assets cannot reasonably be estimated at this time. When a date or range of dates can reasonably be estimated for the retirement of any asset, we estimate the cost of performing the retirement activities and record a liability for the fair value of that cost using established present value techniques.

We also have legal obligations in the form of leases and right-of-way agreements, which require us to remove certain of our assets upon termination of the agreement. However, these lease or right-of-way agreements generally contain automatic renewal provisions that extend our rights indefinitely or we have other legal means available to extend our rights. We have recorded a liability of approximately \$0.6 million as of December 31, 2009 and 2008, which is included in "Other long-term liabilities" in our consolidated balance sheets, for conditional asset retirement obligations related to the retirement of terminal assets with lease and right-of-way agreements.

### ***Environmental Reserve***

Environmental remediation costs are expensed and an associated accrual established when site restoration and environmental remediation and cleanup obligations are either known or considered probable and can be reasonably estimated. Accrued liabilities are based on estimates of probable undiscounted future costs over a 20-year time period using currently available technology and applying current regulations, as well as our own internal environmental policies. The environmental liabilities have not been reduced by possible recoveries from third parties. Environmental costs include initial site surveys, costs for remediation and restoration and ongoing monitoring costs, as well as fines, damages and other costs, when estimable. Adjustments to initial estimates are recorded, from time to time, to reflect changing circumstances and estimates based upon additional information developed in subsequent periods. We believe that we have adequately accrued for our environmental exposures.

### ***Contingencies***

We accrue for costs relating to litigation, claims and other contingent matters, including tax contingencies, when such liabilities become probable and reasonably estimable. Such estimates may be based on advice from third parties or on management's judgment, as appropriate. Due to the inherent uncertainty of litigation, actual amounts paid may differ from amounts estimated, and such differences will be charged to income in the period when final determination is made.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Interest Rate Risk**

We manage our debt by considering various financing alternatives available in the market and we manage our exposure to changing interest rates principally through the use of a combination of fixed-rate debt and variable-rate debt. In addition, we utilize interest rate swap agreements to manage a portion of the exposure to changing interest rates by converting certain fixed-rate debt to variable-rate debt. Borrowings under the 2007 Revolving Credit Agreement expose us to increases in the benchmark interest rate.

The following table provides information about our long-term debt and interest rate derivative instruments, all of which are sensitive to changes in interest rates. For long-term debt, principal cash flows and related weighted-average interest rates by expected maturity dates are presented. For interest rate swaps, the table presents notional amounts and weighted-average interest rates by expected (contractual) maturity dates. Weighted-average variable rates are based on implied forward interest rates in the yield curve at the reporting date.

	<b>December 31, 2009</b>								
	<u>Expected Maturity Dates</u>						<u>There- after</u>	<u>Total</u>	<u>Fair Value</u>
	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>(Thousands of Dollars, Except Interest Rates)</u>			
<b>Long-term Debt:</b>									
Fixed rate	\$ 770	\$ 832	\$ 384,816	\$ 480,902	\$ 67	\$ 350,000	\$ 1,217,387	\$ 1,306,301	
Average interest rate	8.0%	8.0%	7.4%	6.0%	8.0%	7.7%	6.9%		
Variable rate	\$ -	\$ -	\$ 525,126	\$ -	\$ -	\$ 56,200	\$ 581,326	\$ 551,072	
Average interest rate	-	-	1.0%	-	-	0.2%	0.9%		
<b>Interest Rate Swaps Fixed to Variable:</b>									
Notional amount	\$ -	\$ -	\$ 60,000	\$ 107,500	\$ -	\$ -	\$ 167,500	\$ 8,623	
Average pay rate	3.4%	4.8%	5.8%	5.6%	-	-	4.3%		
Average receive rate	6.3%	6.3%	6.3%	6.1%	-	-	6.3%		

	<b>December 31, 2008</b>								
	<u>Expected Maturity Dates</u>						<u>There- after</u>	<u>Total</u>	<u>Fair Value</u>
	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>(Thousands of Dollars, Except Interest Rates)</u>			
<b>Long-term Debt:</b>									
Fixed rate	\$ 713	\$ 770	\$ 832	\$ 381,647	\$ 480,902	\$ 350,627	\$ 1,215,491	\$ 1,157,470	
Average interest rate	8.0%	8.0%	8.0%	7.4%	6.0%	7.7%	6.9%		
Variable rate	\$ -	\$ -	\$ -	\$ 555,294	\$ -	\$ 56,200	\$ 611,494	\$ 611,494	
Average interest rate	-	-	-	1.9%	-	0.9%	1.8%		
<b>Interest Rate Swaps Fixed to Variable:</b>									
Notional amount	\$ -	\$ -	\$ -	\$ 60,000	\$ 107,500	\$ -	\$ 167,500	\$ 15,284	
Average pay rate	3.2%	3.9%	4.3%	4.5%	4.3%	-	4.0%		
Average receive rate	6.3%	6.3%	6.3%	6.3%	6.1%	-	6.3%		

[Table of Contents](#)**Commodity Price Risk**

Since the operations of our asphalt and fuels marketing segment expose us to commodity price risk, we enter into derivative instruments to mitigate the effect of commodity price fluctuations. The derivative instruments we use consist primarily of futures contracts and swaps traded on the NYMEX. Please refer to our derivative financial instruments accounting policy in Note 2 of Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplemental Data" for further information.

We have a risk management committee that oversees our trading controls and procedures and certain aspects of risk management. Our risk management committee also reviews all new risk management strategies in accordance with our risk management policy, which was approved by our board of directors.

The following tables provide information about our derivative instruments, the fair value of which will fluctuate with changes in commodity prices:

	December 31, 2009			Fair Value of Current Asset (Liability) (Thousands of Dollars)
	Contract Volumes (Thousands of Barrels)	Weighted Average		
		Pay Price	Receive Price	
<b>Fair Value Hedges:</b>				
Futures – short:				
(refined products)	1,184	N/A	\$ 79.89	\$ (9,528)
<b>Cash Flow Hedges:</b>				
Futures – short:				
(refined products)	230	N/A	\$ 94.13	(240)
<b>Economic Hedges:</b>				
Futures – long:				
(crude oil and refined products)	454	\$ 81.46	N/A	2,327
Futures – short:				
(crude oil and refined products)	745	N/A	\$ 72.90	(10,692)
Swaps – long:				
(crude oil and refined products)	200	\$ 70.34	N/A	398
Swaps – short:				
(crude oil and refined products)	600	N/A	\$ 70.16	(1,316)
<b>Total fair value of open positions exposed to commodity price risk</b>				<b>\$ (19,051)</b>

[Table of Contents](#)

	December 31, 2008			<b>Fair Value of Current Asset (Liability)</b> (Thousands of Dollars)
	<b>Contract Volumes</b> (Thousands of Barrels)	<b>Pay Price</b>	<b>Receive Price</b>	
<b>Fair Value Hedges:</b>				
Futures – short:				
(refined products)	445	N/A	\$ 43.88	\$ (2,370)
<b>Economic Hedges:</b>				
Futures – long:				
(crude oil and refined products)	119	\$ 39.92	N/A	654
Futures – short:				
(crude oil and refined products)	754	N/A	\$ 48.95	(3,131)
<b>Total fair value of open positions exposed to commodity price risk</b>				<b>\$ (4,847)</b>

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our management assessed the effectiveness of NuStar Energy L.P.'s internal control over financial reporting as of December 31, 2009. In its evaluation, management used the criteria set forth by the Committee of Sponsoring Organization of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, management believes that, as of December 31, 2009, our internal control over financial reporting was effective based on those criteria.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The effectiveness of internal control over financial reporting as of December 31, 2009 has been audited by KPMG LLP, the independent registered public accounting firm who audited our consolidated financial statements included in this Form 10-K. KPMG LLP's attestation on the effectiveness of our internal control over financial reporting appears on page 62.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors of NuStar GP, LLC  
and Unitholders of NuStar Energy L.P.:

We have audited the accompanying consolidated balance sheets of NuStar Energy L.P. (a Delaware limited partnership) and subsidiaries (the Partnership) as of December 31, 2009 and 2008, and the related consolidated statements of income, partners' equity and cash flows for each of the years in the three-year period ended December 31, 2009. These consolidated financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NuStar Energy L.P. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), NuStar Energy L.P. and subsidiaries' internal control over financial reporting as of December 31, 2009, based on the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 26, 2010 expressed an unqualified opinion on the effectiveness of the Partnership's internal control over financial reporting.

/s/ KPMG LLP

San Antonio, Texas  
February 26, 2010

**Report of Independent Registered Public Accounting Firm**

The Board of Directors of NuStar GP, LLC  
and Unitholders of NuStar Energy L.P.:

We have audited NuStar Energy L.P. (a Delaware limited partnership) and subsidiaries' (the Partnership's) internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Partnership's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Partnership's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, NuStar Energy L.P. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of NuStar Energy L.P. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, partners' equity and cash flows for each of the years in the three-year period ended December 31, 2009, and our report dated February 26, 2010 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

San Antonio, Texas  
February 26, 2010

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(Thousands of Dollars, Except Unit Data)**

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 62,006	\$ 45,375
Accounts receivable, net of allowance for doubtful accounts of \$1,351 and \$1,174 as of December 31, 2009 and 2008, respectively	211,797	178,216
Inventories	377,230	220,574
Other current assets	83,686	42,321
Total current assets	<u>734,719</u>	<u>486,486</u>
Property, plant and equipment, at cost	3,721,904	3,507,573
Accumulated depreciation and amortization	(693,708)	(565,749)
Property, plant and equipment, net	3,028,196	2,941,824
Intangible assets, net	44,127	51,704
Goodwill	807,742	806,330
Investment in joint ventures	68,728	68,813
Deferred income tax asset	13,893	12,427
Other long-term assets, net	77,268	92,013
Total assets	<u>\$ 4,774,673</u>	<u>\$ 4,459,597</u>
<b>Liabilities and Partners' Equity</b>		
Current liabilities:		
Current portion of long-term debt	\$ 770	\$ 713
Accounts payable	205,605	145,963
Payable to related party	10,639	3,441
Notes payable	20,000	22,120
Accrued interest payable	21,529	22,496
Accrued liabilities	64,651	37,454
Taxes other than income tax	15,534	15,333
Income tax payable	26	4,504
Total current liabilities	<u>338,754</u>	<u>252,024</u>
Long-term debt, less current portion	1,828,993	1,872,015
Long-term payable to related party	7,663	6,645
Deferred income tax liability	26,909	27,370
Other long-term liabilities	87,386	94,546
Commitments and contingencies (Note 13)		
Partners' equity:		
Limited partners (60,210,549 and 54,460,549 common units outstanding as of December 31, 2009 and 2008, respectively)	2,423,689	2,173,462
General partner	53,469	47,801
Accumulated other comprehensive income (loss)	7,810	(14,266)
Total partners' equity	<u>2,484,968</u>	<u>2,206,997</u>
Total liabilities and partners' equity	<u>\$ 4,774,673</u>	<u>\$ 4,459,597</u>

See Notes to Consolidated Financial Statements.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(Thousands of Dollars, Except Unit and Per Unit Data)**

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Revenues:</b>			
Services revenues	\$ 745,349	\$ 740,630	\$ 696,623
Product sales	<u>3,110,522</u>	<u>4,088,140</u>	<u>778,391</u>
<b>Total revenues</b>	<u>3,855,871</u>	<u>4,828,770</u>	<u>1,475,014</u>
<b>Costs and expenses:</b>			
Cost of product sales	2,883,187	3,864,310	742,972
Operating expenses:			
Third parties	334,065	326,957	264,024
Related party	<u>124,827</u>	<u>115,291</u>	<u>93,211</u>
Total operating expenses	458,892	442,248	357,235
General and administrative expenses:			
Third parties	35,855	31,442	30,213
Related party	<u>58,878</u>	<u>44,988</u>	<u>37,702</u>
Total general and administrative expenses	94,733	76,430	67,915
Depreciation and amortization expense	<u>145,743</u>	<u>135,709</u>	<u>114,293</u>
<b>Total costs and expenses</b>	<u>3,582,555</u>	<u>4,518,697</u>	<u>1,282,415</u>
<b>Operating income</b>	273,316	310,073	192,599
Equity earnings from joint ventures	9,615	8,030	6,833
Interest expense, net	(79,384)	(90,818)	(76,516)
Other income, net	<u>31,859</u>	<u>37,739</u>	<u>38,830</u>
<b>Income before income tax expense</b>	235,406	265,024	161,746
Income tax expense	<u>10,531</u>	<u>11,006</u>	<u>11,448</u>
<b>Net income</b>	<u>\$ 224,875</u>	<u>\$ 254,018</u>	<u>\$ 150,298</u>
<b>Net income per unit applicable to limited partners</b> (Note 19)	<u>\$ 3.47</u>	<u>\$ 4.22</u>	<u>\$ 2.73</u>
Weighted average limited partner units outstanding	<u>55,232,467</u>	<u>53,182,741</u>	<u>47,158,790</u>

See Notes to Consolidated Financial Statements.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Thousands of Dollars)

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 224,875	\$ 254,018	\$ 150,298
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	145,743	135,709	114,293
Amortization of debt related items	(7,122)	(6,447)	(5,516)
Gain on sale or disposition of assets	(21,322)	(26,456)	(8,356)
(Benefit) provision for deferred income tax	(2,037)	37	276
Equity earnings from joint ventures	(9,615)	(8,030)	(6,833)
Distributions of equity earnings from joint ventures	9,700	2,835	544
Changes in current assets and current liabilities (Note 20)	(152,280)	133,017	(21,326)
Other, net	(7,360)	498	(708)
<b>Net cash provided by operating activities</b>	<b>180,582</b>	<b>485,181</b>	<b>222,672</b>
<b>Cash Flows from Investing Activities:</b>			
Reliability capital expenditures	(44,951)	(55,669)	(40,333)
Strategic capital expenditures	(163,605)	(146,474)	(210,918)
East Coast Asphalt Operations acquisition	-	(803,184)	-
Other acquisitions	-	(7,027)	-
Investment in other long-term assets	(211)	-	(62)
Proceeds from sale or disposition of assets	29,680	50,813	12,667
Proceeds from insurance settlement	11,382	5,000	250
Other, net	-	24	-
<b>Net cash used in investing activities</b>	<b>(167,705)</b>	<b>(956,517)</b>	<b>(238,396)</b>
<b>Cash Flows from Financing Activities:</b>			
Proceeds from long-term debt borrowings	1,159,436	2,108,775	1,170,302
Proceeds from short-term debt borrowings	448,752	746,800	75,000
Proceeds from senior note offering, net of issuance costs	-	346,224	-
Long-term debt repayments	(1,190,247)	(2,025,784)	(1,077,975)
Short-term debt repayments	(450,872)	(736,037)	(82,353)
Proceeds from issuance of common units, net of issuance costs	288,761	236,215	143,083
Contributions from general partner	6,155	5,025	3,035
Distributions to unitholders and general partner	(263,896)	(241,940)	(197,333)
(Decrease) increase in cash book overdrafts	(761)	945	3,676
Other, net	-	(160)	(375)
<b>Net cash (used in) provided by financing activities</b>	<b>(2,672)</b>	<b>440,063</b>	<b>37,060</b>
Effect of foreign exchange rate changes on cash	6,426	(13,190)	(336)
Net increase (decrease) in cash and cash equivalents	16,631	(44,463)	21,000
Cash and cash equivalents as of the beginning of year	45,375	89,838	68,838
Cash and cash equivalents as of the end of year	\$ <u>62,006</u>	\$ <u>45,375</u>	\$ <u>89,838</u>

See Notes to Consolidated Financial Statements.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF PARTNERS' EQUITY**  
**Years Ended December 31, 2009, 2008 and 2007**  
**(Thousands of Dollars, Except Unit Data)**

	<u>Limited Partners</u>		<u>General Partner</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Partners' Equity</u>
	<u>Units</u>	<u>Amount</u>			
<b>Balance as of January 1, 2007</b>	46,809,749	\$ 1,830,047	\$ 38,815	\$ 6,819	\$ 1,875,681
Net income	-	129,235	21,063	-	150,298
Other comprehensive income:					
Foreign currency translation	-	-	-	20,068	20,068
Total comprehensive income	-	129,235	21,063	20,068	170,366
Cash distributions to partners	-	(176,239)	(21,094)	-	(197,333)
Issuance of common units in November 2007 and related contribution from general partner	2,600,000	143,083	3,035	-	146,118
<b>Balance as of December 31, 2007</b>	<u>49,409,749</u>	<u>1,926,126</u>	<u>41,819</u>	<u>26,887</u>	<u>1,994,832</u>
Net income	-	224,668	29,350	-	254,018
Other comprehensive loss:					
Foreign currency translation	-	-	-	(41,153)	(41,153)
Total comprehensive loss	-	224,668	29,350	(41,153)	212,865
Cash distributions to partners	-	(213,547)	(28,393)	-	(241,940)
Issuance of common units in April 2008 and related contribution from general partner	5,050,800	236,215	5,025	-	241,240
<b>Balance as of December 31, 2008</b>	<u>54,460,549</u>	<u>2,173,462</u>	<u>47,801</u>	<u>(14,266)</u>	<u>2,206,997</u>
Net income	-	192,239	32,636	-	224,875
Other comprehensive income (loss):					
Foreign currency translation	-	-	-	22,316	22,316
Unrealized loss on cash flow hedges	-	-	-	(240)	(240)
Total comprehensive income	-	192,239	32,636	22,076	246,951
Cash distributions to partners	-	(230,773)	(33,123)	-	(263,896)
Issuance of common units in November 2009 and related contribution from general partner	5,750,000	288,761	6,155	-	294,916
<b>Balance as of December 31, 2009</b>	<u>60,210,549</u>	<u>\$ 2,423,689</u>	<u>\$ 53,469</u>	<u>\$ 7,810</u>	<u>\$ 2,484,968</u>

See Notes to Consolidated Financial Statements.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**Years Ended December 31, 2009, 2008 and 2007**

**1. ORGANIZATION AND OPERATIONS**

***Organization***

NuStar Energy L.P. (NuStar Energy) (NYSE: NS) is engaged in the terminalling and storage of petroleum products, the transportation of petroleum products and anhydrous ammonia, and asphalt and fuels marketing. Unless otherwise indicated, the terms “NuStar Energy L.P.,” “the Partnership,” “we,” “our” and “us” are used in this report to refer to NuStar Energy L.P., to one or more of our consolidated subsidiaries or to all of them taken as a whole. NuStar GP Holdings, LLC (NuStar GP Holdings) (NYSE: NSH) owns an 18.7% total interest in us as of December 31, 2009.

***Operations***

We conduct our operations through our subsidiaries, primarily NuStar Logistics, L.P. (NuStar Logistics) and NuStar Pipeline Operating Partnership L.P. (NuPOP). We have three business segments: storage, transportation, and asphalt and fuels marketing.

*Storage.* We own terminals in the United States, the Netherlands Antilles, Canada, Mexico, the Netherlands and the United Kingdom providing approximately 66.2 million barrels of storage capacity. Our terminals provide storage and handling services on a fee basis for petroleum products, specialty chemicals and other liquids, including crude oil and other feedstocks. We also own 60 crude oil and intermediate feedstock storage tanks and related assets that provide an aggregate 12.5 million barrels of storage capacity to refineries in California and Texas.

*Transportation.* We own common carrier refined product pipelines in Texas, Oklahoma, Colorado, New Mexico, Kansas, Nebraska, Iowa, South Dakota, North Dakota and Minnesota covering approximately 5,605 miles, consisting of the Central West System, the East Pipeline and the North Pipeline. The East and North Pipelines also include 21 terminals providing storage capacity of 4.6 million barrels, and the East Pipeline includes two tank farms providing storage capacity of 1.2 million barrels. In addition, we own a 2,000 mile anhydrous ammonia pipeline located in Louisiana, Arkansas, Missouri, Illinois, Indiana, Iowa and Nebraska. We also own 812 miles of crude oil pipelines in Texas, Oklahoma, Kansas, Colorado and Illinois, as well as associated crude oil storage facilities providing storage capacity of 1.9 million barrels in Texas and Oklahoma that are located along the crude oil pipelines. We charge tariffs on a per barrel basis for transporting refined products, crude oil and other feedstocks in our refined product and crude oil pipelines and on a per ton basis for transporting anhydrous ammonia in our ammonia pipeline.

*Asphalt and Fuels Marketing.* Our asphalt and fuels marketing segment includes our asphalt refining operations and our fuels marketing operations. We refine crude oil to produce asphalt and certain other refined products from our asphalt operations. Our asphalt operations include two asphalt refineries with a combined throughput capacity of 104,000 barrels per day and related terminal facilities providing storage capacity of 5.0 million barrels. Additionally, as part of our fuels marketing operations, we purchase gasoline and other refined petroleum products for resale. The activities of the asphalt and fuels marketing segment expose us to the risk of fluctuations in commodity prices, which has a direct impact on the results of operations for the asphalt and fuels marketing segment. We enter into derivative contracts to mitigate the effect of commodity price fluctuations.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Consolidation***

The accompanying consolidated financial statements represent the consolidated operations of the Partnership and our subsidiaries. Inter-partnership balances and transactions have been eliminated in consolidation. The operations of certain pipelines and terminals in which we own an undivided interest are proportionately consolidated in the accompanying consolidated financial statements.

***Use of Estimates***

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. On an

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

ongoing basis, management reviews their estimates based on currently available information. Management may revise estimates due to changes in facts and circumstances.

***Cash and Cash Equivalents***

Cash equivalents are all highly liquid investments with an original maturity of three months or less when acquired.

***Accounts Receivable***

Accounts receivable represent valid claims against non-affiliated customers for products sold or services rendered. We extend credit terms to certain customers after review of various credit indicators, including the customer's credit rating. Outstanding customer receivable balances are regularly reviewed for possible non-payment indicators and allowances for doubtful accounts are recorded based upon management's estimate of collectability at the time of their review.

***Inventories***

Inventories consist of crude oil and refined petroleum products. All inventories are valued at the lower of cost or market and cost is determined using the weighted-average cost method. Our inventory consists entirely of one end-product category, petroleum products, which we include in the asphalt and fuels marketing segment. Accordingly, we determine lower of cost or market adjustments on an aggregate basis.

***Property, Plant and Equipment***

We record additions to property, plant and equipment, including reliability and strategic capital expenditures, at cost.

Reliability capital expenditures are capital expenditures to replace partially or fully depreciated assets to maintain the existing operating capacity of existing assets and extend their useful lives. Strategic capital expenditures are capital expenditures to expand or upgrade the operating capacity, increase efficiency or increase the earnings potential of existing assets, whether through construction or acquisition, along with certain capital expenditures related to support functions. Repair and maintenance costs associated with existing assets that are minor in nature and do not extend the useful life of existing assets are charged to operating expenses as incurred.

Depreciation of property, plant and equipment is recorded on a straight-line basis over the estimated useful lives of the related assets. Gains or losses on sales or other dispositions of property are recorded in income and are reported in "Other income, net" in the consolidated statements of income. When property or equipment is retired or otherwise disposed of, the difference between the carrying value and the net proceeds is recognized in the year retired.

***Goodwill and Intangible Assets***

Goodwill is the excess of cost of an acquired entity over the fair value of assets acquired less liabilities assumed. Goodwill acquired in a business combination is not amortized and is tested for impairment annually or more frequently if events or changes in circumstances indicate the asset might be impaired. October 1 of each year is our annual valuation date for the impairment test. Based on the results of the impairment tests performed as of October 1, 2009, 2008 and 2007, no impairment had occurred.

Intangible assets are recorded at cost and are assets that lack physical substance (excluding financial assets). Intangible assets with finite useful lives are amortized on a straight-line basis over three to 47 years.

***Investment in Joint Ventures***

We account for our investments in joint ventures using the equity method of accounting.

*ST Linden Terminals, LLC.* The 44-acre facility provides deep-water terminalling capabilities at New York Harbor and primarily stores petroleum products, including gasoline, jet fuel and fuel oils. As part of our acquisition of Kaneb Services LLC (KSL) and Kaneb Pipe Line Partners, L.P. (KPP, and, together with KSL, Kaneb) on July 1, 2005 (the Kaneb Acquisition), we acquired an investment in ST Linden Terminals, LLC (Linden). Linden is owned 50% by the Partnership and 50% by NIC Holding Corp. In connection with the Kaneb Acquisition, we recorded our investment in Linden at fair value, which exceeded our 50% share of its members' equity. This excess totaled \$43.9 million and \$44.2 million as of December 31, 2009 and 2008, respectively, of which \$8.0 million is being amortized into expense over the average life of the assets held by Linden, or 25 years. The remaining balance not amortized represents goodwill of Linden.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

*Skelly-Belvieu Pipeline Company.* The Skelly-Belvieu Pipeline Company (Skelly-Belvieu) owns a liquefied petroleum gas pipeline that begins in Skellytown, Texas and extends to Mont Belvieu, Texas near Houston. On December 1, 2008, we agreed to dispose of our interest in Skelly-Belvieu. See Note 4. Acquisitions and Dispositions below for further discussion on Skelly-Belvieu.

***Other Long-Term Assets***

“Other long-term assets, net” primarily include the following:

- asphalt tank heel inventory and ammonia pipeline linefill;
- the fair value of our interest rate swap agreements;
- deferred costs incurred in connection with acquiring a customer contract, which is amortized over the life of the contract;
- deferred financing costs amortized over the life of the related debt obligation using the effective interest method;
- deferred dry-docking costs incurred in connection with major maintenance activities on our marine vessels, which are amortized over the period of time estimated to lapse until the next dry-docking occurs; and
- deferred refinery shutdown costs in connection with annual major maintenance on our asphalt production units, which are amortized based on units of production over the following year.

***Impairment of Long-Lived Assets***

We review long-lived assets, including property, plant and equipment and investment in joint ventures, for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. We perform the evaluation of recoverability using undiscounted estimated net cash flows generated by the related asset. If we deem an asset to be impaired, we determine the amount of impairment as the amount by which the net carrying value exceeds its fair value. We believe that the carrying amounts of our long-lived assets as of December 31, 2009 are recoverable.

***Taxes Other than Income Taxes***

Taxes other than income taxes include liabilities for ad valorem taxes, franchise taxes, sales and use taxes, excise fees and taxes and value added taxes.

***Income Taxes***

We are a limited partnership and generally are not subject to federal or state income taxes. Accordingly, our taxable income or loss, which may vary substantially from income or loss reported for financial reporting purposes, is generally included in the federal and state income tax returns of our partners. For transfers of publicly held units subsequent to our initial public offering, we have made an election permitted by Section 754 of the Internal Revenue Code to adjust the common unit purchaser’s tax basis in our underlying assets to reflect the purchase price of the units. This results in an allocation of taxable income and expenses to the purchaser of the common units, including depreciation deductions and gains and losses on sales of assets, based upon the new unitholder’s purchase price for the common units.

We conduct certain of our operations through taxable wholly owned corporate subsidiaries. We account for income taxes related to our taxable subsidiaries using the asset and liability method. Under this method, we recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. We measure deferred taxes using enacted tax rates expected to apply to taxable income in the year those temporary differences are expected to be recovered or settled.

We recognize a tax position if it is more-likely-than-not that the tax position will be sustained, based on the technical merits of the position, upon examination. We record uncertain tax positions in the financial statements at the largest amount of benefit that is more-likely-than-not to be realized. We had no unrecognized tax benefits as of December 31, 2009 and 2008.

NuStar Energy or certain of its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. For U.S. federal and state purposes, tax years subject to examination are 2005 through 2009 and for our major non-U.S. jurisdictions, tax years subject to examination are 2003 through 2009, both according to standard statute of limitations.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

***Asset Retirement Obligations***

We record a liability for asset retirement obligations, at the fair value of the estimated costs to retire a tangible long-lived asset at the time we incur that liability, which is generally when the asset is purchased, constructed or leased, when we have a legal obligation to incur costs to retire the asset and when a reasonable estimate of the fair value of the obligation can be made. If a reasonable estimate cannot be made at the time the liability is incurred, we record the liability when sufficient information is available to estimate the fair value.

We have asset retirement obligations with respect to certain of our assets due to various legal obligations to clean and/or dispose of those assets at the time they are retired. However, these assets can be used for an extended and indeterminate period of time as long as they are properly maintained and/or upgraded. It is our practice and current intent to maintain our assets and continue making improvements to those assets based on technological advances. As a result, we believe that our assets have indeterminate lives for purposes of estimating asset retirement obligations because dates or ranges of dates upon which we would retire these assets cannot reasonably be estimated at this time. When a date or range of dates can reasonably be estimated for the retirement of any asset, we estimate the costs of performing the retirement activities and record a liability for the fair value of these costs.

We also have legal obligations in the form of leases and right-of-way agreements, which require us to remove certain of our assets upon termination of the agreement. However, these lease or right-of-way agreements generally contain automatic renewal provisions that extend our rights indefinitely or we have other legal means available to extend our rights. We have recorded a liability of approximately \$0.6 million as of December 31, 2009 and 2008, which is included in “Other long-term liabilities” in the consolidated balance sheets, for conditional asset retirement obligations related to the retirement of terminal assets with lease and right-of-way agreements.

***Environmental Remediation Costs***

Environmental remediation costs are expensed and an associated accrual established when site restoration and environmental remediation and cleanup obligations are either known or considered probable and can be reasonably estimated. These environmental obligations are based on estimates of probable undiscounted future costs over a 20-year time period using currently available technology and applying current regulations, as well as our own internal environmental policies. The environmental liabilities have not been reduced by possible recoveries from third parties. Environmental costs include initial site surveys, costs for remediation and restoration and ongoing monitoring costs, as well as fines, damages and other costs, when estimable. Adjustments to initial estimates are recorded, from time to time, to reflect changing circumstances and estimates based upon additional information developed in subsequent periods.

***Product Imbalances***

We incur product imbalances as a result of variances in pipeline meter readings and volume fluctuations within the East Pipeline system due to pressure and temperature changes. We use quoted market prices as of the reporting date to value our assets and liabilities related to product imbalances. Product imbalance liabilities are included in “Accrued liabilities” and product imbalance assets are included in “Other current assets” in the consolidated balance sheets.

***Revenue Recognition***

Revenues for the storage segment include fees for tank storage agreements, whereby a customer agrees to pay for a certain amount of storage in a tank over a period of time (storage lease revenues), and throughput agreements, whereby a customer pays a fee per barrel for volumes moving through our terminals and tanks (throughput revenues). Our terminals also provide blending, handling and filtering services. Our facilities at Point Tupper and St. Eustatius also charge fees to provide ancillary services such as pilotage, tug assistance, line handling, launch service, emergency response services and other ship services. Storage lease revenues are recognized when services are provided to the customer. Throughput revenues are recognized as refined products are received in or delivered out of our terminal and as crude oil and certain other refinery feedstocks are received by the related refinery. Revenues for ancillary services are recognized as those services are provided.

Revenues for the transportation segment are derived from interstate and intrastate pipeline transportation of refined product, crude oil and anhydrous ammonia. Transportation revenues (based on pipeline tariffs) are recognized as the refined product, crude oil or anhydrous ammonia is delivered out of the pipelines.

Revenues from the sale of asphalt and other petroleum products, which are included in our asphalt and fuels marketing segment, are recognized when product is delivered to the customer and title and risk pass to the customer. Additionally,

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

the revenues of our asphalt and fuels marketing segment include the mark-to-market impact of certain derivative instruments that are part of our limited trading program.

We collect taxes on certain revenue transactions to be remitted to governmental authorities, which may include sales, use, value added and some excise taxes. These taxes are not included in revenue.

***Income Allocation***

Our net income for each quarterly reporting period is first allocated to the general partner in an amount equal to the general partner's incentive distribution calculated based upon the declared distribution for the respective reporting period. We allocate the remaining net income among the limited and general partners in accordance with their respective 98% and 2% interests.

***Net Income per Unit Applicable to Limited Partners***

We have identified the general partner interest and incentive distribution rights (IDR) as participating securities and use the two-class method when calculating the net income per unit applicable to limited partners, which is based on the weighted-average number of common units outstanding during the period.

In 2008, the Financial Accounting Standards Board (FASB) provided additional guidance clarifying the application of the two-class method to calculate earnings per unit for master limited partnerships with IDR that are accounted for as equity interests. Under the new guidance, effective January 1, 2009, a master limited partnership must allocate earnings to its IDR in the calculation of earnings per unit. The terms of our partnership agreement limit distributions to the IDR holders to the amount of available cash calculated for the period. As a result, IDR are not allocated undistributed earnings or distributions in excess of earnings, thus the effect of adopting the additional guidance was not significant to our calculation of earnings per unit. Previous periods have been restated to conform to this presentation. Basic and diluted net income per unit applicable to limited partners are the same as we have no potentially dilutive securities outstanding.

***Comprehensive Income***

Comprehensive income consists of net income and other gains and losses affecting partners' equity that are excluded from net income, such as foreign currency translation adjustments and mark-to-market adjustments on derivative instruments designated and qualifying as cash flow hedges.

***Derivative Financial Instruments***

We are a party to certain interest rate swap agreements for the purpose of hedging the interest rate risk associated with a portion of our fixed-rate senior notes. We account for the interest rate swaps as fair value hedges and recognize the fair value of each interest rate swap in the consolidated balance sheet as either an asset or liability. The interest rate swap agreements qualify for the shortcut method of accounting. As a result, changes in the fair value of the swaps completely offset the changes in the fair value of the underlying hedged debt.

We record commodity derivative instruments in the consolidated balance sheets as assets or liabilities at fair value based on quoted market prices. We recognize mark-to-market adjustments for derivative instruments designated and qualifying as fair value hedges (Fair Value Hedges) and the related change in the fair value of the associated hedged physical inventory or firm commitment within "Cost of product sales." For derivative instruments designated and qualifying as cash flow hedges (Cash Flow Hedges), we record the effective portion of mark-to-market adjustments as a component of "Accumulated other comprehensive income" until the underlying hedged forecasted transactions occur and are recognized in income. Any hedge ineffectiveness is recognized immediately in "Cost of product sales." Once a hedged transaction occurs, we reclassify the effective portion from "Accumulated other comprehensive income" to "Cost of product sales." For derivative instruments that do not qualify for hedge accounting (Economic Hedges), we record the mark-to-market adjustments in "Cost of product sales."

From time to time, we also enter into derivative commodity instruments based on our analysis of market conditions in order to attempt to profit from market fluctuations. These derivative instruments are financial positions entered into without underlying physical inventory and are not considered hedges. We record these derivatives in the consolidated balance sheets as assets or liabilities at fair value with mark-to-market adjustments recorded in "Product sales."

All cash flows associated with our commodity derivative instruments are classified as operating cash flows in the Consolidated Statements of Cash Flows.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

***Operating Leases***

We recognize rent expense on a straight-line basis over the lease term, including the impact of both scheduled rent increases and free or reduced rents (commonly referred to as “rent holidays”).

***Unit-based Compensation***

NuStar GP, LLC, a wholly owned subsidiary of NuStar GP Holdings, has adopted various long-term incentive plans, which provide the Compensation Committee of the Board of Directors of NuStar GP, LLC with the right to grant employees and directors of NuStar GP, LLC providing services to NuStar Energy the right to receive NS common units. NuStar GP, LLC accounts for awards of NS unit options and restricted units at fair value as a derivative, whereby a liability for the award is recorded at inception. Subsequent changes in the fair value of the award are included in the determination of net income. NuStar GP, LLC determines the fair value of NS unit options using the Black-Scholes model at each reporting date. NuStar GP, LLC determines the fair value of NS restricted units using the market price of NS common units at each reporting date. NuStar GP, LLC records compensation expense each reporting period such that the cumulative compensation expense recognized equals the current fair value of the percentage of the award that has vested. NuStar GP, LLC records compensation expense related to NS unit options until such options are exercised, and compensation expense related to NS restricted units until the date of vesting.

NuStar GP Holdings has adopted a long-term incentive plan that provides the Compensation Committee of the Board of Directors of NuStar GP Holdings with the right to grant employees, consultants and directors of NuStar GP Holdings and its affiliates, including NuStar GP, LLC, rights to receive NuStar GP Holdings common units. NuStar GP Holdings accounts for awards of NSH restricted units and unit options granted to its directors or employees of NuStar GP, LLC at fair value. The fair value of NSH unit options is determined using the Black-Scholes model at the grant date, and the fair value of the NSH restricted unit equals the market price of NSH common units at the grant date. NuStar GP Holdings recognizes compensation expense for NSH restricted units and unit options ratably over the vesting period based on the fair value of the units at the grant date.

We reimburse NuStar GP, LLC for the expenses resulting from NS and NSH awards to employees and directors of NuStar GP, LLC. We include such compensation expense in “General and administrative expenses” on the consolidated statements of income. We do not reimburse our general partner for the expense resulting from NSH awards to non-employee directors of NuStar GP Holdings.

Under these long-term incentive plans, certain awards provide that employees vest in the award when they retire or will continue to vest in the award after retirement over the nominal vesting period established in the award. We accounted for awards granted through 2005 by recognizing compensation expense over the nominal vesting period. We changed our method of recognizing compensation expense to the non-substantive vesting period approach for any awards granted after January 1, 2006. Under the non-substantive vesting period approach, compensation expense is recognized immediately for awards granted to retirement-eligible employees or over the period from the grant date to the date retirement eligibility is achieved if that date is expected to occur during the nominal vesting period.

***Margin Deposits***

Margin deposits relate to our exchange-traded derivative contracts and generally vary based on changes in the value of the contracts. Margin deposits are included in “Other current assets” in the consolidated balance sheets.

***Reclassifications***

Certain previously reported amounts in the 2008 and 2007 consolidated financial statements have been reclassified to conform to the 2009 presentation.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**3. NEW ACCOUNTING PRONOUNCEMENTS**

***Fair Value Measurements***

In January 2010, the FASB issued additional guidance that requires new disclosures regarding significant transfers in and out of Level 1 and Level 2 fair value measurements and additional information on the roll forward of Level 3 fair value measurements. This guidance also clarified the existing provisions on determining the appropriate classes of assets and liabilities to be reported and disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This additional guidance is effective for interim and annual periods beginning after December 15, 2009, with the exception of the new requirements in the Level 3 roll forward, which will be effective for fiscal years beginning after December 15, 2010. We adopted these provisions effective January 1, 2010 and do not expect them to have a material impact on our disclosures.

In August 2009, the FASB clarified the guidance on the fair value measurement of liabilities for circumstances in which a quoted price in an active market for an identical liability is not available. This guidance is effective the first reporting period after issuance. Accordingly, we adopted these provisions effective October 1, 2009, and they did not materially affect our financial position or results of operations.

***Variable Interest Entities***

In June 2009, the FASB amended certain requirements related to variable interest entities (VIEs), including the requirements for determining whether an entity is a VIE or the primary beneficiary of a VIE. In addition, the amended requirements include additional disclosures about an entity's involvement with a VIE. These amended requirements become effective as of the beginning of a company's first annual reporting period that begins after November 15, 2009 and for interim periods within that first annual reporting period. Accordingly, we will be required to comply with the amended requirements on January 1, 2010 and do not expect them to materially affect our financial position or results of operations.

**4. ACQUISITIONS AND DISPOSITIONS**

***CITGO Asphalt Refining Company Asphalt Operations and Assets***

On March 20, 2008, we acquired CITGO Asphalt Refining Company's asphalt operations and assets (the East Coast Asphalt Operations) for approximately \$840.4 million. The East Coast Asphalt Operations include a 74,000 barrels-per-day (BPD) asphalt refinery in Paulsboro, New Jersey, a 30,000 BPD asphalt refinery in Savannah, Georgia and three asphalt terminals in Paulsboro, New Jersey, Savannah, Georgia and Wilmington, North Carolina.

We funded the acquisition with proceeds from our common unit offerings in November 2007 and April 2008, related contributions from our general partner to maintain its 2% interest, proceeds from our issuance of \$350.0 million of senior notes and borrowings under our revolving credit agreement. The results of operations for the refineries, including the two related terminals in Paulsboro and Savannah, as well as the associated marketing activities, are included in the asphalt and fuels marketing segment. The results of operations for the Wilmington terminal are included in the storage segment.

The acquisition of the East Coast Asphalt Operations complemented our existing asphalt marketing operations by giving us exposure to the largest asphalt market in the United States, diversifying our customer base and expanding our geographic presence.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The acquisition of the East Coast Asphalt Operations was accounted for using the purchase method. The purchase price was allocated based on the estimated fair values of the individual assets acquired and liabilities assumed at the date of acquisition. The purchase price and final purchase price allocation were as follows (in thousands):

Cash paid for the East Coast Asphalt Operations	\$ 801,686
Transaction costs	1,498
Total cash paid	803,184
Fair value of liabilities assumed	37,238
Purchase price	\$ 840,422
Inventories	\$ 327,312
Other current assets	1,439
Property, plant and equipment	450,310
Goodwill	22,132
Intangible assets	11,510
Other long-term assets	27,719
Purchase price allocation	\$ 840,422

The consolidated statements of income include the results of operations for the East Coast Asphalt Operations commencing on March 20, 2008. The unaudited pro forma financial information presented below combines the historical financial information for the East Coast Asphalt Operations and the Partnership for those periods. This information assumes that we:

- completed the acquisition of the East Coast Asphalt Operations on January 1, 2007;
- issued approximately 7.7 million common units for net proceeds of \$379.3 million;
- received a contribution from our general partner of approximately \$8.0 million to maintain its 2% interest;
- issued \$350.0 million of 7.65% senior notes; and
- borrowed approximately \$69.0 million under our revolving credit agreement.

The following unaudited pro forma information is not necessarily indicative of the results of future operations:

	<b>Year Ended December 31,</b>	
	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars, Except Per Unit Data)	
Revenues	\$ 5,008,623	\$ 3,395,379
Operating income	318,626	241,181
Net income	254,539	168,028
Net income per unit applicable to limited partners	\$ 4.13	\$ 2.64

***Sale of Investment in Skelly-Belvieu***

On December 1, 2008, we agreed to dispose of our interest in Skelly-Belvieu. We received proceeds of \$36.0 million and recognized a gain of \$18.9 million in "Other income, net" in the consolidated statements of income.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**5. ALLOWANCE FOR DOUBTFUL ACCOUNTS**

The changes in the allowance for doubtful accounts consisted of the following:

	<b>Year Ended December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Balance as of beginning of year	\$ 1,174	\$ 365
Increase in allowance	613	973
Accounts charged against the allowance, net of recoveries	(453)	(119)
Foreign currency translation	17	(45)
Balance as of end of year	<u>\$ 1,351</u>	<u>\$ 1,174</u>

**6. INVENTORIES**

Inventories consisted of the following:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Crude oil	\$ 74,250	\$ 14,912
Finished products	302,980	205,662
Total	<u>\$ 377,230</u>	<u>\$ 220,574</u>

We purchase crude oil for the production of asphalt and other refined products. Our “Finished products” consist of asphalt, intermediates, gasoline, distillates and other petroleum products. We purchase gasoline, distillates and other petroleum products for resale.

**7. OTHER CURRENT ASSETS**

Other current assets consisted of the following:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Margin deposits	\$ 38,650	\$ -
Prepaid expenses	16,845	13,882
Product advances	13,045	-
Supplies	10,617	9,402
Product imbalances	2,096	11,502
Derivatives, net	-	3,610
Other	2,433	3,925
Other current assets	<u>\$ 83,686</u>	<u>\$ 42,321</u>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**8. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment, at cost, consisted of the following:

	<b>Estimated Useful Lives</b> (Years)	<b>December 31,</b>	
		<b>2009</b>	<b>2008</b>
		(Thousands of Dollars)	
Land	-	\$ 118,040	\$ 114,323
Land and leasehold improvements	10 - 35	98,272	91,843
Buildings	15 - 40	56,992	46,663
Pipelines, storage and terminals	20 - 35	2,843,163	2,688,198
Refining equipment	20 - 35	424,220	412,549
Rights-of-way	20 - 40	101,587	102,336
Construction in progress	-	79,630	51,661
Total		3,721,904	3,507,573
Less accumulated depreciation and amortization		(693,708)	(565,749)
Property, plant and equipment, net		\$ <u>3,028,196</u>	\$ <u>2,941,824</u>

Capitalized interest costs included in property, plant and equipment totaled \$1.7 million, \$5.1 million and \$6.0 million for the years ended December 31, 2009, 2008 and 2007, respectively. Depreciation and amortization expense for property, plant and equipment totaled \$136.1 million, \$125.3 million and \$102.8 million for the years ended December 31, 2009, 2008 and 2007, respectively.

**9. INTANGIBLE ASSETS**

Intangible assets consisted of the following:

	<b>December 31, 2009</b>		<b>December 31, 2008</b>	
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Cost</b>	<b>Accumulated Amortization</b>
(Thousands of Dollars)				
<b>Intangible assets subject to amortization:</b>				
Customer relationships	\$ 70,410	\$ (28,529)	\$ 70,410	\$ (21,476)
Non-compete agreements	1,515	(1,515)	1,515	(1,464)
Terminalling agreement	1,000	(1,000)	1,000	(667)
Other	2,809	(563)	2,809	(423)
Total	\$ <u>75,734</u>	\$ <u>(31,607)</u>	\$ <u>75,734</u>	\$ <u>(24,030)</u>

All of our intangible assets are subject to amortization. Amortization expense for intangible assets was \$7.6 million for each of the years ended December 31, 2009 and 2008 and \$7.2 million for the year ended December 31, 2007. The estimated aggregate amortization expense for the next five years is as follows:

	Amortization Expense (Thousands of Dollars)
2010	\$ 7,193
2011	7,193
2012	7,103
2013	7,103
2014	7,103

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**10. ACCRUED LIABILITIES**

Accrued liabilities consisted of the following:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Derivative liabilities	\$ 30,788	-
Employee wages and benefit costs	15,959	16,921
Unearned income	4,714	2,322
Environmental costs	2,798	3,994
Product imbalances	676	2,193
Deferred insurance proceeds	-	2,674
Other	9,716	9,350
Accrued liabilities	<u>\$ 64,651</u>	<u>\$ 37,454</u>

**11. DEBT**

Long-term debt consisted of the following:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
\$1.2 billion revolving credit agreement	\$ 525,126	\$ 555,294
7.65% senior notes due 2018, net of unamortized discount of (\$610) in 2009 and (\$661) in 2008	349,390	349,339
6.05% senior notes due 2013, net of unamortized discount of (\$209) in 2009 and (\$273) in 2008 and a fair value adjustment of \$5,885 in 2009 and \$10,433 in 2008	235,608	240,092
6.875% senior notes due 2012, net of unamortized discount of (\$80) in 2009 and (\$111) in 2008 and a fair value adjustment of \$2,738 in 2009 and \$4,851 in 2008	102,658	104,740
7.75% senior notes due 2012, including a fair value adjustment of \$16,148 in 2009 and \$22,522 in 2008	266,148	272,522
5.875% senior notes due 2013, including a fair value adjustment of \$7,178 in 2009 and \$8,982 in 2008	257,178	258,982
UK term loan	33,917	30,748
Gulf Opportunity Zone revenue bonds	56,200	56,200
Port Authority of Corpus Christi note payable	3,538	4,811
Total debt	1,829,763	1,872,728
Less current portion	(770)	(713)
Long-term debt, less current portion	<u>\$ 1,828,993</u>	<u>\$ 1,872,015</u>

The long-term debt repayments are due as follows (in thousands):

2010	\$ 770
2011	832
2012	909,942
2013	480,902
2014	67
Thereafter	406,200
Total repayments	1,798,713
Net fair value adjustment and unamortized discount	31,050
Total debt	<u>\$ 1,829,763</u>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Interest payments totaled \$95.3 million, \$103.9 million and \$89.5 million for the years ended December 31, 2009, 2008 and 2007, respectively.

***NuStar Logistics' 7.65%, 6.05% and 6.875% Senior Notes***

The \$350.0 million of 7.65% senior notes mature in 2018, with interest payable semi-annually in arrears on April 15 and October 15 of each year. The interest rate payable on the notes is subject to adjustment if our debt rating is downgraded (or subsequently upgraded) by certain credit rating agencies.

The \$229.9 million of 6.05% senior notes mature in 2013, with interest payable semi-annually in arrears on March 15 and September 15 of each year.

The \$100.0 million of 6.875% senior notes mature in 2012, with interest payable semi-annually in arrears on January 15 and July 15 of each year.

The 7.65%, 6.05% and the 6.875% senior notes do not have sinking fund requirements. These notes rank equally with existing senior unsecured indebtedness of NuStar Logistics and contain restrictions on NuStar Logistics' ability to incur secured indebtedness unless the same security is also provided for the benefit of holders of the senior notes. In addition, the senior notes limit NuStar Logistics' ability to incur indebtedness secured by certain liens and to engage in certain sale-leaseback transactions.

At the option of NuStar Logistics, the 6.05% and the 6.875% senior notes may be redeemed in whole or in part at any time at a redemption price, which includes a make-whole premium, plus accrued and unpaid interest to the redemption date. Those notes also include a change-in-control provision, which requires that (1) an investment-grade entity own, directly or indirectly, 51% of our general partner interests; and (2) we (or an investment-grade entity) own, directly or indirectly, all of the general partner and limited partner interests in NuStar Logistics.

***NuPOP's 7.75% and 5.875% Senior Notes***

As a result of the Kaneb Acquisition, we assumed the outstanding senior notes issued by NuPOP, having an aggregate face value of \$500.0 million, and an aggregate fair value of \$555.0 million. We use the effective interest method to amortize the difference between the fair value and the face value of the senior notes as a reduction of interest expense over the remaining lives of the senior notes.

The senior notes were issued in two series, the first of which bears interest at 7.75% annually (due semi-annually on February 15 and August 15) and matures February 15, 2012. The second series bears interest at 5.875% annually (due on June 1 and December 1) and matures June 1, 2013.

The 7.75% and 5.875% senior notes do not contain sinking fund requirements. These notes contain restrictions on our ability to incur indebtedness secured by liens, to engage in certain sale-leaseback transactions, to engage in certain transactions with affiliates, as defined, and to utilize proceeds from the disposition of certain assets. At the option of NuPOP, the 7.75% and 5.875% senior notes may be redeemed in whole or in part at any time at a redemption price, which includes a make-whole premium, plus accrued and unpaid interest to the redemption date.

The senior notes issued by NuStar Logistics are fully and unconditionally guaranteed by NuStar Energy. In connection with the Kaneb Acquisition, NuStar Energy fully and unconditionally guaranteed the outstanding senior notes issued by NuPOP. Additionally, effective July 1, 2005, both NuStar Logistics and NuPOP fully and unconditionally guaranteed the outstanding senior notes of the other. NuPOP will be released from its guarantee of senior notes issued by NuStar Logistics when it no longer guarantees any obligations of NuStar Energy, or any of its subsidiaries, including NuStar Logistics, under any bank facility or public debt instrument.

***2007 Revolving Credit Agreement***

NuStar Logistics is party to a \$1.2 billion five-year revolving credit agreement (the 2007 Revolving Credit Agreement), which includes the ability to borrow up to the equivalent of \$250 million in Euros. Obligations under the 2007 Revolving Credit Agreement are guaranteed by NuStar Energy and NuPOP. NuPOP will be released from its guarantee of the 2007 Revolving Credit Agreement when it no longer guarantees NuStar Logistics' public debt instruments.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The 2007 Revolving Credit Agreement bears interest, at our option, based on either an alternative base rate or a LIBOR based rate, which was 1.0% as of December 31, 2009. The weighted-average interest rate related to borrowings under the 2007 Revolving Credit Agreement during the year ended December 31, 2009 was 1.0%.

The lenders under the 2007 Revolving Credit Agreement include Lehman Brothers Bank, FSB (LB Bank), a subsidiary of Lehman Brothers Holdings Inc. (Lehman), which filed for bankruptcy protection in October 2008. LB Bank's participation in the 2007 Revolving Credit Agreement totaled \$42.5 million, of which \$5.0 million remained outstanding as of December 31, 2009. As a result of Lehman's bankruptcy filing in October 2008, LB Bank has elected not to fund its pro rata share of any future borrowings we request, which reduced the total commitment under the 2007 Revolving Credit Agreement to approximately \$1.2 billion. Excluding LB Bank's participation, we had \$624.6 million available for borrowing under the 2007 Revolving Credit Agreement as of December 31, 2009. If other lenders under the 2007 Revolving Credit Agreement file for bankruptcy or experience severe financial hardship due to disruptions and steep declines in the global financial markets and tightening credit supply, they may not honor their pro rata share of our borrowing requests.

The 2007 Revolving Credit Agreement includes restrictive covenants, including a prohibition on distributions if any defaults, as defined in the agreements, exist or would result from the distribution. The 2007 Revolving Credit Agreement also requires us to maintain, as of the end of each rolling period, consisting of any period of four consecutive fiscal quarters, a consolidated debt coverage ratio (consolidated indebtedness to consolidated EBITDA, as defined in the 2007 Revolving Credit Agreement) not to exceed 5.00-to-1.00; provided, that if at any time NuStar Energy or any of its restricted subsidiaries consummates an acquisition for an aggregate net consideration of at least \$100 million, then for two rolling periods, the last day of which immediately follows the day on which such acquisition is consummated, the maximum consolidated debt coverage ratio will increase to 5.50-to-1.00. This consolidated debt coverage ratio may restrict the amount we can borrow without exceeding the maximum allowed limit to an amount less than the total amount available for borrowing. As of December 31, 2009, the consolidated debt coverage ratio was 4.1x.

***UK Term Loan***

NuPOP's UK subsidiary, NuStar Terminals Limited, is the party to the £21 million amended and restated term loan agreement (the UK Term Loan), which bears interest at 6.65% annually and matures on December 11, 2012. Management believes that we are in compliance with all ratios and covenants of the UK Term Loan as of December 31, 2009, which are substantially the same as the 2007 Revolving Credit Agreement.

Our other long-term debt obligations do not contain any financial covenants. However, a default under any of our debt instruments would be considered an event of default under all of our debt instruments.

***Gulf Opportunity Zone Revenue Bonds***

On June 26, 2008, the Parish of St. James, where our St. James, Louisiana, terminal is located, issued \$56.2 million of Revenue Bonds (NuStar Logistics, L.P. Project) Series 2008 associated with our St. James terminal expansion. The bonds mature on June 1, 2038. The interest rate is based on a weekly tax-exempt bond market interest rate and is paid monthly. The average interest rate was 0.5% for the year ended December 31, 2009. Following the issuance, the proceeds were deposited with a trustee and will be disbursed to us upon our request for reimbursement of expenditures related to our St. James terminal expansion. As of December 31, 2009, we have received \$55.5 million from the trustee, of which \$3.2 million was received during the year ended December 31, 2009. As of December 31, 2009, the remaining \$0.7 million in trust are included in "Other long-term assets, net," and the \$56.2 million obligation is included in "Long-term debt, less current portion" in our consolidated balance sheets.

NuStar Logistics is solely obligated to service the principal and interest payments associated with the bonds. One of the lenders under our 2007 Revolving Credit Agreement issued a letter of credit in the amount of \$56.9 million on our behalf, to guarantee the payment of interest and principal on the bonds. This letter of credit ranks equally with existing senior unsecured indebtedness of NuStar Logistics and was issued under our 2007 Revolving Credit Agreement.

***Port Authority of Corpus Christi Note Payable***

The proceeds from the original \$12.0 million note payable due to the Port of Corpus Christi Authority of Nueces County, Texas (Port Authority of Corpus Christi) were used for the construction of a crude oil storage facility in Corpus Christi, Texas. The note payable is due in annual installments of \$1.2 million through December 31, 2015 and is collateralized by the crude oil storage facility. Interest on the unpaid principal balance accrues at a rate of 8.0% per annum. The land on

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

which the crude oil storage facility was constructed is leased from the Port Authority of Corpus Christi. The wharfage and dockage fees paid to the Port Authority of Corpus Christi in connection with the use of the crude oil storage facility have exceeded certain limits per the terms of the note, which have accelerated the repayment of the unpaid principal balance.

***Line of Credit***

As of December 31, 2009, we had one short-term line of credit with an uncommitted borrowing capacity of up to \$20.0 million. The interest rate and maturity vary and are determined at the time of the borrowing. The interest rate fluctuates with the Federal Funds rate.

We borrowed and repaid \$448.8 million during the year ended December 31, 2009 under this line of credit based on liquidity needs. Outstanding borrowings on this line of credit totaled \$20.0 million as of December 31, 2009 at an interest rate of 2.4%. The weighted-average interest rate related to outstanding borrowings under this short-term line of credit during the year ended December 31, 2009 was 2.4%.

**12. HEALTH, SAFETY AND ENVIRONMENTAL MATTERS**

Our operations are subject to extensive federal, state and local environmental laws and regulations, including those relating to the discharge of materials into the environment, waste management, pollution prevention measures, pipeline integrity and operator qualifications, among others. Our operations are also subject to extensive federal and state health and safety laws and regulations, including those relating to pipeline safety. The principal environmental and safety risks associated with our operations relate to unauthorized emissions into the air, unauthorized releases into soil, surface water or groundwater, and personal injury and property damage. Compliance with these environmental and safety laws, regulations and permits increases our capital expenditures and our overall cost of business, and violations of these laws, regulations and/or permits can result in significant civil and criminal liabilities, injunctions or other penalties.

The pipelines in the Central West System, the East Pipeline, the North Pipeline and the Ammonia Pipeline are subject to federal regulation by one or more of the following governmental agencies or laws: the Federal Energy Regulatory Commission (the FERC), the Surface Transportation Board (the STB), the Department of Transportation (DOT), the Environmental Protection Agency (EPA) and the Homeland Security Act. Additionally, the operations and integrity of the pipelines are subject to the respective state jurisdictions along the route of the systems.

We have adopted policies, practices and procedures in the areas of pollution control, pipeline integrity, operator qualifications, public relations and education, product safety, process safety, occupational health and the handling, storage, use and disposal of hazardous materials that are designed to prevent material environmental or other damage, to ensure the safety of our pipelines, our employees, the public and the environment and to limit the financial liability that could result from such events. Future governmental action and regulatory initiatives could result in changes to expected operating permits and procedures, additional remedial actions or increased capital expenditures and operating costs that cannot be assessed with certainty at this time. In addition, contamination resulting from spills of petroleum products occurs within the industry. Risks of additional costs and liabilities are inherent within the industry, and there can be no assurances that significant costs and liabilities will not be incurred in the future.

Environmental and safety exposures and liabilities are difficult to assess and estimate due to unknown factors such as the timing and extent of remediation, the determination of our liability in proportion to other parties, improvements in cleanup technologies and the extent to which environmental and safety laws and regulations may change in the future. Although environmental and safety costs may have a significant impact on the results of operations for any single period, we believe that such costs will not have a material adverse effect on our financial position.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The balance of and changes in the accruals for environmental matters were as follows:

	<b>Year Ended December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Balance as of beginning of year	\$ 10,270	\$ 11,124
Additions to accrual	2,248	4,393
Payments	(3,241)	(4,877)
Foreign currency translation	107	(370)
Balance as of end of year	<u>\$ 9,384</u>	<u>\$ 10,270</u>

Accruals for environmental matters are included in the consolidated balance sheets as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Accrued liabilities	\$ 2,798	\$ 3,994
Other long-term liabilities	6,586	6,276
Accruals for environmental matters	<u>\$ 9,384</u>	<u>\$ 10,270</u>

### 13. COMMITMENTS AND CONTINGENCIES

#### *Contingencies*

We have contingent liabilities resulting from various litigation, claims and commitments, the most significant of which are discussed below. We record accruals for loss contingencies when losses are considered probable and can be reasonably estimated. Legal fees associated with defending the Partnership in legal matters are expensed as incurred. As of December 31, 2009, we have accrued \$0.5 million related to settled matters and \$74.4 million for contingent losses. The amount that will ultimately be paid related to these matters may differ from the recorded accruals, and the timing of such payments is uncertain.

*Grace Energy Corporation Matter.* In 1997, Grace Energy Corporation (Grace Energy) sued subsidiaries of Kaneb in Texas state court. The complaint sought recovery of the cost of remediation of fuel leaks in the 1970s from a pipeline that had once connected a former Grace Energy terminal with Otis Air Force Base in Massachusetts (Otis AFB). Grace Energy alleges the Otis AFB pipeline and related environmental liabilities had been transferred in 1978 to an entity that was part of Kaneb's acquisition of Support Terminal Services, Inc. and its subsidiaries from Grace Energy in 1993. Kaneb contends that it did not acquire the Otis AFB pipeline and never assumed any responsibility for any associated environmental damage.

In 2000, the court entered final judgment that: (i) Grace Energy could not recover its own remediation costs of \$3.5 million, (ii) Kaneb owned the Otis AFB pipeline and its related environmental liabilities and (iii) Grace Energy was awarded \$1.8 million in attorney costs. Both Kaneb and Grace Energy appealed the final judgment of the trial court to the Texas Court of Appeals in Dallas. In 2001, Grace Energy filed a petition in bankruptcy, which created an automatic stay of actions against Grace Energy. In September 2008, Grace Energy filed its Joint Plan of Reorganization and Disclosure Statement.

The Otis AFB is a part of a Superfund Site pursuant to the Comprehensive Environmental Response Compensation and Liability Act (CERCLA). The site contains a number of groundwater contamination plumes, two of which are allegedly associated with the Otis AFB pipeline. Relying on the final judgment of the Texas state court assigning ownership of the Otis AFB pipeline to Kaneb, the U.S. Department of Justice (the DOJ) advised Kaneb in 2001 that it intends to seek reimbursement from Kaneb for the remediation costs associated with the two plumes. In November 2008, the DOJ forwarded information to us indicating that the past and estimated future remediation expenses associated with one plume are \$71.9 million. The DOJ has indicated that they will not seek recovery of remediation costs for the second plume. The

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

DOJ has not filed a lawsuit against us related to this matter, and we have not made any payments toward costs incurred by the DOJ. We are currently in settlement discussions with other potentially responsible parties and the DOJ and a change in our estimate of this liability may occur in the near term. However, any settlement agreement that is reached must be approved by multiple parties and requires the approval of the bankruptcy court and the federal district court. We cannot currently estimate when or if a settlement will be finalized.

*Eres Matter.* In August 2008, Eres N.V. (Eres) forwarded a demand for arbitration to CITGO Asphalt Refining Company (CARCO), CITGO Petroleum Corporation (CITGO), NuStar Asphalt Refining, LLC (NuStar Asphalt) and NuStar Marketing LLC (NuStar Marketing, and together with CARCO, CITGO and NuStar Asphalt, the Defendants) contending that the Defendants are in breach of a tanker voyage charter party agreement, dated November 2004, between Eres and CARCO (the Charter Agreement). The Charter Agreement provides for CARCO's use of Eres' vessels for the shipment of asphalt. Eres contends that NuStar Asphalt and/or NuStar Marketing (together, the NuStar Entities) assumed the Charter Agreement when NuStar Asphalt purchased the CARCO assets, and that the Defendants have failed to perform under the Charter Agreement since January 1, 2008. Eres seeks to compel the Defendants to arbitrate a breach of contract claim in which Eres values its damages at approximately \$78.1 million. CITGO/CARCO also contend that the NuStar Entities assumed the Eres contract and they have demanded that the NuStar Entities defend and indemnify them against Eres' claims. Eres' motion to compel arbitration and CITGO/CARCO's indemnity claims are currently pending in the U.S. District Court for the Southern District of Texas. We intend to vigorously defend against these claims.

*Department of Justice Matter.* In February 2008, the DOJ advised us that the EPA has requested that the DOJ initiate a lawsuit against NuPOP for (a) failing to prepare adequate Facility Response Plans, as required by Section 311(j)(5) of the Clean Water Act, 33 U.S.C. §1321(j), for certain of our pipeline terminals located in Region VII, by August 30, 1994, and (b) maintaining Spill Prevention, Control and Countermeasure Plans (SPCC) Plans at the terminal that deviate from the SPCC regulations, 40 C.F.R. §112.3. A Facility Response Plan is a plan for responding to a worst case discharge, and to a substantial threat of such a discharge, of oil or hazardous substances. The SPCC rule requires specific facilities to prepare, amend and implement plans to prevent, prepare and respond to oil discharges to navigable waters and adjoining shorelines. We are currently in settlement negotiations with the DOJ to resolve these matters.

*Other.* We are also a party to additional claims and legal proceedings arising in the ordinary course of business. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our results of operations, financial position or liquidity. It is possible that if one or more of the matters described above were decided against us, the effects could be material to our results of operations in the period in which we would be required to record or adjust the related liability and could also be material to our cash flows in the periods we would be required to pay such liability.

**Commitments**

Future minimum rental payments applicable to all noncancellable operating leases and purchase obligations as of December 31, 2009 are as follows:

	<u>Payments Due by Period</u>					<u>There- after</u>	<u>Total</u>
	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>		
	(Thousands of Dollars)						
Operating leases	\$ 51,734	\$ 60,808	\$ 44,415	\$ 41,453	\$ 37,760	\$ 187,638	\$ 423,808
Purchase obligations:							
Crude oil	1,943,668	1,943,668	1,943,668	1,943,668	1,943,670	485,917	10,204,259
Other purchase obligations	23,561	18,329	2,197	1,036	744	-	45,867

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Rental expense for all operating leases totaled \$64.8 million, \$45.2 million and \$21.0 million for the years ended December 31, 2009, 2008 and 2007, respectively. Our operating leases consist primarily of the following:

- a ten-year lease for tugs and barges utilized at our St. Eustatius facility for bunker fuel sales, with two five-year renewal options;
- a five-year lease for tugs utilized at our Point Tupper facility for bunker fuel sales, with a two-year renewal option;
- a five-year lease related to our asphalt and fuels marketing segment for tugs and barges utilized on the east coast;
- leases related to our asphalt and fuels marketing segment for storage capacity at third-party terminals with lease terms generally ranging from two to five years; and
- land leases at various terminal facilities.

Our crude oil purchase obligations result from a crude supply agreement (CSA) we entered into simultaneously with the acquisition of the East Coast Asphalt Operations. Under the CSA, we committed to purchase an annual average of 75,000 barrels per day of crude oil over a minimum seven-year period from an affiliate of Petróleos de Venezuela S. A. (PDVSA), the national oil company of Venezuela. The value of this commitment fluctuates according to a market-based pricing formula using published market indices, subject to adjustment based on the price of Mexican Maya crude. We estimated the value of the crude oil purchase obligation based on market prices as of December 31, 2009.

**14. FAIR VALUE MEASUREMENTS**

We segregate the inputs used in measuring fair value into three levels: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists.

We have applied fair value recognition and disclosure provisions for financial assets and liabilities and for nonfinancial assets and liabilities that are re-measured at least annually as of January 1, 2008. As permitted, we applied the provisions for nonfinancial assets and liabilities that are not recognized or disclosed at fair value on a recurring basis as of January 1, 2009, which did not affect our financial position or results of operations.

The following assets and liabilities are measured at fair value:

	<u>Level 1</u>	<u>December 31, 2009</u>		<u>Total</u>
		<u>Level 2</u>	<u>Level 3</u>	
	(Thousands of Dollars)			
Other current assets:				
Product imbalances	\$ 2,096	\$ -	\$ -	\$ 2,096
Other long-term assets, net:				
Interest rate swaps	-	8,623	-	8,623
Accrued liabilities:				
Derivatives	(30,788)	-	-	(30,788)
Product imbalances	(676)	-	-	(676)
Total	<u>\$ (29,368)</u>	<u>\$ 8,623</u>	<u>\$ -</u>	<u>\$ (20,745)</u>
		<u>December 31, 2008</u>		<u>Total</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
	(Thousands of Dollars)			
Other current assets:				
Derivatives	\$ 8,502	\$ -	\$ -	\$ 8,502
Product imbalances	-	11,502	-	11,502
Other long-term assets, net:				
Interest rate swaps	-	15,284	-	15,284
Accrued liabilities:				
Product imbalances	-	(2,193)	-	(2,193)
Total	<u>\$ 8,502</u>	<u>\$ 24,593</u>	<u>\$ -</u>	<u>\$ 33,095</u>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Derivatives**

Our commodity derivative instruments consist of futures contracts and swaps traded on the NYMEX, and the fair values of these contracts are based on their quoted prices. We have consistently applied these valuation techniques in all periods presented.

**Interest Rate Swaps**

We estimate the fair value of the interest rate swaps using discounted cash flows, which uses observable inputs such as time to maturity and market interest rates.

**Product Imbalances**

As of December 31, 2008, we valued assets and liabilities related to product imbalances by petroleum product at adjusted market prices. Effective January 1, 2009, we began using quoted market prices as of the reporting date to value our assets and liabilities related to product imbalances.

**Fair Value of Financial Instruments**

In April 2009, the FASB revised its existing disclosure requirements for the fair value of financial instruments to include the disclosure of the fair value of all financial instruments, whether or not recognized at fair value in the balance sheet, along with the related carrying value and methods and significant assumptions used to estimate the fair value.

We do not record our outstanding debt at fair value in our consolidated balance sheet. The estimated fair value and carrying amount of our fixed-rate debt was as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Fair value	\$ 1,306,301	\$ 1,157,470
Carrying amount	\$ 1,248,437	\$ 1,261,234

As of December 31, 2009, the fair value and carrying value of our variable rate debt was \$551.1 million and \$601.3 million, respectively. We estimated the fair values of our debt using a discounted cash flow analysis using current incremental borrowing rates for similar types of borrowing arrangements.

**15. DERIVATIVES AND RISK MANAGEMENT ACTIVITIES**

We utilize various derivative instruments to: (i) manage our exposure to commodity price risk, (ii) engage in a trading program and (iii) manage our exposure to interest rate risk. Our risk management policies and procedures are designed to monitor interest rates, NYMEX and over-the-counter positions, as well as physical volumes, grades, locations and delivery schedules to help ensure that our hedging activities address our market risks. We have a risk management committee that oversees our trading controls and procedures and certain aspects of commodity and trading risk management. Our risk management committee also reviews all new commodity and trading risk management strategies in accordance with our risk management policy, as approved by our board of directors.

In March 2008, the FASB amended and expanded the existing disclosure requirements for derivative instruments to require enhanced disclosures on how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for and their impact on an entity's financial performance, financial position and cash flows. We adopted these disclosure requirements as of January 1, 2009.

**Interest Rate Risk**

We are a party to interest rate swap agreements to manage our exposure to changes in interest rates. The interest rate swap agreements have aggregate notional amount of \$167.5 million, of which \$60.0 million is tied to the maturity of the 6.875% senior notes and \$107.5 million is tied to the maturity of the 6.05% senior notes. Under the terms of the interest rate swap agreements, we will receive a fixed rate (6.875% and 6.05% for the \$60.0 million and \$107.5 million of interest rate swap agreements, respectively) and will pay a variable rate based on LIBOR plus a percentage that varies with each

[Table of Contents](#)

agreement. As of December 31, 2009 and 2008, the weighted-average interest rates that we paid under our interest rate swaps were 2.3% and 3.0%, respectively.

**Commodity Price Risk**

We are exposed to commodity price risk with respect to our product inventories and related firm commitments to purchase and/or sell such inventories. We utilize futures contracts and swaps traded on the NYMEX to manage our exposure to changes in commodity prices, with the objective of stabilizing cash flows.

The following table presents the volume of our fair value and cash flow derivative positions. The volume of commodity contracts is based on open derivative positions and represents the combined volume of our long and short positions on an absolute basis.

**December 31, 2009**  
(Thousands of barrels)

Commodity contracts – Fair Value Hedges	11,619
Commodity contracts – Cash Flow Hedges	230

The fair values of our derivative instruments included in our consolidated balance sheets were as follows:

<b>Balance Sheet Location</b>	<b>Asset Derivatives</b>		<b>Liability Derivatives</b>		
	<b>December 31,</b>		<b>December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>	
	(Thousands of Dollars)				
<b>Derivatives Designated as Hedging Instruments:</b>					
Interest rate swaps	Other long-term assets, net	\$ 8,623	\$ 15,284	\$ -	\$ -
Commodity contracts	Other current assets	-	7,005	-	(6,911)
Commodity contracts	Accrued liabilities	3,797	-	(14,279)	-
Total		12,420	22,289	(14,279)	(6,911)
<b>Derivatives Not Designated as Hedging Instruments:</b>					
Commodity contracts	Other current assets	-	8,408	-	-
Commodity contracts	Accrued liabilities	9,766	-	(30,072)	-
Total		9,766	8,408	(30,072)	-
<b>Total Derivatives</b>		\$ 22,186	\$ 30,697	\$ (44,351)	\$ (6,911)

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

No component of the associated derivative instruments' gains or losses was excluded from our assessment of hedge ineffectiveness. The earnings impact of our derivative activity was as follows for the year ended December 31, 2009:

<u>Derivatives Designated as Fair Value Hedging Instruments</u>	<u>Income Statement Location</u>	<u>Amount of Gain (Loss) Recognized in Income on Derivative (Effective Portion)</u>	<u>Amount of Gain (Loss) Recognized in Income on Hedged Item</u>	<u>Amount of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion)</u>
(Thousands of Dollars)				
Interest rate swaps	Interest expense, net	\$ (6,661)	\$ 6,661	\$ -
Commodity contracts	Cost of product sales	(22,939)	35,512	12,573
Total		<u>\$ (29,600)</u>	<u>\$ 42,173</u>	<u>\$ 12,573</u>

<u>Derivatives Designated as Cash Flow Hedging Instruments</u>	<u>Amount of Gain (Loss) Recognized in OCI on Derivative (Effective Portion)</u>	<u>Income Statement Location (a)</u>	<u>Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)</u>	<u>Amount of Gain (Loss) Recognized in Income on Derivative (Ineffective Portion)</u>
(Thousands of Dollars)		(Thousands of Dollars)		
Commodity contracts	\$ (240)	Cost of product sales	\$ -	\$ -

(a) Amounts are included in specified location for both the gain (loss) reclassified from accumulated OCI into income (effective portion) and the gain (loss) recognized in income on derivative (ineffective portion).

<u>Derivatives Not Designated as Hedging Instruments</u>	<u>Income Statement Location</u>	<u>Amount of Gain (Loss) Recognized in Income</u>
(Thousands of Dollars)		
Commodity contracts	Cost of product sales	\$ (13,594)
Commodity contracts	Operating expenses	(3,589)
Total		<u>\$ (17,183)</u>

**Concentration of Credit Risk**

We are exposed to credit risk on our hedging instruments in the event of nonperformance by counterparties. However, because our hedging activities are transacted only with highly rated institutions, we do not anticipate nonperformance by any of these counterparties.

**16. RELATED PARTY TRANSACTIONS**

Our operations are managed by the general partner of our general partner, NuStar GP, LLC. The employees of NuStar GP, LLC perform services for our U.S. operations. Certain of our wholly owned subsidiaries employ persons who perform services for our international operations. We reimburse NuStar GP, LLC for all costs related to its employees, other than costs associated with NuStar GP Holdings under the services agreement described below. We had a payable of \$10.6 million and \$3.4 million as of December 31, 2009 and 2008, respectively, with both amounts representing payroll,

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

employee-related benefit plan expenses and unit-based compensation. We also had a long-term payable as of December 31, 2009 and 2008 of \$7.7 million and \$6.6 million, respectively, to NuStar GP, LLC related to amounts payable for retiree medical benefits and other post-employment benefits.

The following table summarizes information pertaining to related party transactions with NuStar GP, LLC:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
Operating expenses	\$ 124,827	\$ 115,291	\$ 93,211
General and administrative expenses	58,878	44,988	37,702

**Agreements with NuStar GP Holdings**

*GP Services Agreement.* On April 24, 2008, the boards of directors of NuStar GP, LLC and NuStar GP Holdings approved (i) the termination of the administration agreement, dated July 16, 2006, between NuStar GP Holdings and NuStar GP, LLC (the Administration Agreement) and (ii) the adoption of a services agreement between NuStar GP, LLC and NuStar Energy (the GP Services Agreement). All employees providing services to both NuStar GP Holdings and NuStar Energy are employed by NuStar GP, LLC.

Under the Administration Agreement, NuStar GP Holdings paid annual charges of \$500,000, subject to certain adjustments, to NuStar GP, LLC in return for NuStar GP, LLC's provision of all executive management, accounting, legal, cash management, corporate finance and other administrative services to NuStar GP Holdings. NuStar GP Holdings also reimbursed NuStar GP, LLC for all direct public company costs and any other direct costs, such as outside legal and accounting fees, that NuStar GP, LLC incurred while providing services to NuStar GP Holdings.

Effective as of January 1, 2008, NuStar Energy and NuStar GP, LLC entered into the GP Services Agreement. The GP Services Agreement provides that NuStar GP, LLC will furnish administrative and certain operating services necessary to conduct the business of NuStar Energy. All employees providing services to both NuStar GP Holdings and NuStar Energy are employed by NuStar GP, LLC; therefore, NuStar Energy reimburses NuStar GP, LLC for all employee costs, other than the expenses allocated to NuStar GP Holdings (the Holdco Administrative Services Expense).

For the 2009 fiscal year and each fiscal year thereafter, the Holdco Administrative Services Expense totals \$1.1 million (as adjusted), plus 1.0% of NuStar GP, LLC's domestic bonus and unit compensation expense, subject to certain other adjustments. For 2008, the Holdco Administrative Services Expense totaled \$0.8 million, plus 1.0% of NuStar GP, LLC's domestic bonus and unit compensation expense. The GP Services Agreement will terminate on December 31, 2012, with automatic two-year renewals unless terminated by either party upon six months' prior written notice. The aggregate amounts allocated to NuStar GP Holdings related to the Administration Agreement and the GP Services Agreement were \$1.4 million, \$0.9 million and \$0.5 million for the years ended December 31, 2009, 2008 and 2007, respectively.

*Non-Compete Agreement.* On July 19, 2006, we entered into a non-compete agreement with NuStar GP Holdings, Riverwalk Logistics, L.P. and NuStar GP, LLC (the Non-Compete Agreement). The Non-Compete Agreement became effective on December 22, 2006 when NuStar GP Holdings ceased to be subject to the Amended and Restated Omnibus Agreement, dated March 31, 2006. Under the Non-Compete Agreement, we will have a right of first refusal with respect to the potential acquisition of assets that relate to the transportation, storage or terminalling of crude oil, feedstocks or refined petroleum products (including petrochemicals) in the United States and internationally. NuStar GP Holdings will have a right of first refusal with respect to the potential acquisition of general partner and other equity interests in publicly traded partnerships under common ownership with the general partner interest. With respect to any other business opportunities, neither the Partnership nor NuStar GP Holdings are prohibited from engaging in any business, even if the Partnership and NuStar GP Holdings would have a conflict of interest with respect to such other business opportunity.

**17. EMPLOYEE BENEFIT PLANS AND LONG-TERM INCENTIVE PLANS**

**Employee Benefit Plans**

We rely on employees of NuStar GP, LLC to provide the necessary services to conduct our U.S. operations. NuStar GP, LLC sponsors various employee benefit plans.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The NuStar Pension Plan (the Pension Plan) is a qualified non-contributory defined benefit pension plan that became effective July 1, 2006. The Pension Plan covers substantially all of NuStar GP, LLC's employees and generally provides eligible employees with retirement income calculated under a defined benefit formula based on years of service and compensation during their period of service. Employees become fully vested in their Pension Plan benefits upon attaining five years of vesting service.

NuStar GP, LLC also maintains an excess pension plan (the Excess Pension Plan) and a supplemental executive retirement plan (the SERP). The Excess Pension Plan and the SERP are nonqualified deferred compensation plans that provide benefits to a select group of management or other highly compensated employees of NuStar GP, LLC. Benefits under the Excess Pension Plan and the SERP are generally payable in a single lump sum payment upon the employee's separation from service.

The NuStar Thrift Plan (the Thrift Plan) is a qualified employee profit-sharing plan that became effective June 26, 2006. Participation in the Thrift Plan is voluntary and is open to substantially all NuStar GP, LLC employees upon their date of hire, except for part-time employees (as defined in the Thrift Plan), who become eligible upon completing one year of service (as defined in the Thrift Plan). Thrift Plan participants can contribute from 1% up to 30% of their total annual compensation to the Thrift Plan in the form of pre-tax and/or after tax employee contributions. NuStar GP, LLC makes matching contributions in an amount equal to 100% of each participant's employee contributions up to a maximum of 6% of the participant's total annual compensation.

NuStar GP, LLC also maintains an excess thrift plan (the Excess Thrift Plan) that became effective July 1, 2006. The Excess Thrift Plan is a nonqualified deferred compensation plan that provides benefits to those employees of NuStar GP, LLC whose compensation and/or annual contributions under the Thrift Plan are subject to the limitations applicable to qualified retirement plans under the Internal Revenue Code of 1986, as amended. Benefits under the Excess Thrift Plan are generally payable in a single lump sum payment upon the employee's separation from service.

NuStar GP, LLC also provides a post-retirement medical benefits plan for retired employees, referred to as other post-retirement benefits.

None of the Excess Thrift Plan, the Excess Pension Plan or the SERP is intended to constitute either a qualified plan under the provisions of Section 401 of the Code or a funded plan subject to ERISA.

***Long-Term Incentive Plans***

NuStar GP, LLC also sponsors the following:

- The Second Amended and Restated 2000 Long-Term Incentive Plan (the 2000 LTIP), under which NuStar GP, LLC may award up to 1,500,000 NuStar Energy common units. Awards under the 2000 LTIP can include unit options, restricted units, performance awards, distribution equivalent rights (DER) and contractual rights to receive common units. As of December 31, 2009, a total of 294,394 common units remained available to be awarded under the 2000 LTIP.
- The 2003 Employee Unit Incentive Plan (the UIP) under which NuStar GP, LLC may award up to 500,000 NuStar Energy common units to employees of NuStar GP, LLC or its affiliates, excluding officers and directors of NuStar GP, LLC and its affiliates. Awards under the UIP can include unit options, restricted units and DER. As of December 31, 2009, a total of 254,812 common units remained available to be awarded under the UIP.
- The 2002 Unit Option Plan (the UOP) under which NuStar GP, LLC may award up to 200,000 NuStar Energy unit options to officers and directors of NuStar GP, LLC or its affiliates, of which substantially all of the unit options have been awarded as of December 31, 2009.
- The 2006 Long-Term Incentive Plan (the 2006 LTIP) under which NuStar GP Holdings may award up to 2,000,000 units to employees, consultants and directors of NuStar GP Holdings and its affiliates, including us. Awards under the 2006 LTIP can include unit options, performance units, restricted units, phantom units, unit grants and unit appreciation rights of NuStar GP Holdings, LLC. As of December 31, 2009, a total of 1,595,689 NuStar GP Holdings units remained available to be awarded under the 2006 LTIP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The number of awards granted under the above-described plans were as follows:

	<b>Year Ended December 31,</b>					
	<b>2009</b>		<b>2008</b>		<b>2007</b>	
	<b>Granted</b>	<b>Vesting</b>	<b>Granted</b>	<b>Vesting</b>	<b>Granted</b>	<b>Vesting</b>
<b>2000 LTIP:</b>						
Performance awards	23,233	(a)	14,470	(a)	10,840	(a)
Unit options	-	-	10,670	1/5 per year	204,675	1/5 per year
Restricted units	194,973	1/5 per year	236,868	1/5 per year	117,575	1/5 per year
Restricted units (grants to non-employee directors of NuStar GP, LLC)	5,076	1/3 per year	5,625	1/3 per year	3,510	1/3 per year
<b>UIP:</b>						
Unit options	-	-	795	1/5 per year	-	-
Restricted units	10,692	1/5 per year	16,321	1/5 per year	12,730	1/5 per year
<b>2006 LTIP:</b>						
Restricted units	24,290	1/5 per year	30,300	1/5 per year	-	-
Unit options	-	-	-	-	324,100	(c)
Restricted units (grants to non-employee directors of NuStar GP Holdings) (b)	8,627	1/3 per year	10,308	1/3 per year	5,489	1/3 per year

- (a) Performance awards vest 1/3 per year if certain performance measures are met.
- (b) We do not reimburse NuStar GP, LLC for compensation expense relating to these awards.
- (c) Unit options granted under the 2006 LTIP vest in annual one-third increments beginning on the third anniversary of the grant date.

Our share of compensation expense related to the various long-term incentive plans and benefit plans described above is as follows:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
Long-term incentive plans	\$ 15,060	\$ 5,254	\$ 3,833
Benefit plans	9,359	8,196	8,704

**18. OTHER INCOME**

Other income consisted of the following:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
Gain from sale or disposition of assets	\$ 21,320	\$ 26,456	\$ 7,869
Gain from insurance proceeds	9,382	3,504	12,492
2007 Services Agreement termination fee	-	-	13,000
Legal settlements	-	-	5,758
Foreign exchange gains (losses)	(5,118)	5,888	(6,261)
Other	6,275	1,891	5,972
Other income, net	<u>\$ 31,859</u>	<u>\$ 37,739</u>	<u>\$ 38,830</u>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

For the year ended December 31, 2009, the sale or disposal of fixed assets includes a gain of \$21.4 million related to the June 15, 2009 sale of the Ardmore-Wynnwood pipeline in Oklahoma and the Trans-Texas pipeline. For the year ended December 31, 2008, the sale or disposal of fixed assets includes a gain of \$18.9 million related to the sale of interest in Skelly-Belvieu.

For the year ended December 31, 2009, the gain from insurance proceeds results from insurance claims related to damage caused by Hurricane Ike primarily at our Texas City terminal in the third quarter of 2008. For the years ended December 31, 2008 and 2007, the gain from insurance proceeds relates to business interruption insurance proceeds associated with lost earnings in 2007 at our pipelines and terminals that serve Valero Energy's McKee refinery, which experienced a fire in February 2007.

Valero Energy provided certain services to us under the terms of a services agreement dated December 22, 2006 (the 2007 Services Agreement). On April 16, 2007, Valero Energy exercised its option to terminate the 2007 Services Agreement. In accordance with the terms of the 2007 Services Agreement, Valero Energy paid us a termination fee of \$13.0 million at that time.

## 19. PARTNERS' EQUITY

### *Issuance of Common Units*

In November 2009, we issued 5,750,000 common units representing limited partner interests at a price of \$52.45 per unit. We received net proceeds of \$288.8 million and a contribution of \$6.2 million from our general partner to maintain its 2% general partner interest. The net proceeds were used mainly to reduce the outstanding principal balance under our 2007 Revolving Credit Agreement.

In April 2008, we issued 5,050,800 common units representing limited partner interests at a price of \$48.75 per unit. We received net proceeds of \$236.2 million and a contribution of \$5.0 million from our general partner to maintain its 2% general partner interest. The proceeds were used to repay the \$124.0 million balance under a term loan agreement and a portion of the outstanding principal balance under our 2007 Revolving Credit Agreement.

In November 2007, we issued 2,600,000 common units representing limited partner interests at a price of \$57.20 per unit. We received net proceeds of \$143.1 million and a contribution of \$3.0 million from our general partner to maintain its 2% general partner interest. The proceeds were used to repay a portion of the outstanding principal balance under our revolving credit agreement.

### *Comprehensive Income (Loss)*

Changes in the amounts included in "Accumulated other comprehensive income (loss)" were as follows:

	<u>Foreign Currency Translation</u>	<u>Cash Flow Hedges</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>
Balance as of January 1, 2008	\$ 26,887	\$ -	\$ 26,887
Foreign currency translation	(41,153)	-	(41,153)
Balance as of December 31, 2008	\$ (14,266)	\$ -	\$ (14,266)
Foreign currency translation	22,316	-	22,316
Unrealized loss on cash flow hedges	-	(240)	(240)
Balance as of December 31, 2009	\$ <u>8,050</u>	\$ <u>(240)</u>	\$ <u>7,810</u>

There was no tax effect from foreign currency translation or the unrealized loss on certain derivative instruments as these transactions related to non-taxable entities.

### *Allocations of Net Income*

Our partnership agreement, as amended, sets forth the calculation to be used to determine the amount and priority of cash distributions that our unitholders and general partner will receive. The partnership agreement also contains provisions for the allocation of net income and loss to our unitholders and the general partner. For purposes of maintaining partner

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

capital accounts, the partnership agreement specifies that items of income and loss shall be allocated among the partners in accordance with their respective percentage interests. Normal allocations according to percentage interests are done after giving effect, if any, to priority income allocations in an amount equal to incentive cash distributions allocated 100% to the general partner.

The following table details the calculation of net income applicable to the general partner:

	<b><u>Year Ended December 31,</u></b>		
	<b><u>2009</u></b>	<b><u>2008</u></b>	<b><u>2007</u></b>
	(Thousands of Dollars)		
Net income applicable to general partner and limited partners' interest	\$ 224,875	\$ 254,018	\$ 150,298
Less general partner incentive distribution (a)	<u>28,712</u>	<u>24,764</u>	<u>18,426</u>
Net income after general partner incentive distribution	196,163	229,254	131,872
General partner interest	<u>2%</u>	<u>2%</u>	<u>2%</u>
General partner allocation of net income after general partner incentive distribution	3,924	4,586	2,637
General partner incentive distribution	<u>28,712</u>	<u>24,764</u>	<u>18,426</u>
Net income applicable to general partner	<u>\$ 32,636</u>	<u>\$ 29,350</u>	<u>\$ 21,063</u>

- (a) For the first quarter of 2008, our net income allocation to general and limited partners reflected a total cash distribution based on the partnership interests outstanding as of March 31, 2008. We issued approximately 5.1 million common units in April 2008. Actual distribution payments are made within 45 days after the end of each quarter as of a record date that is set after the end of each quarter. Therefore, the general partner's portion of the actual distribution made with respect to the first quarter 2008, including the IDR, which is shown in the distribution table below, exceeded the net income allocation to the general partner.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Net Income per Unit**

In 2008, the FASB provided additional guidance regarding the application of the two-class method to calculate earnings per unit for master limited partnerships, which was effective January 1, 2009. The following table details the calculation of earnings per unit:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars, Except Per Unit Data)		
Net income	\$ 224,875	\$ 254,018	\$ 150,298
Less general partner distribution (including IDR) (a)	34,142	29,711	22,518
Less limited partner distribution	<u>237,308</u>	<u>217,494</u>	<u>182,076</u>
Distributions (greater than) less than earnings	\$ <u>(46,575)</u>	\$ <u>6,813</u>	\$ <u>(54,296)</u>
<b>General partner earnings:</b>			
Distributions	\$ 34,142	\$ 29,711	\$ 22,518
Allocation of distributions (greater than) less than earnings (2%)	<u>(932)</u>	<u>136</u>	<u>(1,086)</u>
Total	<u>\$ 33,210</u>	<u>\$ 29,847</u>	<u>\$ 21,432</u>
<b>Limited partner earnings:</b>			
Distributions	\$ 237,308	\$ 217,494	\$ 182,076
Allocation of distributions (greater than) less than earnings (98%)	<u>(45,643)</u>	<u>6,677</u>	<u>(53,210)</u>
Total	<u>\$ 191,665</u>	<u>\$ 224,171</u>	<u>\$ 128,866</u>
Weighted average limited partner units outstanding	55,232,467	53,182,741	47,158,790
<b>Net income per unit applicable to limited partners:</b>			
Distributions	\$ 4.30	\$ 4.09	\$ 3.86
Distributions (greater than) less than earnings	<u>(0.83)</u>	<u>0.13</u>	<u>(1.13)</u>
Total	<u>\$ 3.47</u>	<u>\$ 4.22</u>	<u>\$ 2.73</u>

- (a) For the first quarter of 2008, the general partner distribution used in our calculation of earnings per unit was based on the partnership interests outstanding as of March 31, 2008. We issued approximately 5.1 million common units in April 2008. Actual distribution payments are made within 45 days after the end of each quarter as of a record date that is set after the end of each quarter. Therefore, the general partner's portion of the actual distribution made with respect to the first quarter 2008, including the IDR, which is shown in the distribution table below, exceeded the general partner distribution used in the calculation of earnings per unit.

**Cash Distributions**

We make quarterly distributions of 100% of our available cash, generally defined as cash receipts less cash disbursements and cash reserves established by the general partner, in its sole discretion. These quarterly distributions are declared and paid within 45 days subsequent to each quarter-end. The limited partner unitholders are entitled to receive a minimum quarterly distribution of \$0.60 per unit each quarter (\$2.40 annualized). Our cash is first distributed 98% to the limited partners and 2% to the general partner until the amount distributed to our unitholders is equal to the minimum quarterly distribution and arrearages in the payment of the minimum quarterly distribution for any prior quarter. Cash in excess of the minimum quarterly distributions is distributed to our unitholders and our general partner based on the percentages shown below.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Our general partner is entitled to incentive distributions if the amount we distribute with respect to any quarter exceeds specified target levels shown below:

<u>Quarterly Distribution Amount per Unit</u>	<u>Percentage of Distribution</u>	
	<u>Unitholders</u>	<u>General Partner</u>
Up to \$0.60	98%	2%
Above \$0.60 up to \$0.66	90%	10%
Above \$0.66	75%	25%

The following table reflects the allocation of total cash distributions to our general and limited partners applicable to the period in which the distributions are earned:

	<u>Year Ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(Thousands of Dollars, Except Per Unit Data)		
General partner interest	\$ 5,430	\$ 5,058	\$ 4,092
General partner incentive distribution	28,712	25,294	18,426
Total general partner distribution	34,142	30,352	22,518
Limited partners' distribution	237,308	222,470	182,076
Total cash distributions	<u>\$ 271,450</u>	<u>\$ 252,822</u>	<u>\$ 204,594</u>
Cash distributions per unit applicable to limited partners	<u>\$ 4.245</u>	<u>\$ 4.085</u>	<u>\$ 3.835</u>

In January 2010, we declared a quarterly cash distribution of \$1.065 that was paid on February 12, 2010 to unitholders of record on February 5, 2010. This distribution related to the fourth quarter of 2009 and totaled \$73.4 million, of which \$9.3 million represented our general partner's share of such distribution. Our general partner's distribution included a \$7.8 million incentive distribution.

**20. CONSOLIDATED STATEMENTS OF CASH FLOWS**

Changes in current assets and current liabilities were as follows:

	<u>Year Ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(Thousands of Dollars)		
Decrease (increase) in current assets:			
Accounts receivable	\$ (31,505)	\$ (52,372)	\$ (22,079)
Receivable from related party	-	786	(786)
Inventories	(156,234)	193,992	(71,457)
Other current assets	(39,400)	6,920	(8,603)
Increase (decrease) in current liabilities:			
Payable to related party	7,051	3,760	(2,315)
Accounts payable	59,284	(16,419)	72,918
Accrued interest payable	(969)	4,781	182
Accrued liabilities	17,492	(13,237)	9,546
Taxes other than income tax	209	4,730	2
Income tax payable	(8,208)	76	1,266
Changes in current assets and current liabilities	<u>\$ (152,280)</u>	<u>\$ 133,017</u>	<u>\$ (21,326)</u>

The above changes in current assets and current liabilities differ from changes between amounts reflected in the applicable consolidated balance sheets for the following reasons:

- the amounts shown above exclude the current assets and current liabilities acquired in connection with the East Coast Asphalt Operations acquisition; and

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

- certain differences between consolidated balance sheet changes and amounts reflected above result from translating foreign currency denominated amounts at different exchange rates.

Non-cash financing activities for the year ended December 31, 2009 included a decrease in the fair value of our interest rate swaps.

Non-cash investing and financing activities for the year ended December 31, 2008 included:

- adjustment to property, plant and equipment and other long-term assets relating to a non-amortizing asset on our ammonia pipeline;
- increase in the fair value of our interest rate swaps; and
- the recognition of a note payable and related other current asset pertaining to insurance.

Non-cash investing and financing activities for the year ended December 31, 2007 included:

- adjustments to property, plant and equipment, goodwill and intangible assets resulting from the final purchase price allocations related to the St. James crude oil storage facility acquisition in December 2006;
- the recognition of a note payable and related other current asset pertaining to insurance; and
- adjustments to the fair value of our interest rate swap agreements.

Cash flows related to interest and income taxes were as follows:

	<b>Year Ended December 31,</b>		
	<b><u>2009</u></b>	<b><u>2008</u></b>	<b><u>2007</u></b>
	(Thousands of Dollars)		
Cash paid for interest, net of amount capitalized	\$ 93,632	\$ 98,810	\$ 83,450
Cash paid for income taxes, net of tax refunds received	\$ 20,150	\$ 12,231	\$ 9,081

## 21. INCOME TAXES

Components of income tax expense related to certain of our operations conducted through separate taxable wholly owned corporate subsidiaries were as follows:

	<b>Year Ended December 31,</b>		
	<b><u>2009</u></b>	<b><u>2008</u></b>	<b><u>2007</u></b>
	(Thousands of Dollars)		
<b>Current:</b>			
U.S.	\$ 2,424	\$ 1,059	\$ 2,373
Foreign	<u>10,144</u>	<u>9,910</u>	<u>8,799</u>
Total current	<u>12,568</u>	<u>10,969</u>	<u>11,172</u>
<b>Deferred:</b>			
U.S.	(1,466)	(1,280)	827
Foreign	<u>(571)</u>	<u>1,317</u>	<u>(551)</u>
Total deferred	<u>(2,037)</u>	<u>37</u>	<u>276</u>
Total income tax expense	<u>\$ 10,531</u>	<u>\$ 11,006</u>	<u>\$ 11,448</u>

The difference between income tax expense recorded in our consolidated statements of income and income taxes computed by applying the statutory federal income tax rate (35% for all years presented) to income before income tax expense is due to the fact that the majority of our income is not subject to federal income tax due to our status as a limited partnership.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

The tax effects of significant temporary differences representing deferred income tax assets and liabilities were as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
<b>U.S.:</b>		
Net operating losses	\$ 20,788	\$ 23,283
Environmental and legal reserves	14,234	14,252
Other	1,525	902
Valuation allowance	<u>(9,457)</u>	<u>(13,366)</u>
Deferred tax assets – U. S.	<u>27,090</u>	<u>25,071</u>
Property, plant and equipment	<u>(13,197)</u>	<u>(12,644)</u>
Net deferred income tax asset – U.S.	<u>\$ 13,893</u>	<u>\$ 12,427</u>
<b>Foreign:</b>		
Net operating losses	\$ 3,253	\$ -
Other	687	1,022
Capital loss	2,166	1,569
Valuation allowance	<u>-</u>	<u>(1,312)</u>
Deferred tax assets – foreign	<u>6,106</u>	<u>1,279</u>
Property, plant and equipment	<u>(33,015)</u>	<u>(28,649)</u>
Net deferred income tax liability – foreign	<u>\$ (26,909)</u>	<u>\$ (27,370)</u>

Our U.S. corporate operations have net operating loss carryforwards for tax purposes totaling approximately \$59.4 million, which are subject to various limitations on use and expire in years 2010 through 2029.

As of December 31, 2009 and 2008, we recorded a valuation allowance to reduce our net U.S. deferred income tax asset to an amount that is more-likely-than-not to be realized. We estimate the amount of valuation allowance based upon our expectations of taxable income in the various jurisdictions in which we operate and the period over which we can utilize those future deductions. The valuation allowance reflects uncertainties related to our ability to utilize certain federal net operating loss carryforwards before they expire. In 2009, we reduced the valuation allowance for both the U.S. net operating loss and the foreign capital loss assets by \$5.2 million due to changes in our estimates of the amount of those loss carryforwards that will be realized, based upon future taxable income and potential tax planning strategies.

The realization of net deferred income tax assets recorded as of December 31, 2009 is dependent upon our ability to generate future taxable income in the United States. We believe it is more-likely-than not that the deferred income tax assets, net of the valuation allowance, as of December 31, 2009 will be realized, based on expected future taxable income and potential tax planning strategies.

#### ***St. Eustatius Tax Agreement***

On June 1, 1989, the governments of the Netherlands Antilles and St. Eustatius approved a Free Zone and Profit Tax Agreement retroactive to January 1, 1989, which expired on December 31, 2000. This agreement required a subsidiary of Kaneb, which we acquired on July 1, 2005, to pay the greater of 2% of taxable income, as defined therein, or 500,000 Netherlands Antilles guilders (approximately \$0.3 million) per year. The agreement further provided that any amounts paid in order to meet the minimum annual payment were available to offset future tax liabilities under the agreement to the extent that the minimum annual payment is greater than 2% of taxable income.

On February 22, 2006, we entered into a revised agreement (the 2005 Tax and Maritime Agreement) with the governments of St. Eustatius and the Netherlands Antilles. The 2005 Tax and Maritime Agreement is effective beginning January 1, 2005 and expires on December 31, 2014. Under the terms of the 2005 Tax and Maritime Agreement, we

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

agreed to make a one-time payment of 5.0 million Netherlands Antilles guilders (approximately \$2.8 million) in full and final settlement of all of our liabilities, taxes, fees, levies, charges, or otherwise (including settlement of audits) due or potentially due to St. Eustatius. We further agreed to pay an annual minimum profit tax to St. Eustatius of 1.0 million Netherlands Antilles guilders (approximately \$0.6 million), beginning as of January 1, 2005. We agreed to pay the minimum annual profit tax in twelve equal monthly installments. To the extent the minimum annual profit tax exceeds 2% of taxable profit (as defined in the 2005 Tax and Maritime Agreement), we can carry forward that excess to offset future tax liabilities. If the minimum annual profit tax is less than 2% of taxable profit, we agreed to pay that difference.

**22. SEGMENT INFORMATION**

Our reportable segments consist of storage, transportation, and asphalt and fuels marketing. Our segments represent strategic business units that offer different services. We evaluate the performance of each segment based on its respective operating income, before general and administrative expenses and certain non-segmental depreciation and amortization expense. General and administrative expenses are not allocated to the operating segments since those expenses relate primarily to the overall management at the entity level. Our principal operations include terminalling and storage of petroleum products, the transportation of petroleum products and anhydrous ammonia, and asphalt and fuels marketing. Intersegment revenues result from storage and throughput agreements at lease rates consistent with rates charged to third parties for storage and at pipeline tariffs based upon the published tariff applicable to all shippers.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Results of operations for the reportable segments were as follows:

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
<b>Revenues:</b>			
Storage:			
Third party revenues	\$ 444,535	\$ 423,730	\$ 400,058
Intersegment revenues	43,037	30,359	10,569
<b>Total storage</b>	<b>487,572</b>	<b>454,089</b>	<b>410,627</b>
Transportation:			
Third party revenues	300,814	316,900	296,565
Intersegment revenues	1,256	878	231
<b>Total transportation</b>	<b>302,070</b>	<b>317,778</b>	<b>296,796</b>
Asphalt and fuels marketing:			
Third party revenues	3,110,522	4,088,140	778,391
Intersegment revenues	-	29	-
<b>Total asphalt and fuels marketing</b>	<b>3,110,522</b>	<b>4,088,169</b>	<b>778,391</b>
Consolidation and intersegment eliminations	(44,293)	(31,266)	(10,800)
<b>Total revenues</b>	<b>\$ 3,855,871</b>	<b>\$ 4,828,770</b>	<b>\$ 1,475,014</b>
<b>Depreciation and amortization expense:</b>			
Storage	\$ 70,888	\$ 66,706	\$ 62,317
Transportation	50,528	50,749	49,946
Asphalt and fuels marketing	19,463	14,734	423
<b>Total segment depreciation and amortization expense</b>	<b>140,879</b>	<b>132,189</b>	<b>112,686</b>
Other depreciation and amortization expense	4,864	3,520	1,607
<b>Total depreciation and amortization expense</b>	<b>\$ 145,743</b>	<b>\$ 135,709</b>	<b>\$ 114,293</b>
<b>Operating income:</b>			
Storage	\$ 171,245	\$ 141,079	\$ 114,635
Transportation	139,869	135,086	126,508
Asphalt and fuels marketing	60,629	112,506	21,111
Consolidation and intersegment eliminations	1,170	1,352	(133)
<b>Total segment operating income</b>	<b>372,913</b>	<b>390,023</b>	<b>262,121</b>
Less general and administrative expenses	94,733	76,430	67,915
Less other depreciation and amortization expense	4,864	3,520	1,607
<b>Total operating income</b>	<b>\$ 273,316</b>	<b>\$ 310,073</b>	<b>\$ 192,599</b>

Revenues by geographic area are shown in the table below.

	<b>Year Ended December 31,</b>		
	<b>2009</b>	<b>2008</b>	<b>2007</b>
	(Thousands of Dollars)		
United States	\$ 2,971,961	\$ 3,731,685	\$ 655,013
Netherlands Antilles	693,808	926,690	719,084
Canada	106,989	97,762	44,927
Other countries	83,113	72,633	55,990
<b>Consolidated revenues</b>	<b>\$ 3,855,871</b>	<b>\$ 4,828,770</b>	<b>\$ 1,475,014</b>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

For the years ended December 31, 2009 and 2008, no single customer accounted for more than 10% of our consolidated revenues. For the year ended December 31, 2007, revenues from Valero Energy accounted for 18% of our consolidated revenues, respectively, and no other single customer accounted for more than 10% of our consolidated revenue. Revenues from Valero Energy by operating segment were as follows:

	<b>Year Ended</b> <b>December 31, 2007</b>
	(Thousands of Dollars)
<b>Revenues:</b>	
Storage	\$ 115,417
Transportation	147,597
Asphalt and fuels marketing	7,426
Total revenues	<u>\$ 270,440</u>

Long-lived assets include property, plant and equipment, intangible assets subject to amortization and certain long-lived assets included in “Other long-term assets, net” in the consolidated balance sheets. Total amounts of long-lived assets by country were as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
United States	\$ 2,667,559	\$ 2,630,940
Netherlands Antilles	252,030	253,355
Netherlands	126,545	121,977
Canada	93,801	80,956
United Kingdom	83,144	70,335
Mexico	9,133	9,218
Consolidated long-lived assets	<u>\$ 3,232,212</u>	<u>\$ 3,166,781</u>

Total assets by reportable segment were as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Storage	\$ 2,234,651	\$ 2,140,010
Transportation	1,286,533	1,327,666
Asphalt and fuels marketing	<u>1,121,448</u>	<u>885,492</u>
Total segment assets	4,642,632	4,353,168
Other partnership assets	<u>132,041</u>	<u>106,429</u>
Total consolidated assets	<u>\$ 4,774,673</u>	<u>\$ 4,459,597</u>

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

Changes in the carrying amount of goodwill were as follows:

	<u>Storage</u>	<u>Transportation</u>	<u>Asphalt and Fuels Marketing</u>	<u>Total</u>
	(Thousands of Dollars)			
Balance as of January 1, 2008	\$ 578,529	\$ 175,367	\$ 31,123	\$ 785,019
East Coast Asphalt Operations acquisition preliminary purchase price allocation	-	-	20,201	20,201
Other	1,110	-	-	1,110
Balance as of December 31, 2008	\$ 579,639	\$ 175,367	\$ 51,324	\$ 806,330
East Coast Asphalt Operations acquisition final purchase price allocation	-	-	1,931	1,931
Sale of assets	-	(519)	-	(519)
Balance as of December 31, 2009	\$ 579,639	\$ 174,848	\$ 53,255	\$ 807,742

Capital expenditures, including acquisitions and investments in other noncurrent assets, by reportable segment were as follows:

	<u>Year Ended December 31,</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
	(Thousands of Dollars)		
Storage	\$ 137,050	\$ 191,696	\$ 203,177
Transportation	27,551	23,117	25,344
Asphalt and fuels marketing	21,458	787,733	1,755
Other partnership assets	22,708	9,808	21,037
Total capital expenditures	\$ 208,767	\$ 1,012,354	\$ 251,313

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**23. CONDENSED CONSOLIDATING FINANCIAL STATEMENTS**

NuStar Energy has no operations and its assets consist mainly of its investments in NuStar Logistics and NuPOP, both wholly owned subsidiaries. The senior notes issued by NuStar Logistics and NuPOP are fully and unconditionally guaranteed by NuStar Energy, and both NuStar Logistics and NuPOP fully and unconditionally guarantee the outstanding senior notes of the other. As a result, the following condensed consolidating financial statements are being presented as an alternative to providing separate financial statements for NuStar Logistics and NuPOP.

**Condensed Consolidating Balance Sheets**  
**December 31, 2009**  
**(Thousands of Dollars)**

	<b>NuStar Energy</b>	<b>NuStar Logistics</b>	<b>NuPOP</b>	<b>Non-Guarantor Subsidiaries (a)</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Assets</b>						
Cash and cash equivalents	\$ 53	\$ 1,602	\$ -	\$ 60,351	\$ -	\$ 62,006
Receivables, net	-	38,973	6,771	176,778	(10,725)	211,797
Inventories	-	-	-	379,472	(2,242)	377,230
Other current assets	-	10,746	3,820	69,120	-	83,686
Intercompany receivable	-	806,005	713,451	-	(1,519,456)	-
Current assets	<u>53</u>	<u>857,326</u>	<u>724,042</u>	<u>685,721</u>	<u>(1,532,423)</u>	<u>734,719</u>
Property, plant and equipment, net	-	947,895	626,698	1,453,603	-	3,028,196
Intangible assets, net	-	2,247	-	41,880	-	44,127
Goodwill	-	18,094	170,652	618,996	-	807,742
Investment in wholly owned subsidiaries	2,986,970	118,299	873,422	1,907,118	(5,885,809)	-
Investments in joint ventures	-	-	-	68,728	-	68,728
Deferred income tax asset	-	-	-	13,893	-	13,893
Other long-term assets, net	49	21,942	26,392	28,885	-	77,268
Total assets	<u>\$ 2,987,072</u>	<u>\$ 1,965,803</u>	<u>\$ 2,421,206</u>	<u>\$ 4,818,824</u>	<u>\$ (7,418,232)</u>	<u>\$ 4,774,673</u>
<b>Liabilities and Partners' Equity</b>						
Current portion of long-term debt	\$ -	\$ 770	\$ -	\$ -	\$ -	\$ 770
Payables	944	18,566	10,654	196,805	(10,725)	216,244
Notes payable	-	20,000	-	-	-	20,000
Accrued interest payable	-	12,996	8,490	43	-	21,529
Accrued liabilities	1,191	14,380	4,652	44,472	(44)	64,651
Taxes other than income tax	125	4,183	2,280	8,946	-	15,534
Income tax payable	-	1,271	-	(1,245)	-	26
Intercompany payable	507,654	-	-	1,011,806	(1,519,460)	-
Current liabilities	<u>509,914</u>	<u>72,166</u>	<u>26,076</u>	<u>1,260,827</u>	<u>(1,530,229)</u>	<u>338,754</u>
Long-term debt, less current portion	-	1,271,750	523,326	33,917	-	1,828,993
Long-term payable to related party	-	1,082	-	6,581	-	7,663
Deferred tax liability	-	-	-	26,909	-	26,909
Other long-term liabilities	-	3,923	883	82,580	-	87,386
Total partners' equity	<u>2,477,158</u>	<u>616,882</u>	<u>1,870,921</u>	<u>3,408,010</u>	<u>(5,888,003)</u>	<u>2,484,968</u>
Total liabilities and partners' equity	<u>\$ 2,987,072</u>	<u>\$ 1,965,803</u>	<u>\$ 2,421,206</u>	<u>\$ 4,818,824</u>	<u>\$ (7,418,232)</u>	<u>\$ 4,774,673</u>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Balance Sheets**  
**December 31, 2008**  
**(Thousands of Dollars)**

	<u>NuStar Energy</u>	<u>NuStar Logistics</u>	<u>NuPOP</u>	<u>Non-Guarantor Subsidiaries (a)</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>Assets</b>						
Cash and cash equivalents	\$ 53	\$ 2	\$ 656	\$ 44,664	\$ -	\$ 45,375
Receivables, net	8	33,620	8,421	143,141	(6,974)	178,216
Inventories	-	-	347	220,937	(710)	220,574
Other current assets	9	9,472	13,673	19,167	-	42,321
Intercompany receivable	-	337,685	666,052	-	(1,003,737)	-
Current assets	<u>70</u>	<u>380,779</u>	<u>689,149</u>	<u>427,909</u>	<u>(1,011,421)</u>	<u>486,486</u>
Property, plant and equipment, net	-	954,487	629,091	1,358,246	-	2,941,824
Intangible assets, net	-	2,771	-	48,933	-	51,704
Goodwill	-	18,613	170,652	617,065	-	806,330
Investment in wholly owned subsidiaries	2,341,184	82,435	806,706	1,679,065	(4,909,390)	-
Investments in joint ventures	-	-	-	68,813	-	68,813
Deferred income tax asset	-	-	-	12,427	-	12,427
Other long-term assets, net	56	34,557	26,517	30,883	-	92,013
<b>Total assets</b>	<b>\$ <u>2,341,310</u></b>	<b>\$ <u>1,473,642</u></b>	<b>\$ <u>2,322,115</u></b>	<b>\$ <u>4,243,341</u></b>	<b>\$ <u>(5,920,811)</u></b>	<b>\$ <u>4,459,597</u></b>
<b>Liabilities and Partners' Equity</b>						
Current portion of long-term debt	\$ -	\$ 713	\$ -	\$ -	\$ -	\$ 713
Payables	-	23,900	10,171	122,307	(6,974)	149,404
Notes payable	-	22,120	-	-	-	22,120
Accrued interest payable	-	13,830	8,490	176	-	22,496
Accrued liabilities	1,032	14,998	5,076	16,365	(17)	37,454
Taxes other than income tax	125	3,866	2,687	8,655	-	15,333
Income tax payable	-	976	-	3,528	-	4,504
Intercompany payable	118,890	-	-	884,847	(1,003,737)	-
Current liabilities	<u>120,047</u>	<u>80,403</u>	<u>26,424</u>	<u>1,035,878</u>	<u>(1,010,728)</u>	<u>252,024</u>
Long-term debt, less current portion	-	1,309,763	531,504	30,748	-	1,872,015
Long-term payable to related party	-	-	-	6,645	-	6,645
Deferred income tax liability	-	-	-	27,370	-	27,370
Other long-term liabilities	-	4,992	965	88,589	-	94,546
Total partners' equity	2,221,263	78,484	1,763,222	3,054,111	(4,910,083)	2,206,997
<b>Total liabilities and partners' equity</b>	<b>\$ <u>2,341,310</u></b>	<b>\$ <u>1,473,642</u></b>	<b>\$ <u>2,322,115</u></b>	<b>\$ <u>4,243,341</u></b>	<b>\$ <u>(5,920,811)</u></b>	<b>\$ <u>4,459,597</u></b>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Income**  
**For the Year Ended December 31, 2009**  
**(Thousands of Dollars)**

	<u>NuStar</u> <u>Energy</u>	<u>NuStar</u> <u>Logistics</u>	<u>NuPOP</u>	<u>Non-Guarantor</u> <u>Subsidiaries (a)</u>	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ -	\$ 297,929	\$ 153,268	\$ 3,441,422	\$ (36,748)	\$ 3,855,871
Costs and expenses	<u>2,006</u>	<u>184,330</u>	<u>112,161</u>	<u>3,319,305</u>	<u>(35,247)</u>	<u>3,582,555</u>
Operating income	(2,006)	113,599	41,107	122,117	(1,501)	273,316
Equity earnings in subsidiaries	226,881	35,864	91,716	155,481	(509,942)	-
Equity earnings from joint ventures	-	-	-	9,615	-	9,615
Interest expense, net	-	(51,715)	(24,168)	(3,501)	-	(79,384)
Other (expense) income, net	-	<u>23,078</u>	<u>(957)</u>	<u>9,738</u>	-	<u>31,859</u>
Income before income tax expense	224,875	120,826	107,698	293,450	(511,443)	235,406
Income tax expense	-	<u>1,332</u>	-	<u>9,199</u>	-	<u>10,531</u>
Net income	<u>\$ 224,875</u>	<u>\$ 119,494</u>	<u>\$ 107,698</u>	<u>\$ 284,251</u>	<u>\$ (511,443)</u>	<u>\$ 224,875</u>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Income**  
**For the Year Ended December 31, 2008**  
**(Thousands of Dollars)**

	<b>NuStar Energy</b>	<b>NuStar Logistics</b>	<b>NuPOP</b>	<b>Non-Guarantor Subsidiaries (a)</b>	<b>Eliminations</b>	<b>Consolidated</b>
Revenues	\$ -	\$ 298,003	\$ 157,067	\$ 4,386,481	\$ (12,781)	\$ 4,828,770
Costs and expenses	<u>1,628</u>	<u>181,216</u>	<u>116,057</u>	<u>4,231,959</u>	<u>(12,163)</u>	<u>4,518,697</u>
Operating income	(1,628)	116,787	41,010	154,522	(618)	310,073
Equity earnings in subsidiaries	255,725	80,760	76,044	133,243	(545,772)	-
Equity earnings from joint ventures	-	609	-	7,421	-	8,030
Interest expense, net	-	(61,792)	(24,704)	(4,322)	-	(90,818)
Other (expense) income, net	<u>(79)</u>	<u>28,668</u>	<u>(453)</u>	<u>9,603</u>	<u>-</u>	<u>37,739</u>
Income before income tax expense	254,018	165,032	91,897	300,467	(546,390)	265,024
Income tax expense	<u>-</u>	<u>752</u>	<u>-</u>	<u>10,254</u>	<u>-</u>	<u>11,006</u>
Net income	<u>\$ 254,018</u>	<u>\$ 164,280</u>	<u>\$ 91,897</u>	<u>\$ 290,213</u>	<u>\$ (546,390)</u>	<u>\$ 254,018</u>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Income**  
**For the Year Ended December 31, 2007**  
**(Thousands of Dollars)**

	<u>NuStar</u> <u>Energy</u>	<u>NuStar</u> <u>Logistics</u>	<u>NuPOP</u>	<u>Non-Guarantor</u> <u>Subsidiaries (a)</u>	<u>Eliminations</u>	<u>Consolidated</u>
Revenues	\$ -	\$ 274,001	\$ 149,973	\$ 1,059,813	\$ (8,773)	\$ 1,475,014
Costs and expenses	1,966	170,961	108,277	1,009,913	(8,702)	1,282,415
Operating income	(1,966)	103,040	41,696	49,900	(71)	192,599
Equity earnings in subsidiaries	152,264	(12,500)	61,867	107,659	(309,290)	-
Equity earnings from joint ventures	-	738	-	6,095	-	6,833
Interest (expense) income, net	-	(52,036)	(25,173)	693	-	(76,516)
Other income, net	-	29,105	178	9,547	-	38,830
Income before income tax expense	150,298	68,347	78,568	173,894	(309,361)	161,746
Income tax expense	-	2,026	-	9,422	-	11,448
Net income	<u>\$ 150,298</u>	<u>\$ 66,321</u>	<u>\$ 78,568</u>	<u>\$ 164,472</u>	<u>\$ (309,361)</u>	<u>\$ 150,298</u>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Cash Flows**  
**For the Year Ended December 31, 2009**  
**(Thousands of Dollars)**

	<u>NuStar Energy</u>	<u>NuStar Logistics</u>	<u>NuPOP</u>	<u>Non- Guarantor Subsidiaries (a)</u>	<u>Elim- inations</u>	<u>Consolidated</u>
Net cash provided by (used in) operating activities	\$ 263,017	\$ 103,753	\$ 70,433	\$ 32,302	\$ (288,923)	\$ 180,582
Cash flows from investing activities:						
Capital expenditures	-	(49,800)	(23,734)	(135,022)	-	(208,556)
Investment in subsidiaries	(295,178)	-	-	(30)	295,208	-
Proceeds from sale or disposition of assets	-	29,215	108	357	-	29,680
Proceeds from insurance settlement	-	-	-	11,382	-	11,382
Investment in other noncurrent assets	-	-	-	(211)	-	(211)
Net cash used in investing activities	<u>(295,178)</u>	<u>(20,585)</u>	<u>(23,626)</u>	<u>(123,524)</u>	<u>295,208</u>	<u>(167,705)</u>
Cash flows from financing activities:						
Debt borrowings	-	1,608,188	-	-	-	1,608,188
Debt repayments	-	(1,641,119)	-	-	-	(1,641,119)
Issuance of common units, net of issuance costs	288,761	-	-	-	-	288,761
General partner contribution	6,155	-	-	-	-	6,155
Partners' contributions	-	295,178	-	30	(295,208)	-
Distributions to unitholders and general partner	(263,896)	(263,896)	-	(25,027)	288,923	(263,896)
Net intercompany (repayments) borrowings	1,141	(80,506)	(47,483)	126,848	-	-
Other, net	-	(1,982)	20	1,201	-	(761)
Net cash (used in) provided by financing activities	<u>32,161</u>	<u>(84,137)</u>	<u>(47,463)</u>	<u>103,052</u>	<u>(6,285)</u>	<u>(2,672)</u>
Effect of foreign exchange rate changes on cash	-	2,569	-	3,857	-	6,426
Net increase (decrease) in cash and cash equivalents	-	1,600	(656)	15,687	-	16,631
Cash and cash equivalents as of the beginning of year	<u>53</u>	<u>2</u>	<u>656</u>	<u>44,664</u>	<u>-</u>	<u>45,375</u>
Cash and cash equivalents as of the end of year	<u>\$ 53</u>	<u>\$ 1,602</u>	<u>\$ -</u>	<u>\$ 60,351</u>	<u>\$ -</u>	<u>\$ 62,006</u>

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Cash Flows**  
**For the Year Ended December 31, 2008**  
**(Thousands of Dollars)**

	<u>NuStar</u> <u>Energy</u>	<u>NuStar</u> <u>Logistics</u>	<u>NuPOP</u>	<u>Non-</u> <u>Guarantor</u> <u>Subsidiaries</u> <u>(a)</u>	<u>Elim-</u> <u>inations</u>	<u>Consolidated</u>
Net cash provided by (used in) operating activities	\$ 239,707	\$ 111,078	\$ 34,487	\$ 341,873	\$ (241,964)	\$ 485,181
Cash flows from investing activities:						
Capital expenditures	-	(51,575)	(14,009)	(136,559)	-	(202,143)
Acquisition of East Coast Asphalt Operations	-	-	-	(803,184)	-	(803,184)
Other acquisitions	-	(7,027)	-	-	-	(7,027)
Proceeds from sale or disposition of assets	-	40,396	1	10,416	-	50,813
Proceeds from insurance settlement	-	-	-	5,000	-	5,000
Other, net	-	-	-	24	-	24
Net cash used in investing activities	-	(18,206)	(14,008)	(924,303)	-	(956,517)
Cash flows from financing activities:						
Debt borrowings	-	2,855,575	-	-	-	2,855,575
Debt repayments	-	(2,761,821)	-	-	-	(2,761,821)
Senior note offering, net	-	346,224	-	-	-	346,224
Issuance of common units, net of issuance costs	236,215	-	-	-	-	236,215
General partner contribution	5,025	-	-	-	-	5,025
Distributions to unitholders and general partner	(241,940)	(241,940)	-	(24)	241,964	(241,940)
Net intercompany (repayments) borrowings	(238,961)	(298,292)	(19,945)	557,198	-	-
Other, net	-	440	-	345	-	785
Net cash (used in) provided by financing activities	(239,661)	(99,814)	(19,945)	557,519	241,964	440,063
Effect of foreign exchange rate changes on cash	-	(5,340)	-	(7,850)	-	(13,190)
Net increase (decrease) in cash and cash equivalents	46	(12,282)	534	(32,761)	-	(44,463)
Cash and cash equivalents as of the beginning of year	7	12,284	122	77,425	-	89,838
Cash and cash equivalents as of the end of year	\$ 53	\$ 2	\$ 656	\$ 44,664	\$ -	\$ 45,375

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**Condensed Consolidating Statements of Cash Flows**  
**For the Year Ended December 31, 2007**  
**(Thousands of Dollars)**

	<b>NuStar Energy</b>	<b>NuStar Logistics</b>	<b>NuPOP</b>	<b>Non- Guarantor Subsidiaries (a)</b>	<b>Elim- inations</b>	<b>Consolidated</b>
Net cash provided by (used in) operating activities	\$ 195,640	\$ 139,631	\$ 34,566	\$ 50,188	\$ (197,353)	\$ 222,672
Cash flows from investing activities:						
Capital expenditures	-	(65,653)	(15,689)	(169,909)	-	(251,251)
Proceeds from sale of assets	-	66	15	12,586	-	12,667
Other, net	-	(58)	-	246	-	188
Net cash used in investing activities	-	(65,645)	(15,674)	(157,077)	-	(238,396)
Cash flows from financing activities:						
Debt borrowings	-	1,170,302	-	-	-	1,170,302
Debt repayments	-	(1,077,975)	-	-	-	(1,077,975)
Issuance of common units, net of issuance costs	143,083	-	-	-	-	143,083
General partner contribution	3,035	-	-	-	-	3,035
Distributions to unitholders and general partner	(197,333)	(197,333)	-	(20)	197,353	(197,333)
Net intercompany (repayments) borrowings	(144,555)	35,613	(19,762)	128,704	-	-
Other, net	-	(3,144)	-	(908)	-	(4,052)
Net cash provided by (used in) financing activities	(195,770)	(72,537)	(19,762)	127,776	197,353	37,060
Effect of foreign exchange rate changes on cash	-	(1,510)	-	1,174	-	(336)
Net (decrease) increase in cash and cash equivalents	(130)	(61)	(870)	22,061	-	21,000
Cash and cash equivalents as of the beginning of year	137	12,345	992	55,364	-	68,838
Cash and cash equivalents as of the end of year	\$ 7	\$ 12,284	\$ 122	\$ 77,425	\$ -	\$ 89,838

(a) Non-guarantor subsidiaries are wholly owned by NuStar Energy, NuStar Logistics or NuPOP.

**NUSTAR ENERGY L.P. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**

**24. QUARTERLY FINANCIAL DATA (UNAUDITED)**

	<u>First Quarter</u>	<u>Second Quarter</u>	<u>Third Quarter</u>	<u>Fourth Quarter</u>	<u>Total</u>
	(Thousands of Dollars, Except Per Unit Data)				
<b>2009:</b>					
Revenues	\$ 634,004	\$ 987,842	\$ 1,251,247	\$ 982,778	\$ 3,855,871
Operating income	55,434	84,076	87,190	46,616	273,316
Net income	39,355	83,735	64,440	37,345	224,875
Net income per unit applicable to limited partners	0.58	1.38	1.03	0.50	3.47
Cash distributions per unit applicable to limited partners	1.0575	1.0575	1.0650	1.0650	4.245
<b>2008:</b>					
Revenues	\$ 592,774	\$ 1,377,580	\$ 1,825,226	\$ 1,033,190	\$ 4,828,770
Operating income	65,186	40,362	175,478	29,047	310,073
Net income	55,869	14,090	151,277	32,782	254,018
Net income per unit applicable to limited partners (a)	1.01	0.15	2.60	0.46	4.22
Cash distributions per unit applicable to limited partners	0.985	0.985	1.0575	1.0575	4.085

- (a) In 2008, the FASB provided additional guidance regarding the application of the two-class method to calculate earnings per unit for master limited partnerships, which was effective January 1, 2009. As a result, net income per unit applicable to limited partners for the fourth quarter 2008 changed from \$0.47 previously reported.

[Table of Contents](#)

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

***DISCLOSURE CONTROLS AND PROCEDURES.***

Our management has evaluated, with the participation of the principal executive officer and principal financial officer of NuStar GP, LLC, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) as of the end of the period covered by this report, and has concluded that our disclosure controls and procedures were operating effectively as of December 31, 2009.

***INTERNAL CONTROL OVER FINANCIAL REPORTING.***

(a) Management's Report on Internal Control over Financial Reporting.

Management's report on NuStar Energy L.P.'s internal control over financial reporting required by Item 9A. appears in Item 8. of this report, and is incorporated herein by reference.

(b) Attestation Report of the Registered Public Accounting Firm.

The report of KPMG LLP on NuStar Energy L.P.'s internal control over financial reporting appears in Item 8. of this Form 10-K, and is incorporated herein by reference.

(c) Changes in Internal Controls over Financial Reporting.

There has been no change in our internal control over financial reporting that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE****DIRECTORS AND EXECUTIVE OFFICERS OF NUSTAR GP, LLC**

We do not have directors or officers. The directors and officers of NuStar GP, LLC, the general partner of our general partner, Riverwalk Logistics, L.P., perform all of our management functions. NuStar GP Holdings, LLC (NuStar GP Holdings), the sole member of NuStar GP, LLC, selects the directors of NuStar GP, LLC (the Board). Officers of NuStar GP, LLC are appointed by its directors.

Set forth below is certain information concerning the directors and executive officers of NuStar GP, LLC:

<u>Name</u>	<u>Age</u>	<u>Position Held with NuStar GP, LLC</u>
William E. Greehey	73	Chairman of the Board
Curtis V. Anastasio	53	President, Chief Executive Officer (CEO) and Director
J. Dan Bates	65	Director
Dan J. Hill	69	Director
Stan McLelland	64	Director
Rodman D. Patton	66	Director
Bradley C. Barron	44	Senior Vice President and General Counsel
Steven A. Blank	55	Senior Vice President, Chief Financial Officer (CFO) and Treasurer
James R. Bluntzer	55	Senior Vice President-Operations
Paul W. Brattlof	48	Senior Vice President-Trading and Supply
Mary Rose Brown	53	Senior Vice President-Administration
Daniel S. Oliver	43	Vice President-Marketing and Business Development
Thomas R. Shoaf	51	Vice President and Controller

As a limited partnership, we are not required by the NYSE rules to have a nominating committee, and the Board has historically performed the functions served by a nominating committee. In accordance with our Corporate Governance Guidelines, individuals are considered for membership on the Board based on their character, judgment, integrity, diversity, age, skills (including financial literacy), independence and experience in the context of the overall needs of the Board. Our directors are also selected based on their knowledge about our industry and their respective experience leading or advising large companies. We require that our directors have the ability to work collegially, exercise good judgment and think critically. In addition, we ask that our directors commit to working hard for our company. The Board strives to find the best possible candidates to represent the interests of NuStar Energy L.P. and its unitholders. As part of its self-assessment process, the Board annually evaluates the mix of independent and non-independent directors, the selection and functions of the presiding director and whether the Board has the appropriate range of talents, expertise and backgrounds.

The Board is led by its Chairman, Mr. Greehey. The Board has determined that separating the roles of Chairman and CEO is in the best interest of unitholders at this time. In addition, the Board has appointed Mr. Patton as its presiding director to serve as a point of contact for unitholders wishing to communicate with the Board and to lead executive sessions of the non-management directors.

**Mr. Greehey** became Chairman of the board of directors of the Board in January 2002. He has also been the Chairman of the board of directors of NuStar GP Holdings since March 2006. Mr. Greehey served as Chairman of the board of directors of Valero Energy Corporation (Valero Energy) from 1979 through January 2007. Mr. Greehey was CEO of Valero Energy from 1979 through December 2005, and President of Valero Energy from 1998 until January 2003.

**Mr. Anastasio** became the President and a director of NuStar GP, LLC in December 1999. He also became its CEO in June 2000. Mr. Anastasio has also served as President and Chief Executive Officer of NuStar GP Holdings since March 2006, and he has been a director of NuStar GP Holdings since January 2007.

## [Table of Contents](#)

**Mr. Bates** became a director of NuStar GP, LLC in April 2006. He has been President and CEO of the Southwest Research Institute since 1997. Mr. Bates also serves as Chairman of the board of Signature Science L.L.C. and Vice Chairman of Southwest Automotive Research Center. He served as Vice Chairman of the board of directors of the Federal Reserve Bank of Dallas' San Antonio Branch from January 2005 through December 2009.

**Mr. Hill** became a director of NuStar GP, LLC in July 2004. From February 2001 through May 2004, he served as a consultant to El Paso Corporation. Prior to that, he served as President and CEO of Coastal Refining and Marketing Company. In 1978, Mr. Hill was named as Senior Vice President of The Coastal Corporation and President of Coastal States Crude Gathering. In 1971, he began managing Coastal's NGL business. Previously, Mr. Hill worked for Amoco and Mobil.

**Mr. McLelland** became a director of NuStar GP, LLC in October 2005. He has also served as a director of NuStar GP Holdings since July 2006. Mr. McLelland has served as a director of two privately held companies, Patton Surgical Corp. and the general partner of Yorktown Technologies, LP, since November 2003 and June 2004, respectively. Mr. McLelland was U.S. Ambassador to Jamaica from January 1997 until March 2001. Prior to being named U.S. Ambassador to Jamaica, Mr. McLelland was a senior executive with Valero Energy. He joined Valero Energy in 1981 as Senior Vice President and General Counsel, and he served as Executive Vice President and General Counsel from 1990 until 1997.

**Mr. Patton** became a director of NuStar GP, LLC in June 2001. He retired from Merrill Lynch & Co. in 1999 where he had served as Managing Director in the Energy Group since 1993. Prior to that, he served in investment banking and corporate finance positions with Credit Suisse First Boston (1981-1993) and Blyth Eastman Paine Webber (1971-1981). He has also served as a director of Apache Corporation since 1999 and is a member of its audit committee.

**Mr. Barron** became Senior Vice President and General Counsel of NuStar GP, LLC and NuStar GP Holdings in April 2007. He also served as Secretary of NuStar GP, LLC and NuStar GP Holdings from April 2007 to February 2009. He served as Vice President, General Counsel and Secretary of NuStar GP, LLC from January 2006 until his promotion in April 2007. Mr. Barron also served as Vice President, General Counsel and Secretary of NuStar GP Holdings from March 2006 until his promotion in April 2007. Mr. Barron served as Managing Counsel and Corporate Secretary of NuStar GP, LLC from July 2003 until January 2006. From January 2001 until July 2003, he served as Counsel, and then Senior Counsel, to Valero Energy.

**Mr. Blank** became Senior Vice President and CFO of NuStar GP, LLC in January 2002, and he became NuStar GP, LLC's Treasurer as well in July 2005. He has also served as Senior Vice President, CFO and Treasurer of NuStar GP Holdings since March 2006. From December 1999 until January 2002, he was Chief Accounting and Financial Officer and a director of NuStar GP, LLC. He served as Vice President and Treasurer of Ultramar Diamond Shamrock Corporation from December 1996 until January 2002.

**Mr. Bluntzer** became Senior Vice President-Operations of NuStar GP, LLC in October 2005. He served as Vice President-Operations of NuStar GP, LLC from February 2004 until October 2005. He served as Vice President-Terminal Operations of NuStar GP, LLC from May 2003 to February 2004. He served as Special Projects Director of NuStar GP, LLC from January 2002 to May 2003 and as Vice President of Midstream Operations of Valero Energy from June 2001 to January 2002. He served as Refinery Logistics & Supply Chain Director of Valero Energy from July 2000 to June 2001.

**Mr. Brattlof** became Senior Vice President-Trading and Supply of NuStar GP, LLC in April 2007. Previously, Mr. Brattlof served in various positions, including Vice President-Trading, for Valero Energy from May 1997 through April 2007.

**Ms. Brown** became Senior Vice President-Administration of NuStar GP, LLC in April 2008. She served as Senior Vice President-Corporate Communications from April 2007 through April 2008. Prior to her service to NuStar GP, LLC, Ms. Brown served as Senior Vice President-Corporate Communications for Valero Energy from September 1997 to April 2007.

## [Table of Contents](#)

**Mr. Oliver** became Vice President-Marketing and Business Development of NuStar GP, LLC in October 2008. Prior to that, Mr. Oliver served as Vice President for NuStar Marketing LLC. Previously, Mr. Oliver served as Vice President-Product Supply & Distribution for Valero Energy from May 1997 to July 2007.

**Mr. Shoaf** became Vice President and Controller of NuStar GP, LLC in July 2005. He has also served as Vice President and Controller of NuStar GP Holdings since March 2006. Mr. Shoaf served as Vice President-Structured Finance for Valero Corporate Services Company, a subsidiary of Valero Energy, from 2001 until his appointment with NuStar GP, LLC.

### **COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT**

Section 16(a) of the Exchange Act requires directors, executive officers and persons who beneficially own more than 10% of NuStar Energy L.P.'s equity securities to file certain reports with the Securities and Exchange Commission (SEC) concerning their beneficial ownership of NuStar Energy's equity securities within two business days. We believe that during the year ended December 31, 2009 all Section 16(a) reports applicable to our executive officers, directors and greater than 10% stockholders were timely filed, with the exception of an inadvertent omission of 907 units from the Form 3 for Mr. Brattlof (which was subsequently corrected on Form 5 filed on February 10, 2010) and the filing of Ms. Brown's and Mr. Oliver's Forms 3 one day late. In addition, Mr. Bluntzer filed a Form 5 on February 24, 2010 to report the acquisition of an aggregate 40 common units that were purchased pursuant to a dividend reinvestment program administered by his securities broker.

### **CODE OF ETHICS OF SENIOR FINANCIAL OFFICERS**

NuStar GP, LLC has adopted a Code of Ethics for Senior Financial Officers that applies to NuStar GP, LLC's principal executive officer, principal financial officer and controller. This code charges the senior financial officers with responsibilities regarding honest and ethical conduct, the preparation and quality of the disclosures in documents and reports NuStar GP, LLC files with the SEC and compliance with applicable laws, rules and regulations.

### **CORPORATE GOVERNANCE**

#### **AUDIT COMMITTEE**

The Audit Committee reviews and reports to the Board on various auditing and accounting matters, including the quality, objectivity and performance of NuStar Energy's internal and external accountants and auditors, the adequacy of its financial controls and the reliability of financial information reported to the public. The Audit Committee also monitors NuStar Energy's compliance with environmental laws and regulations. The Board has adopted a written charter for the Audit Committee. The members of the Audit Committee during 2009 were Rodman D. Patton (Chairman), J. Dan Bates and Dan J. Hill. The Audit Committee met eight times in 2009. For further information, see the "*Report of the Audit Committee*" below.

The Board has determined that Mr. Patton is an "audit committee financial expert" (as defined by the SEC), and that he is "independent" as that term is used in the NYSE Listing Standards.

#### **REPORT OF THE AUDIT COMMITTEE FOR FISCAL YEAR 2009**

Management of NuStar GP, LLC is responsible for NuStar Energy's internal controls and the financial reporting process. KPMG LLP (KPMG), NuStar Energy's independent registered public accounting firm for the year ended December 31, 2009, is responsible for performing an independent audit of NuStar Energy's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and generally accepted auditing standards, and an audit of NuStar Energy's internal control over financial reporting in accordance with the standards of the PCAOB, and issuing a report thereon. The Audit Committee monitors and oversees these processes and approves the selection and appointment of NuStar Energy's independent registered public accounting firm and recommends the ratification of such selection and appointment to the Board.

The Audit Committee has reviewed and discussed NuStar Energy's audited consolidated financial statements with management and KPMG. The Audit Committee has discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 114, as adopted by the PCAOB. The Audit Committee

## [Table of Contents](#)

has received written disclosures and the letter from KPMG required by applicable requirements of the Audit Committee concerning independence and has discussed with KPMG that firm's independence.

Based on the foregoing review and discussions and such other matters the Audit Committee deemed relevant and appropriate, the Audit Committee recommended to the Board that the audited consolidated financial statements of NuStar Energy be included in NuStar Energy's Annual Report on Form 10-K for the year ended December 31, 2009.

Members of the Audit Committee:

Rodman D. Patton (Chairman)  
J. Dan Bates  
Dan J. Hill

### **RISK OVERSIGHT**

While it is the job of management to assess and manage our risk, the Board of Directors and its Audit Committee (each where applicable) discuss the guidelines and policies that govern the process by which risk assessment and management is undertaken and evaluate reports from various functions with the management team on risk assessment and management. The Board interfaces regularly with management and receives periodic reports that include updates on operational, financial, legal and risk management matters. The Audit Committee assists the Board in oversight of the integrity of NuStar Energy's financial statements and NuStar Energy's compliance with legal and regulatory requirements, including those related to the health, safety and environmental performance of our company. The Audit Committee also reviews and assesses the performance of NuStar Energy's internal audit function and its independent auditors. The Board receives regular reports from the Audit Committee. We do not believe that the Board's role in risk oversight has an effect on the Board's leadership structure.

*Evaluation of Compensation Risk.* The Compensation Committee has focused on aligning our compensation policies with the long-term interests of NuStar Energy and avoiding short-term rewards for management decisions that could pose long-term risks to NuStar Energy. NuStar Energy's compensation programs are structured so that a considerable amount of our management's compensation is tied to NuStar Energy's long-term fiscal health. The only short-term incentive available to NuStar Energy employees and executives is the all-employee performance bonus. All bonuses, including executive bonuses, are determined with reference to performance metrics selected by the Compensation Committee and applicable to all employees. Historically, our long-term incentives have taken the form of performance units, restricted units and unit options that typically vest over three- and five-year periods, thereby aligning our employees' interests with the long-term goals of NuStar Energy. No business group or unit is compensated differently than any other, regardless of profitability. As such, we believe that our compensation policies encourage employees to operate our business in a fundamentally sound manner and do not create incentives to take risks that are reasonably likely to have a material adverse effect on NuStar Energy.

## ITEM 11. EXECUTIVE COMPENSATION

### COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with management. Based on the foregoing review and discussion and such other matters the Compensation Committee deemed relevant and appropriate, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this annual report.

#### Members of the Compensation Committee:

Dan J. Hill (Chairman)  
J. Dan Bates  
Rodman D. Patton

### COMPENSATION DISCUSSION AND ANALYSIS

#### Executive Compensation Philosophy

Our philosophy for compensating our named executive officers (NEO) is based on the belief that a significant portion of executive compensation should be incentive-based and determined by both NuStar Energy's and the executive's performance objectives. Our executive compensation programs are designed to accomplish the following long-term objectives:

- increase value to unitholders, while practicing good corporate governance;
- support our business strategy and business plan by clearly communicating what is expected of executives with respect to goals and results;
- provide the Compensation Committee with the flexibility to respond to the continually changing environment in which NuStar Energy operates;
- align executive incentive compensation with NuStar Energy's short- and long-term performance results; and
- provide market-competitive compensation and benefits to enable us to recruit, retain and motivate the executive talent necessary to produce sustainable, superior growth for our unitholders.

Compensation for our named executive officers primarily consists of base salary, an annual incentive bonus and long-term, equity-based incentives. Our executives participate in the same group benefit programs available to our salaried employees in the United States. In addition, see "Post-Employment Benefits" below in this Item 11. Our executives do not have employment or severance agreements, other than the change-of-control agreements described below in "Potential Payments Upon Termination or Change of Control." The Compensation Committee targets base salary for our named executive officers, as well as annual incentive bonus and long-term incentive awards (expressed, in each case, as a percentage of base salary), at or near the median of our peer group and after reviewing survey data for a group of 825 industrial companies. In each case, an executive's salary and incentive opportunities are determined by the unique responsibilities of his or her position and by each executive's experience and performance, with the market information in mind.

Throughout this Item 11, the individuals serving as our principal executive officer and our principal financial officer during the last completed fiscal year (Curtis V. Anastasio and Steven A. Blank, respectively) and our three other most highly compensated executive officers who were serving as executive officers at the end of the last completed fiscal year (James R. Bluntzer, Paul W. Brattlof and Mary Rose Brown) are referred to collectively as the "named executive officers" or NEOs.

#### Administration of Executive Compensation Programs

Our executive compensation programs are administered by our Board's Compensation Committee. The Compensation Committee is composed of three independent directors who are not participants in our executive compensation programs. Policies adopted by the Compensation Committee are implemented by our compensation and benefits staff.

## [Table of Contents](#)

Annually, the Compensation Committee reviews market trends in compensation, including the practices of identified competitors, and the alignment of the compensation program with NuStar Energy's strategy. Specifically, for executive officers, the Compensation Committee:

- establishes and approves target compensation levels for each executive officer;
- approves individual executive and company-level performance measures and goals;
- determines the mix between cash and equity compensation, short-term and long-term incentives and benefits;
- verifies the achievement of previously established performance goals; and
- approves the resulting cash or equity awards to executives.

In making determinations about total compensation for executives, the Compensation Committee takes into account a number of factors, including: the competitive market for talent; NuStar Energy's performance; the particular executive's role, responsibilities, experience and performance; and retention. The Compensation Committee also considers other equitable factors such as the role, contribution and performance of an individual executive relative to the executive's peers at the company. The Compensation Committee does not assign specific weight to these factors, but rather makes a subjective judgment taking all of these factors into account.

The Compensation Committee has retained BDO Seidman, LLP (BDO) as its independent compensation consultant with respect to executive compensation matters. In its role as advisor to the Compensation Committee, BDO was retained directly by the Compensation Committee, which has the authority to select, retain and/or terminate its relationship with a consulting firm.

### *Selection of Compensation Comparative Data*

In 2009, the Compensation Committee relied upon two primary sources of competitive compensation data in assessing base salary rates, annual incentive compensation and long-term incentive compensation: a group of master limited partnerships and other companies in our industry and broader survey data on comparably sized entities.

To establish compensation for the named executive officers, including the CEO, the Committee, in consultation with management and BDO, identified a specific group of 15 master limited partnerships and three independent, regional refining companies to evaluate competitive rates of compensation (the Compensation Comparative Group). The three refining companies, Frontier Oil Corporation, Holly Corporation and Western Refining Inc., were added to our prior peer list last year to account for our acquisition of asphalt refining and marketing assets from CITGO Asphalt Refining Company in March 2008. Each of these organizations is in our industry, and, in our opinion, competes with us for executive talent. The competitive data for these companies is derived from their respective publicly filed annual proxy statements or annual reports on Form 10-K. The 2009 data was compiled and analyzed by BDO.

<u>Company</u>	<u>Ticker</u>
1. Boardwalk Pipeline Partners	BWP
2. Buckeye Partners LP	BPL
3. Copano Energy LLC	CPNO
4. Crosstex Energy LP	XTEX
5. Enbridge Energy Partners LP	EEP
6. Energy Transfer Partners	ETP
7. Enterprise Product Partners LP	EPD
8. Kinder Morgan Energy LP	KMP
9. Magellan Midstream Partners LP	MMP
10. Mark West Energy Partners	MWE
11. ONEOK Partners, L.P.	OKS
12. Plains All American Pipeline LP	PAA
13. Regency Energy Partners	RGNC
14. Sunoco Logistics Partners LP	SXL
15. Teppco Partners LP	TPP
16. Frontier Oil Corporation*	FTO

## [Table of Contents](#)

17. Holly Corporation*	HOC
18. Western Refining Inc.*	WNR

\* Added in 2008.

The Compensation Committee also reviewed survey data reported on a position-by-position basis to ascertain additional information regarding compensation of comparable positions. The survey data consists of general industry data for executive positions reported in the Towers Perrin Executive Compensation General Industry database, a proprietary compensation database of an approximate 825 U.S. industrial companies that is updated each year. At our request, BDO reviewed and interpreted the tabular data from the Towers Perrin survey for companies in a range of reported revenues comparable to NuStar Energy's. We refer to the competitive survey data, together with the Compensation Comparative Group data, as the Compensation Comparative Data.

### *Process and Timing of Compensation Decisions*

The Compensation Committee reviews and approves all compensation for the named executive officers. Recommendations regarding compensation for named executive officers other than the CEO are developed by the CEO in consultation with BDO. In making these recommendations, the CEO takes into consideration the Compensation Comparative Data and evaluates the individual performance of each named executive officer and their respective contributions to the Company. The recommendations are then reviewed by the Compensation Committee, which may accept the recommendations or may make adjustments to the recommended compensation based on their own assessment of the individual's performance and contributions to NuStar Energy.

As required by the Compensation Committee's charter, the compensation of the CEO is reviewed and approved by the Compensation Committee based on the Compensation Comparative Data; discretionary adjustments may be made based upon their independent evaluation of the CEO's performance and contributions.

Each July, the Compensation Committee reviews the named executive officers' total compensation, including base salary and the target levels of annual incentive and long-term incentive compensation. Its review includes a comparison with competitive market data provided by BDO, an evaluation of the total compensation of the executive officer group from an internal equity perspective and reviews of reports on the compensation history of each executive. Based on these reviews and evaluations, the Compensation Committee establishes annual salary rates for executive officer positions for the upcoming 12-month period and sets target levels of annual incentive and long-term incentive compensation. Although the target levels are established in July, the long-term incentives are reviewed again at the time of grant, typically in the fourth quarter for unit options and restricted units and in the first quarter for performance units. The Compensation Committee may also review salaries or grant long-term incentive awards at other times during the year because of new appointments, promotions or other extraordinary circumstances.

The following table summarizes the approximate timing of some of our significant compensation events:

<b>Event</b>	<b>Timing</b>
Establishing financial performance objectives for current year's annual incentive bonus; evaluating achievement of bonus metrics in prior year	First quarter
Review and certify financial performance for performance units granted in prior years; grant performance units	First quarter
Review base salaries for executive officers for the current year and targets for annual incentive bonus and long-term incentive grants	Third quarter
Consider grant of restricted unit and unit options to employees and officers and grant restricted units to directors	Fourth quarter; three business days after third quarter earnings releases (or as soon as practicable thereafter)

## [Table of Contents](#)

Setting meeting dates for action by the Compensation Committee for the upcoming year	Fourth quarter
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Additional information regarding the timing of 2009 long-term incentive grants is discussed below under “Performance Units” and “Restricted Units.”

### **Elements of Executive Compensation**

#### *General*

Our executive compensation programs currently consist of the following material elements:

- base salaries;
- annual incentive bonuses;
- long-term equity-based incentives, including:
  - performance units; and
  - restricted units;
- medical and other insurance benefits, retirement benefits and other perquisites.

We use base salary as the foundation for our executive compensation program. We believe that base salary should provide a fixed level of competitive pay that reflects the executive officer’s primary duties and responsibilities, as well as a foundation for incentive opportunities and benefit levels. Our annual incentive bonuses are designed to focus our executives on NuStar Energy’s attainment of our distributable cash flow (DCF), which is widely regarded among the master limited partnership (MLP) investment community as a significant determinant of an MLP’s unit price. Our long-term equity incentive awards are designed to directly tie an executive’s financial reward opportunities with the rewards to unitholders, as measured by long-term unit price performance and payment of distributions. Throughout this Item 11, we use the term “Total Direct Compensation” to refer to the sum of an executive officer’s base salary, annual incentive bonus and long-term incentive awards for a particular fiscal year. We also offer group medical benefits that allow employees (including NEOs) affordable coverage at group rates, as well as pension benefits that reward continued service and a thrift plan that provides a tax-advantaged savings opportunity.

### **Relative Size of Primary Elements of Compensation**

In setting executive compensation, the Compensation Committee considers the aggregate amount of compensation payable to an executive officer and the form of the compensation. The Compensation Committee seeks to achieve the appropriate balance between salary, cash rewards earned for the achievement of company and personal objectives and long-term incentives that align the interests of our executive officers with those of our unitholders. The size of each element is based on competitive market practices, as well as company and individual performance.

The level of incentive compensation typically increases in relation to an executive officer’s responsibilities, with the level of incentive compensation for more senior executive officers being a greater percentage of total compensation than for less senior executives. The Compensation Committee believes that making a significant portion of an executive officer’s incentive compensation contingent on long-term unit price performance more closely aligns the executive officer’s interests with those of our unitholders.

Because we place such a large proportion of our total executive compensation at risk in the form of variable pay (i.e. annual and long-term incentives), the Compensation Committee does not adjust current compensation based upon realized gains or losses from prior incentive awards. For example, we will not reduce the size of a target long-term incentive grant in a particular year solely because NuStar Energy’s unit price performed well during the immediately preceding years. We believe that adopting a policy of making such adjustments would penalize management’s current compensation for NuStar Energy’s prior success.

The following table summarizes the relative size of base salary and incentive compensation targets for 2009 for each of our named executive officers:

[Table of Contents](#)

Name	Target Percentage of Total Direct Compensation			TOTAL
	Base Salary	Annual Incentive Bonus	Long-Term Incentives	
Anastasio	30	24	46	100
Blank	43	22	35	100
Bluntzer	43	22	35	100
Brattlof	43	22	35	100
Brown	43	22	35	100

**Individual Performance and Personal Objectives**

The Compensation Committee evaluates our named executive officers' individual performance and personal objectives with input from our CEO. Our CEO's performance is evaluated by the Compensation Committee in consultation with other members of the Board.

Assessment of individual performance may include objective criteria, but is a largely subjective process. The criteria used to measure an individual's performance may include use of quantitative criteria (e.g., execution of projects within budget, improving an operating unit's profitability, or timely completion of an acquisition or divestiture), as well as more qualitative factors, such as the executive officer's ability to lead, ability to communicate and successful adherence to NuStar's core values (i.e., environmental and workplace safety, integrity, work commitment, effective communication and teamwork). There are no specific weights given to any of these various elements of individual performance.

We use our evaluation of individual performance to supplement our objective compensation criteria and adjust an executive officer's recommended compensation. For example, although an individual officer's indicated bonus may be calculated to be \$100,000, an individual performance evaluation might result in a reduction to \$90,000 or increase to \$120,000 of that indicated bonus.

**Base Salaries**

The base salaries for our executive officers are reviewed annually by the Compensation Committee based on recommendations of our CEO, with input from BDO and our compensation and benefits staff. Our CEO's base salary is reviewed and approved by the Compensation Committee based on its review of recommendations by BDO and our compensation and benefits staff.

The competitiveness of base salaries for each executive position is determined by an evaluation of the compensation data described above. Base salaries may be adjusted to achieve what is determined to be a reasonably competitive level or to reflect promotions, the assignment of additional responsibilities, individual performance or the performance of NuStar Energy. Salaries are also periodically adjusted to remain competitive with the Compensation Comparative Data.

In July 2009, our named executive officers received the same 3% adjustment to annualized base salaries that was approved for all eligible employees.

Name	Annualized Base Salary	July 2009 Increase to Prior Annualized Base Salary
Anastasio	\$473,800	\$13,800
Blank	340,900	9,900
Bluntzer	305,500	8,900
Brattlof	289,600	8,400
Brown	305,500	8,900

**Annual Incentive Bonus**

Our named executive officers participate in a formal annual incentive plan in which all domestic company employees participate. Under the plan, the named executive officers can earn annual incentive bonuses based on the following three factors:

## Table of Contents

- The individual's position, which is utilized to determine a targeted percentage of annual base salary that may be awarded as incentive bonus. Generally, the target amount for the named executive officers is set following the analysis of market practices in the Compensation Comparator Group and a determination of the median bonus target available to comparable executives in those companies;
- NuStar Energy's attainment of specific quantitative financial goals, which are established by the Compensation Committee during the first quarter of the year; and
- A discretionary evaluation by the Compensation Committee of both NuStar Energy's performance and, in the case of the named executive officers, the individual executive's performance.

The following table shows the percentage of each named executive officer's annual base salary that represents his or her annual bonus target for the fiscal year ended December 31, 2009, before discretionary adjustments, as discussed below:

<b>Name</b>	<b>Annual Incentive Bonus Target as a Percentage of Base Salary</b>
Anastasio	80
Blank	50
Bluntzer	50
Brattlof	50
Brown	50

### *Determination of Annual Incentive Target Opportunities*

As stated above, each named executive officer has an annual incentive opportunity generally based on a stated percentage of his or her base salary. This target proportion is the annual incentive award for achieving a 100% score on our stated financial goal under the bonus plan. For example, Mr. Anastasio has a target annual incentive opportunity equal to 80% of his base annual salary. Mr. Anastasio's annual salary rate beginning July 2009 was \$473,800, and therefore, his target annual incentive opportunity for a 100% score was \$379,040. In addition, the plan allows for the upward or downward adjustment of awards, based upon attainment of the financial goal, equal to a range of 0% to 200% of the target award. If we failed to reach at least the threshold level of performance for our financial goal, the participant would have earned an incentive award of \$0. Likewise, if we had achieved the maximum level of performance for the financial goal, the participant could earn up to 200% of his target award.

Once the financial goals have been reviewed and measured, the Compensation Committee has the authority to exercise its discretion in evaluating NuStar Energy's performance. In exercising this discretionary judgment, the Compensation Committee considers such relevant performance factors as growth, attainment of strategic objectives, acquisitions and divestitures, safety and environmental compliance, and other considerations. This discretionary judgment may result in an increase or decrease of as much as 25% of the aggregate earned award for all employees based upon the attainment of the financial goals noted above.

The CEO develops individual incentive bonus recommendations based upon the methodology described above. In addition, both the CEO and the Compensation Committee may make adjustments to the recommended incentive bonus amounts based upon an assessment of an individual's performance and contributions to NuStar Energy. The CEO and the Compensation Committee also review and discuss each executive bonus on a case-by-case basis, considering such factors as teamwork, leadership, individual accomplishments and initiative, and may adjust the bonus awarded to reflect these factors.

The bonus target for the CEO is decided solely by the Compensation Committee, and the Compensation Committee may make discretionary adjustments to the calculated level of bonus based upon its independent evaluation of the CEO's performance and contributions.

### *Company Performance Objectives*

In 2007, the Compensation Committee adopted DCF per unit (DCF Per Unit) as the bonus metric in acknowledgement that, in the master limited partnership investment community, DCF is widely regarded as a significant determinant of unit price, and, as such, the Compensation Committee believes the measure appropriately focuses employees on improving DCF. In 2008, the Compensation Committee approved a change to a simple DCF metric, based on

## [Table of Contents](#)

management's recommendations and input from BDO. Management's recommendation to move to a simple DCF target rather than DCF Per Unit was based on the fact that an increase to the distribution serves to reduce DCF Per Unit (but not DCF) through the operation of the incentive distribution rights held by our general partner, NuStar GP Holdings. We believe that basing bonus on DCF more properly aligns our management's interest with our unitholders' interest in continuously increasing distributions in a prudent manner.

We derive DCF from our financial statements by adjusting our net income for depreciation and amortization expense, equity earnings from joint ventures and unrealized gains and losses arising from certain derivative contracts. Additionally, we subtract our aggregate annual reliability capital expenditures and add the aggregate annual amount of cash distributions received from equity method investees.

Each year, the Compensation Committee establishes NuStar Energy's budgeted DCF for the year as a target and establishes corresponding levels of performance for which the incentive opportunity would be paid, such that if less than 90% of the target was attained, no bonus would be paid; if 90% of the target was attained, 50% of the incentive opportunity could be paid; if the target was achieved, 100% of the incentive opportunity could be paid; if 110% of the target was attained, 150% of the incentive opportunity could be paid; and if 120% or more of the target was attained, 200% of the incentive opportunity could be paid. The budgeted DCF may be adjusted during the year to account for acquisitions or other significant changes not anticipated at the time the target was determined. In 2009, NuStar's budgeted DCF was \$355,000,000.

### *Determination of Awards*

For the 2009 annual incentive bonus determination, the Compensation Committee measured NuStar Energy's DCF against the established target to determine the amount of incentive award earned. NuStar Energy's DCF for 2009 would have resulted in payment of 65% of the incentive opportunity.

Upon reviewing the 65% performance score and upon management's recommendation, the Compensation Committee exercised its discretionary judgment regarding the plan and further adjusted the performance score upward to 75%. This resulted in each employee, including the named executive officers, having a potential annual incentive award equal to 75% of his or her target award. In making the adjustment, the Compensation Committee took into consideration the 42% increase in unit price and 48% total unitholder return for 2009, the successful completion of the integration of our asphalt operations, NuStar Energy's exceptional health and safety record, and our desire to recognize and reward our employees' significant accomplishments.

<b>Name</b>	<b>Bonuses Paid For 2009</b>
Anastasio	\$284,300
Blank	127,800
Bluntzer	115,000
Brattlof	108,600
Brown	115,000

### **Long-term Incentive Awards**

We provide unit-based, long-term compensation for employees, including executives and directors, through our Second Amended and Restated 2000 Long-Term Incentive Plan (the 2000 LTIP), which was approved by our unitholders on September 18, 2006. In previous years, we have provided such compensation under the NuStar GP, LLC Amended and Restated 2002 Unit Option Plan and the NuStar GP, LLC Amended and Restated 2003 Employee Unit Incentive Plan. The 2000 LTIP provides for a variety of unit and unit-based awards, including unit options, restricted units and performance units. Performance units vest (become nonforfeitable) upon the achievement of an objective performance goal. Grants of restricted unit and unit options each vest over a period determined by the Compensation Committee.

Under the design of the long-term incentive award plan, each plan participant, including the named executive officers, are designated a target long-term incentive award expressed as a percentage of base salary. This percentage reflects the expected fair value of the awards to be granted in aggregate each year. In determining the expected fair value, BDO employed a projected value model to determine the value of long-term incentive grants, which requires first calculating

## Table of Contents

the value of an award by projecting the growth in the fair market value of a unit and then calculating the present value of the expected gain at the end of five years.

For the named executive officers, the 2009 long-term incentive target percentages (expressed as a percent of base salary) were established as shown in the table below.

<b>Name</b>	<b>Long-Term Incentive Target (% of base salary)</b>
Anastasio	150
Blank	80
Bluntzer	80
Brattlof	80
Brown	80

These targets, as well as the allocation between time- and performance-based grants described below, reflect the Compensation Committee's 2009 review of the Compensation Comparative Data and discussion of the appropriate balance to best retain executives, align management with unitholder concerns and reward management for increases in unitholder value. The committee reviews these targets, as well as allocation between types of grants on at least an annual basis. At its meeting on February 26, 2010, after a discussion of the current Compensation Comparative Data and the factors described above, the Compensation Committee determined it to be appropriate to raise the long-term incentive targets as follows: Mr. Anastasio 160%, Mr. Blank, Mr. Bluntzer and Ms. Brown, 100% and Mr. Brattlof, 90%.

The Compensation Committee allocates a percentage of long-term award value to performance-based awards and a percentage to awards that focus on retention and increasing ownership levels of executive officers. In 2009, the target levels were allocated in the following manner for each individual:

- 30% of the targeted long-term incentive dollar value is awarded to the executive in a grant of performance units. The number of performance units granted is based upon the expected fair value of a single performance unit at the time of grant; and
- 70% of the targeted long-term incentive dollar value is awarded to the executive in the form of restricted units. The number of restricted units granted is based upon the expected fair value of a single restricted unit at the time of grant.

The Compensation Committee reviews and approves all grants for the named executive officers, as well as all other participants in the program. The CEO develops individual grant recommendations based upon the methodology described above, but both the CEO and the Compensation Committee may make adjustments to the recommended grants based upon an assessment of an individual's performance and contributions to NuStar Energy. The grant for the CEO is decided solely by the Compensation Committee following the methodology described above, and the Compensation Committee may make discretionary adjustments to the calculated number of long-term incentives to grant based upon its independent evaluation of the CEO's performance and contributions.

## [Table of Contents](#)

### *Restricted Units*

Name	Restricted Units Granted in 2009	
	NS	NSH
Anastasio	6,900	6,500
Blank	2,645	2,495
Bluntzer	2,370	2,235
Brattlof	2,245	2,120
Brown	2,370	2,235

The restricted units comprise approximately 70% of each executive's total NuStar Energy long-term incentive target. The Compensation Committee presently expects to grant restricted units annually. The executives' long-term incentive targets include approximately 70% NuStar Energy restricted units and 30% NuStar GP Holdings restricted units (in both cases, calculated from an assumed unit value based on the average closing price for the business days in the last two weeks of August 2009, and adjusted for the risk of forfeiture). The restricted units all vest in equal increments on the anniversary of the grant date over five years. Restricted units of NuStar GP Holdings were introduced into the compensation program in 2008 to reflect the fact that the performance of NuStar GP Holdings is directly tied to the performance of NuStar Energy, due to the fact that NuStar GP Holdings' sole asset is its interest in NuStar Energy. The grant of the NuStar GP Holdings restricted units, as well as the grant of the NuStar Energy restricted units, were approved in a joint meeting of the Compensation Committee and the compensation committee of NuStar GP Holdings' Board of Directors

In 2009, the Compensation Committee and management made a determination that the grants for employees, excluding management and non-employee directors, would be made as soon as administratively practicable after the third business day following our third quarter earnings release, which was November 6, 2009. At the time the Compensation Committee approved the grants of restricted units, NuStar Energy's Board had approved an equity offering of NuStar Energy units. Given the impending offering, the Committee determined that the grants to executive management, certain other employees and the non-employee directors would be delayed until December 14, 2009, which was thirty (30) calendar days after the closing date of the equity offering.

### *Performance Units*

Name	Performance Unit Grants in 2009
Anastasio	6,383
Blank	2,400
Bluntzer	2,200
Brattlof	2,050
Brown	2,200

Performance units comprise approximately 30% of each of our named executive officers' total NuStar Energy long-term incentive targets. The Compensation Committee expects to award performance units annually. Performance units are earned only upon NuStar Energy's achievement of an objective performance measure, total unitholder return (TUR), as compared with a subset of the Compensation Comparative Group consisting of the first nine entities listed in the peer group table above. NuStar Energy's TUR is the total return to unitholders, based upon the growth in the unit price, as well as cash distributions to unitholders during the year. The entities selected most closely track with our size and business, making their TUR performance most comparable with ours (the Peer Group). Further, while the Compensation Comparative Group represents the market in which we compete for executive talent, the smaller group selected for purposes of measuring relative TUR is representative of the market in which we compete for capital. The Compensation Committee believes this type of incentive award strengthens the tie between the named executive's pay and our financial performance.

The number of performance units granted is determined by multiplying annual base salary rate by the Long-Term Incentive Target Percentage, and then multiplying that product by 30%. That product is then divided by the assumed

## [Table of Contents](#)

value of an individual unit, which is the product of (x) the average unit price for the period of December 15 through December 31 (using the daily high and low prices) and (y) a factor that reflects the present value of the award and a risk that the award might be forfeited.

Each award is subject to vesting in three annual increments, based upon our TUR during rolling three-year periods that end on December 31 of each year following the date of grant. At the end of each performance period, our TUR is compared to the Peer Group and ranked by quartile. Executives then earn 0%, 50%, 100% or 150% of that portion of the initial grant amount that is vesting, depending upon whether our TUR is in the last, 3rd, 2nd or 1st quartile, respectively, and they earn 200% if we rank highest in the group. Amounts not earned in a given performance period can be carried forward for one additional performance period and up to 100% of the carried amount can still be earned, depending upon the quartile achieved for that subsequent period. For the performance period ended December 31, 2009, our performance ranked in the fourth quartile of the group for the rolling three-year period, which results in no vesting of the 2009 performance units available to vest in 2010. Due to the fact that NuStar Energy generated a 48% total unitholder return for 2009 alone, the Committee decided to carry forward the performance units that would have been forfeited for that period for one additional year.

### **Perquisites and Other Benefits**

#### *Perquisites*

We provide only minimal perquisites to our executive officers. Mr. Anastasio and Ms. Brown receive reimbursement for club membership dues. Mr. Anastasio, Mr. Blank, Mr. Brattlof and Ms. Brown received federal income tax preparation services in 2009. Executives are also eligible to receive liability insurance. For more information on perquisites, see the Summary Compensation Table and its footnotes.

#### *Other Benefits*

We provide other benefits, including medical, life, dental and disability insurance in line with competitive market conditions. Our named executive officers are eligible for the same benefit plans provided to our other employees, including our pension plan, 401(K) thrift plan (the Thrift Plan) and insurance and supplemental plans chosen and paid for by employees who desire additional coverage. Executive officers and other employees whose compensation exceeds certain limits are eligible to participate in non-qualified excess benefit programs whereby those individuals can choose to make larger contributions than allowed under the qualified plan rules and receive correspondingly higher benefits. These plans are described below under "Post-Employment Benefits."

### **Post-Employment Benefits**

#### *Pension Plans*

For a discussion of our pension plans, including the Excess Pension Plan and the Supplemental Executive Retirement Plan, please see the narrative description accompanying the Pension Benefits table below this item.

#### *Nonqualified Deferred Compensation Plans*

##### *Excess Thrift Plan*

The Excess Thrift Plan provides unfunded benefits to those employees of NuStar GP, LLC whose annual additions under the Thrift Plan are subject to the limitations on such annual additions as provided under §415 of the Internal Revenue Code of 1986, as amended (the Code), and/or who are constrained from making maximum contributions under the Thrift Plan by §401(a)(17) of the Code, which limits the amount of an employee's annual compensation which may be taken into account under that plan. The Excess Thrift Plan is comprised of two separate components, consisting of (1) an "excess benefit plan" as defined under §3(36) of The Employee Retirement Income Security Act of 1974, as amended (ERISA) and (2) a plan that is maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. Each component of the Excess Thrift Plan consists of a separate plan for purposes of Title I of ERISA. To the extent a participant's annual total compensation exceeds the compensation limits for the calendar year under §401(a)(17) of the Code (\$245,000 for 2009), the participant's excess thrift plan account is credited with that number of hypothetical NuStar Energy units that could have been purchased with the difference between:

- The total company matching contributions that would have been credited to the participant's account under the Thrift Plan had the participant's contributions not been reduced pursuant to §401; and
- The actual company matching contributions credited to such participant's account.

## [Table of Contents](#)

Mr. Anastasio, Mr. Blank, Mr. Bluntzer, Mr. Brattlof and Ms. Brown participated in the Excess Thrift Plan in 2009.

### *Frozen Nonqualified 401(k) Plan*

Effective July 1, 2006, we established the NuStar GP, LLC Frozen Nonqualified 401(k) Plan for Former Employees of Ultramar Diamond Shamrock Corporation (the Frozen Plan). The Frozen Plan assumes and continues the frozen Ultramar Diamond Shamrock Corporation Nonqualified 401(k) Plan (the UDS Plan) with respect to the current NuStar GP, LLC employees who had accrued benefits under the UDS Plan. No additional benefits accrue under the Frozen Plan, and we make no contributions to the Frozen Plan. Mr. Anastasio and Mr. Blank have Frozen Plan accounts.

### *Change-of-Control Severance Arrangements*

We entered into change of control agreements with each of the named executive officers in or prior to 2007. These agreements are intended to assure the continued availability of these executives in the event of certain transactions culminating in a “change of control” as defined in the agreements. The change of control agreements have three-year terms, which terms are automatically extended for one year upon each anniversary unless a notice not to extend is given by us. If a “change of control” (as defined in the agreements) occurs during the term of an agreement, then the agreement becomes operative for a fixed three-year period. The agreements provide generally that the executive’s terms and conditions of employment (including position, location, compensation and benefits) will not be adversely changed during the three-year period after a change of control of us.

Particular payments under the agreements are triggered commensurate with the occurrence of any of the following: (i) termination of employment by the company other than for “cause” (as defined in the agreements) or disability, (ii) termination by the executive for “good reason” (as defined in the agreements), (iii) termination by the executive other than for “good reason,” and (iv) termination of employment because of death or disability. These triggers were designed to ensure the continued availability of the executives following a change of control, and to compensate the executives at appropriate levels if their employment is unfairly or prematurely terminated during the applicable term following a change of control. For more information regarding payment that may be made under our severance arrangements, see our disclosures below under the caption “Potential Payments upon Termination or Change-in-Control Payments.”

### *Employment Agreements*

None of the named executive officers have employment agreements other than the change-of-control agreements described above. As a result, in the event of termination, retirement, death or disability, an officer will only receive compensation or benefits to which he or she would be entitled under the terms of, as applicable, the defined contribution, defined benefit, medical or long-term incentive plans.

## **Impact of Accounting and Tax Treatments**

### *Accounting Treatment*

NuStar Energy’s financial statements include the expense for awards of NuStar Energy unit options and restricted units to NuStar GP, LLC employees and directors and the expense for awards of NuStar GP Holdings unit options and restricted units to NuStar GP, LLC employees, as we are obligated to pay for all costs of NuStar GP, LLC’s employees working on our behalf in accordance with the Services Agreement described below in Item 13. Certain Relationships and Related Transactions and Director Independence. Under the Services Agreement, 1% of NuStar GP, LLC’s domestic unit compensation expense is charged back to NuStar GP Holdings.

NuStar GP, LLC accounts for awards of NuStar Energy L.P. common units to NuStar GP, LLC’s employees and directors as a derivative, whereby a liability for the award is recorded at inception. Subsequent changes in the fair value of the award are included in the determination of net income.

Each month, NuStar GP, LLC determines the fair value of its liability for awards of NuStar Energy unit options and restricted units. The fair value of unit options is determined using the Black-Scholes model at each reporting date. The fair value of restricted units equals the market price of NuStar Energy common units at each reporting date. NuStar GP, LLC records compensation expense each reporting period such that the cumulative compensation expense recorded equals the current fair value, considering the percentage of the award that has vested to date. NuStar GP, LLC records compensation expense related to unit options until such options are exercised, and records compensation expense for restricted units until the date of vesting.

NuStar GP Holdings accounts for awards of restricted units and unit options awarded to its directors or employees of NuStar GP, LLC at fair value. NuStar GP Holdings estimates the fair value of unit options at the grant date using the Black-Scholes model and the resulting compensation expense is recognized over the vesting period. NuStar GP Holdings estimates the fair value of restricted units equal to the market price at the grant date. The resulting compensation expense is recognized over the vesting period.

## [Table of Contents](#)

For certain awards, the terms of the compensation plans provide that employees vest in the award when they retire or will continue to vest in the award after retirement over the nominal vesting period established in the award. For any awards subsequent to January 1, 2006, we recognize compensation expense immediately for awards granted to retirement-eligible employees or over the period from the grant date to the date retirement eligibility is achieved if that date is expected to occur during the nominal vesting period. Employees are typically retirement eligible at age 55.

### *Tax Treatment*

Under Section 162(m) of the Code, publicly held corporations may not take a tax deduction for compensation in excess of \$1 million paid to the CEO or the other four most highly compensated executive officers unless that compensation meets the Code's definition of "performance-based" compensation. Section 162(m) allows a deduction for compensation to a specified executive that exceeds \$1 million only if it is paid (i) solely upon attainment of one or more performance goals, (ii) pursuant to a qualifying performance-based compensation plan adopted by the Compensation Committee, and (iii) the material terms, including the performance goals, of such plan are approved by the unitholders before payment of the compensation. The Compensation Committee considers deductibility under Section 162(m) with respect to compensation arrangements for executive officers. The Compensation Committee believes that it is in the best interest of NuStar Energy for the Compensation Committee to retain its flexibility and discretion to make compensation awards to foster achievement of performance goals established by the Compensation Committee (which may include performance goals defined in the Code) and other corporate goals the Compensation Committee deems important to NuStar Energy's success, such as encouraging employee retention, rewarding achievement of nonquantifiable goals and achieving progress with specific projects. NuStar Energy believes that unit options and performance unit grants qualify as performance-based compensation and are not subject to any deductibility limitations under Section 162(m). Grants of restricted units and other equity-based awards that are not subject to specific quantitative performance measures will likely not qualify as "performance-based" compensation and, in such event, would be subject to 162(m) deduction restrictions.

## **Compensation-Related Policies**

### *Unit Ownership Guidelines*

Our Board, the Compensation Committee and our executives recognize that ownership of NuStar Energy L.P. units is an effective means by which to align the interests of NuStar GP, LLC directors and executives with those of NuStar Energy's unitholders. We have long emphasized and reinforced the importance of unit ownership among our executives and directors.

During 2006, the Compensation Committee worked with its independent compensation consultant to formalize unit ownership and retention guidelines for directors and NuStar GP, LLC officers to ensure continuation of our successful track record in aligning the interests of NuStar GP, LLC directors and officers with those of NuStar Energy's unitholders through ownership of NuStar Energy units. The guidelines were approved by the Compensation Committee and the Board in March 2006. In February 2007, in view of the public offerings of NuStar GP Holdings in 2006, the Compensation Committee amended the guidelines to include ownership of either NuStar GP Holdings units or NuStar Energy units. An officer or a director's ownership also includes units subject to vesting.

### *Non-employee Director Unit Ownership Guidelines*

Non-employee directors are expected to acquire and hold during their service as a Board member NuStar Energy units and/or NuStar GP Holdings units with an aggregate value of at least \$50,000. Directors have five years from their initial election to the Board to meet the target unit ownership guidelines, and they are expected to continuously own sufficient units to meet the guidelines, once attained.

[Table of Contents](#)

*Officer Unit Ownership Guidelines*

Unit ownership guidelines for officers of NuStar GP, LLC are as follows:

<b>Officer</b>	<b>Value of NuStar Energy Units and/or NuStar GP Holdings Units Owned</b>
President	3.0x Base Salary
Senior Vice Presidents	2.0x Base Salary
Vice Presidents	1.0x Base Salary

Our officers are expected to meet the applicable guideline within five years and continuously own sufficient units to meet the guideline, once attained.

*Prohibition on Insider Trading and Speculation on NuStar Energy L.P. or NuStar GP Holdings, LLC Units*

We have established policies prohibiting our officers, directors and employees from purchasing or selling either NuStar Energy L.P. or NuStar GP Holdings, LLC securities while in possession of material, nonpublic information or otherwise using such information for their personal benefit or in any manner that would violate applicable laws and regulations. Our outside directors, officers and certain other employees are prohibited from trading in either NuStar Energy L.P. or NuStar GP Holdings, LLC securities for the period beginning on the last business day of each calendar quarter through the second business day following our disclosure of our quarterly or annual financial results. In addition, our policies prohibit our officers, directors and employees from speculating in the either NuStar Energy L.P. or NuStar GP Holdings, LLC units, which includes short selling (profiting if the market price of our units decreases), buying or selling publicly traded options (including writing covered calls), hedging or any other type of derivative arrangement that has a similar economic effect. Our directors, officers and certain other employees are also required to receive management consent before they enter into margin loans or other financing arrangements that may lead to the ownership or other rights to their NuStar Energy L.P. or NuStar GP Holdings, LLC securities being transferred to a third party.

**EXECUTIVE COMPENSATION**

The tables that appear in the following sections of this proxy statement provide information required by the SEC regarding compensation paid to or earned by our named executive officers for the year ended December 31, 2009. We have used captions and headings in these tables in accordance with the SEC regulations requiring these disclosures. The footnotes to these tables provide important information to explain the values presented in the tables, and are an important part of our disclosures.

**SUMMARY COMPENSATION TABLE  
FOR FISCAL YEAR ENDED DECEMBER 31, 2009**

The following table provides a summary of compensation paid for the years ended December 31, 2009, December 31, 2008 and December 31, 2007 to NuStar GP, LLC's CEO, CFO and to its three other most highly compensated executive officers. The table shows amounts earned by such persons for services rendered to NuStar GP, LLC in all capacities in which they served.

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Unit Awards \$(2)	Option Awards \$(3)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$(4)	All Other Compensation \$(5)	Total (\$)
Curtis V. Anastasio President and CEO	2009	466,900	284,300	832,123	0	0	195,281	37,632	1,816,236
	2008	448,400	368,000	739,738	0	0	172,039	41,159	1,769,336
	2007	428,400	393,120	620,167	413,667	0	46,806	39,568	1,941,728
Steven A. Blank Senior Vice President, CFO and Treasurer	2009	335,950	127,800	316,949	0	0	124,551	24,266	929,516
	2008	324,516	165,500	301,406	0	0	137,330	73,227	1,001,979
	2007	311,916	238,524	288,565	301,250	0	36,731	24,150	1,201,136
James R. Bluntzer Senior Vice President - Operations	2009	301,350	115,000	286,221	0	0	174,431	19,817	896,819
	2008	273,840	148,000	260,195	0	0	150,751	21,172	853,958
	2007	246,840	195,000	247,723	257,165	0	135,019	20,208	1,101,955
Paul W. Brattlof Senior Vice President- Supply and Trading	2009	285,392	108,600	269,663	0	0	39,902	19,710	723,267
Mary Rose Brown Senior Vice President- Administration	2009	301,350	115,000	286,221	0	0	54,276	25,737	782,584

Footnotes appear on the following page.

## [Table of Contents](#)

- (1) 2009 bonus amounts were paid in February 2010 with respect to 2009 performance. 2008 bonus amounts were paid in February 2009 with respect to 2008 performance. 2007 bonus amounts were paid in January 2008 with respect to 2007 performance. Bonuses were determined taking into consideration the individual executive's targets, the executive's performance and NuStar Energy's performance in the applicable year, as described above under "Compensation Disclosure & Analysis-Annual Incentive Bonus."
- (2) The amounts reported represent the grant date fair value of grants of restricted NuStar Energy L.P. units, NuStar Energy L.P. performance units and, beginning in 2008, restricted NuStar GP Holdings, LLC units. Please see "Compensation Discussion and Analysis-Impact of Accounting and Tax Treatment-Accounting Treatment" above in this item for more information.
- (3) The amounts reported represent grant date fair value of grants of options to purchase NuStar Energy L.P. units and options to purchase NuStar GP Holdings, LLC units. Please see "Compensation Discussion and Analysis-Impact of Accounting and Tax Treatment-Accounting Treatment" above in this item for more information.
- (4) For the applicable NEOs, the following table identifies the separate amounts attributable to (A) the aggregate change in the actuarial present value of the NEO's accumulated benefit under NuStar GP, LLC's defined benefit and actuarial pension plans, including supplemental plans (but excluding tax-qualified defined contribution plans and nonqualified defined contribution plans), and (B) above-market or preferential earnings on compensation that is deferred on a basis that is not tax-qualified.

Name	Year	(A)	(B)	TOTAL
Anastasio	2009	\$195,281	\$0	\$195,281
	2008	172,039	0	172,039
	2007	46,806	0	46,806
Blank	2009	124,551	0	124,551
	2008	137,330	0	137,330
	2007	36,731	0	36,731
Bluntzer	2009	174,431	0	174,431
	2008	150,751	0	150,751
	2007	135,019	0	135,019
Brattlof	2009	39,902	0	39,902
Brown	2009	54,276	0	54,276

[Table of Contents](#)

(5) The amounts reported in this column for 2009 consist of the following for each officer:

Name	Club Dues	Company Contribution to Thrift Plan	Company Contribution to Excess Thrift Plan	Tax Preparation	Personal Liability Insurance	Executive Health Exams (a)	TOTAL
Anastasio	\$7,032	\$12,650	\$15,364	\$850	\$1,736	\$0	\$37,632
Blank	0	14,700	5,457	850	1,736	1,523	24,266
Bluntzer	0	12,510	5,571	0	1,736	0	19,817
Brattlof	0	14,952	2,172	850	1,736	0	19,710
Brown	5,070	6,583	11,498	850	1,736	0	25,737

(a) The amount reported is the difference between the value of executive health exams made available to NuStar Energy officers and the value of NuStar Energy's all-employee wellness assessments.

**GRANTS OF PLAN-BASED AWARDS  
FOR FISCAL YEAR ENDED DECEMBER 31, 2009**

The following table provides further information regarding the grants of plan-based awards to the named executive officers.

Name	Grant Date	Date of approval by Comp Committee	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Unit Awards: Number of Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Un)	Grant Date Fair Value of Unit and Unit Option Awards (\$)
			Threshold (#)	Target (#)	Maximum (#)				
Anastasio	01/22/2009(1)	01/22/2009	0	6,383	12,766	-	-	-	288,895(4)
	12/14/2009(2)	10/14/2009	-	-	-	6,900	-	-	373,773(5)
	12/14/2009(3)	10/14/2009	-	-	-	6,500	-	-	169,455(6)
Blank	01/22/2009(1)	01/22/2009	0	2,400	4,800	-	-	-	108,624(4)
	12/14/2009(2)	10/14/2009	-	-	-	2,645	-	-	143,280(5)
	12/14/2009(3)	10/14/2009	-	-	-	2,495	-	-	65,045(6)
Bluntzer	01/22/2009(1)	01/22/2009	0	2,200	4,400	-	-	-	99,572(4)
	12/14/2009(2)	10/14/2009	-	-	-	2,370	-	-	128,383(5)
	12/14/2009(3)	10/14/2009	-	-	-	2,235	-	-	58,266(6)
Brattlof	01/22/2009(1)	01/22/2009	0	2,050	4,100	-	-	-	92,783(4)
	12/14/2009(2)	10/14/2009	-	-	-	2,245	-	-	121,612(5)
	12/14/2009(3)	10/14/2009	-	-	-	2,120	-	-	55,268(6)
Brown	01/22/2009(1)	01/22/2009	0	2,200	4,400	-	-	-	99,572(4)
	12/14/2009(2)	10/14/2009	-	-	-	2,370	-	-	128,383(5)
	12/14/2009(3)	10/14/2009	-	-	-	2,235	-	-	58,266(6)

**Footnotes:**

- (1) Performance units were awarded by the Board, upon recommendation of the Compensation Committee, on January 22, 2009. Each award is subject to vesting in three annual increments, based upon our TUR during rolling three-year periods that end on December 31 of each year following the date of grant. At the end of each performance period, our TUR is compared to the Peer Group and ranked by quartile. Executives then earn 0%, 50%, 100% or 150% of that portion of the initial grant amount that is vesting, depending upon whether our TUR is in the last, 3rd, 2nd or 1st quartile, respectively, and they earn 200% if we rank highest in the group. Amounts not earned in a given performance period can be carried forward for one additional performance period and up to 100% of the carried amount can still be earned. For the performance period ended December 31, 2009, our performance ranked in the last quartile of the group, and none of the eligible units were vested.
- (2) Restricted units of NuStar GP Holdings, LLC were approved by the Compensation Committee of NuStar GP Holdings at a joint meeting with the Compensation Committee of NuStar GP, LLC on October 14, 2009, and the grant date for these restricted units was set at that time for the date 30 calendar days after the close of NuStar Energy L.P.'s then-impending equity offering. The restricted units vest 1/5 annually over five years beginning on the first anniversary of the grant date.
- (3) Restricted units of NuStar Energy were granted by the Compensation Committee at a joint meeting with the Compensation Committee of NuStar GP Holdings, LLC on October 14, 2009 and the grant date for these restricted units was set at that time for the date 30 calendar days after the close of

## [Table of Contents](#)

NuStar Energy L.P.'s then-impending equity offering. The restricted units vest 1/5 annually over five years beginning on the first anniversary of the grant date.

- (4) The grant date fair value for performance units was determined by multiplying the number of performance units that were granted by the NYSE closing unit price of our units on the date of grant, \$45.26.
- (5) The grant date fair value for restricted units was determined by multiplying the number of NuStar GP Holdings, LLC restricted units that were granted by the NYSE closing unit price of NuStar GP Holdings, LLC units on the date of grant, \$26.07.
- (6) The grant date fair value for restricted units was determined by multiplying the number of restricted units that were granted by the NYSE closing unit price of our units on the date of grant, \$54.17.

**OUTSTANDING EQUITY AWARDS  
AT DECEMBER 31, 2009**

The following table provides further information regarding our named executive officers' unexercised unit options, unvested restricted units and unvested performance units as of December 31, 2009. The value of NuStar Energy restricted units reported below is equal to \$56.09, the NuStar Energy L.P. closing price on the NYSE on December 31, 2009. The value of the NuStar GP Holdings, LLC restricted units reported below is equal to \$26.92, the NuStar GP Holdings, LLC closing price on the NYSE on December 31, 2009.

Name	Option Awards					Unit Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Units That Have Not Vested (#)	Market Value of Units That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Units or Other Rights That Have Not Vested (\$)
Anastasio	14,000(1)	0	-	38.22	03/22/2012	-	-	-	-
	10,000(2)	0	-	36.30	09/23/2012	-	-	-	-
	11,800(3)	0	-	45.35	10/29/2013	-	-	-	-
	9,625(4)	0	-	56.51	10/28/2014	-	-	-	-
	10,760(5)	2,690	-	57.51	10/27/2012	-	-	-	-
	6,600(6)	4,400	-	55.92	11/02/2013	-	-	-	-
	0(7)	56,300	-	31.55	11/16/2014	-	-	-	-
	-	-	-	-	-	20,602(9)	1,155,566	-	-
	-	-	-	-	-	13,460(10)	362,343	-	-
-	-	-	-	-	11,739(11)	658,441	-	-	
Blank	3,333(1)	0	-	38.22	03/22/2012	-	-	-	-
	3,333(2)	0	-	36.30	09/23/2012	-	-	-	-
	8,700(3)	0	-	45.35	10/29/2013	-	-	-	-
	6,875(4)	0	-	56.51	10/28/2014	-	-	-	-
	5,780(5)	1,445	-	57.51	10/27/2012	-	-	-	-
	3,075(6)	2,050	-	55.92	11/02/2013	-	-	-	-
	0(7)	41,000	-	31.55	11/16/2014	-	-	-	-
	-	-	-	-	-	8,565(12)	480,411	-	-
	-	-	-	-	-	5,215(13)	140,388	-	-
-	-	-	-	-	4,907(14)	275,234	-	-	
Bluntzer	4,500(1)	0	-	38.22	03/22/2012	-	-	-	-
	2,675(3)	0	-	45.35	10/29/2013	-	-	-	-
	2,475(4)	0	-	56.51	10/28/2014	-	-	-	-
	4,320(5)	1,080	-	57.51	10/27/2012	-	-	-	-
	2,430(6)	1,620	-	55.92	11/02/2013	-	-	-	-
	0(7)	35,000	-	31.55	11/16/2014	-	-	-	-
	-	-	-	-	-	7,472(15)	419,104	-	-
	-	-	-	-	-	4,635(16)	124,774	-	-
	-	-	-	-	-	4,216(17)	236,475	-	-

[Table of Contents](#)

Brattlof	680(8)	1,020	-	69.15	04/30/2014	-	-	-	-
	0(7)	35,000	-	31.55	11/16/2014	-	-	-	-
	-	-	-	-	-	6,885(18)	386,180	-	-
	-	-	-	-	-	4,360(19)	117,371	-	-
Brown	680(8)	1,020	-	69.15	04/30/2014	-	-	-	-
	0(7)	35,000	-	31.55	11/16/2014	-	-	-	-
	-	-	-	-	-	7,090(21)	397,678	-	-
	-	-	-	-	-	4,635(22)	124,774	-	-
						3,728(23)	209,104	-	-

Footnotes on following page.

**Footnotes:**

- (1) Options granted March 22, 2002 vested in 1/3 increments over three years, beginning on the first anniversary of the date of grant.
- (2) Options granted September 23, 2002 vested in 1/3 increments over three years, beginning on the first anniversary of the date of grant.
- (3) Options granted October 29, 2003 vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (4) Options granted on October 28, 2004 vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (5) Options granted on October 27, 2005 vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (6) Options granted on November 2, 2006 vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (7) Options of NuStar GP Holdings granted November 16, 2007 vest in 1/3 increments over three years, beginning on the third anniversary of the date of grant.
- (8) Options granted April 30, 2007 vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (9) Mr. Anastasio's restricted NuStar Energy L.P. units consist of: 900 restricted units granted October 27, 2005; 1,676 restricted units granted November 2, 2006; 4,326 restricted units granted November 16, 2007; 6,800 restricted units granted November 6, 2008; and 6,900 restricted units granted December 14, 2009. All of Mr. Anastasio's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (10) Mr. Anastasio's restricted NuStar GP Holdings, LLC units consist of: 6,960 restricted units granted November 6, 2008 and 6,500 restricted units granted December 14, 2009. All of Mr. Anastasio's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (11) Mr. Anastasio's unvested NuStar Energy L.P. performance units were granted January 26, 2006, January 25, 2007, January 24, 2008 and January 22, 2009 and vest annually in 1/3 increments over three years beginning on the first anniversary of their grant date. The performance units are payable in NuStar Energy L.P.'s units. Upon vesting, the performance units are converted into a number of NuStar Energy L.P. units based on NuStar Energy's TUR during rolling three-year periods that end of December 31 of each year following the date of grant. At the end of each performance period, NuStar Energy's TUR is compared to the Peer Group and ranked by quartile. Holders of the performance units then earn 0%, 50%, 100% or 150% of that portion of the initial grant that is vesting, depending upon whether NuStar Energy's TUR is in the last, third, second or first quartile, respectively; holders earn 200% if NuStar Energy is the highest ranking entity in the Peer Group. For the period ended December 31, 2007, NuStar Energy's TUR was in the fourth quartile of it and the Peer Group, which resulted in no vesting for participants. Mr. Anastasio received no vested performance units for the 2007 period. For the period ended December 31, 2008, NuStar's TUR was in the third quartile of it and the Peer Group, which resulted in a 50% vest for participants. Mr. Anastasio received a total of 2,763 units for the 2008 performance period. For the period ended December 31, 2009, NuStar's TUR was in the last quartile of it and the Peer Group, which resulted in no vesting for participants.
- (12) Mr. Blank's restricted NuStar Energy L.P. units consist of: 484 restricted units granted October 27, 2005; 780 restricted units granted November 2, 2006; 2,016 restricted units granted November 16, 2007; 2,640 restricted units granted November 6, 2008; and 2,645 restricted units granted December 14, 2009. All of Mr. Blank's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (13) Mr. Blank's restricted NuStar GP Holdings, LLC units consist of: 2,720 restricted units granted November 6, 2008 and 2,495 restricted units granted December 14, 2009. All of Mr. Blank's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (14) Mr. Blank's unvested NuStar Energy L.P. performance units were granted January 26, 2006, January 25, 2007, January 24, 2008 and January 22, 2009 and vest in accordance with the description in Footnote (11) above.

## [Table of Contents](#)

For the 2007 period, Mr. Blank received no vested performance units. For the 2008 period, Mr. Blank received a total of 1,350 units. For the 2009 period, Mr. Blank received no vested performance units.

- (15) Mr. Bluntzer's restricted NuStar Energy L.P. units consist of: 362 restricted units granted October 27, 2005; 620 restricted units granted November 2, 2006; 1,800 restricted units granted November 16, 2007; 2,320 restricted units granted November 6, 2008 and 2,370 restricted units granted December 14, 2009. All of Mr. Bluntzer's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (16) Mr. Bluntzer's restricted NuStar GP Holdings, LLC units consist of: 2,400 restricted units granted November 6, 2008 and 2,235 restricted units granted December 14, 2009. All of Mr. Bluntzer's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (17) Mr. Bluntzer's unvested NuStar Energy L.P. performance units were granted January 26, 2006, January 25, 2007, January 24, 2008 and January 22, 2009 and vest in accordance with Footnote (11) above. For the 2007 period, Mr. Bluntzer received no vested performance units. For the 2008 period, Mr. Bluntzer received a total of 1,054 units. For the 2009 period, Mr. Bluntzer received no vested performance units.
- (18) Mr. Brattlof's restricted NuStar Energy L.P. units consist of: 600 restricted units granted April 30, 2007; 1,800 restricted units granted November 16, 2007; 2,240 restricted units granted November 6, 2008; and 2,245 restricted units granted December 14, 2009. All of Mr. Brattlof's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (19) Mr. Brattlof's restricted NuStar GP Holdings, LLC units consist of: 2,240 restricted units granted November 6, 2008 and 2,120 restricted units granted December 14, 2009. All of Mr. Brattlof's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (20) Mr. Brattlof's unvested NuStar Energy L.P. performance units were granted April 30, 2007, January 24, 2008 and January 22, 2009 and vest in accordance with Footnote (11) above. For the 2009 period, Mr. Brattlof received no vested performance units.
- (21) Ms. Brown's restricted NuStar Energy L.P. units consist of: 600 restricted units granted April 30, 2007; 1,800 restricted units granted November 16, 2007; 2,320 restricted units granted November 6, 2008; and 2,370 restricted units granted December 14, 2009. All of Ms. Brown's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (22) Ms. Brown's restricted NuStar GP Holdings, LLC units consist of: 2,400 restricted units granted November 6, 2008 and 2,235 restricted units granted December 14, 2009. All of Ms. Brown's restricted units vest in 1/5 increments over five years, beginning on the first anniversary of the date of grant.
- (23) Mr. Brown's unvested NuStar Energy L.P. performance units were granted April 30, 2007, January 24, 2008 and January 22, 2009 and vest in accordance with Footnote (11) above. For the 2009 period, Ms. Brown received no vested performance units.

**OPTION EXERCISES AND UNITS VESTED  
IN YEAR ENDED DECEMBER 31, 2009**

The following table provides further information regarding option exercises by our named executive officers, and the vesting of restricted units and performance units held by our named executive officers, during 2009.

Name	Option Awards(1)		Unit Awards	
	Number of Units Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Units Acquired on Vesting (#)	Value Realized on Vesting \$(7)
Anastasio	-	-	10,153(2)	469,220
Blank	-	-	4,786(3)	224,864
Bluntzer	-	-	3,704(4)	171,807
Brattlof	-	-	2,396(5)	107,115
Brown	-	-	2,456(6)	109,146

**Footnotes:**

- (1) None of the named executive officers exercised options in 2009.
- (2) Mr. Anastasio's NuStar Energy L.P. units vested in 2009 as follows: 2,763 units on January 22, 2009; 900 units on October 27, 2009; 770 units on October 28, 2009; 838 units on November 2, 2009; 1,700 units on November 6, 2009 and 1,442 units on November 16, 2009. Mr. Anastasio vested for 1,740 NuStar GP Holdings, LLC units on November 6, 2009.
- (3) Mr. Blank's NuStar Energy L.P. units vested in 2009 as follows: 1,350 units on January 22, 2009; 484 units on October 27, 2009; 550 units on October 28, 2009; 390 units on November 2, 2009; 660 units on November 6, 2009; and 672 units on November 16, 2009. Mr. Blank vested for 680 NuStar GP Holdings, LLC units on November 6, 2009.
- (4) Mr. Bluntzer's NuStar Energy L.P. units vested in 2009 as follows: 1,054 units on January 22, 2009; 362 units on October 27, 2009; 198 units on October 28, 2009; 310 units on November 2, 2009; 580 units on November 6, 2009; and 600 units on November 16, 2009. Mr. Bluntzer vested for 600 NuStar GP Holdings, LLC units on November 6, 2009.
- (5) Mr. Brattlof's NuStar Energy L.P. units vested in 2009 as follows: 476 units on January 22, 2009; 200 units on April 30, 2009; 560 units on November 6, 2009; and 600 units on November 16, 2009. Mr. Brattlof vested for 560 NuStar GP Holdings, LLC units on November 6, 2009.
- (6) Ms. Brown's units vested in 2009 as follows: 476 units on January 22, 2009; 200 units on April 30, 2009; 580 units on November 6, 2009; and 600 units on November 16, 2009. Ms. Brown vested for 600 NuStar GP Holdings, LLC units on November 6, 2009.
- (7) The value realized on vesting was calculated by multiplying the closing price of NuStar Energy L.P. units on the NYSE on the date of vesting by the number of NuStar Energy L.P. units vested or the closing price of NuStar GP Holdings, LLC units on the NYSE on the date of vesting by the number of NuStar GP Holdings, LLC units vested, as applicable. The closing prices of the applicable dates are as follows:

Vesting Date	NS Closing Price (\$)
January 22, 2009	45.26
April 30, 2009	50.39
October 27, 2009	53.59
October 28, 2009	53.35
November 2, 2009	53.60
November 6, 2009	54.11
November 16, 2009	53.20
NSH Closing Price (\$)	
November 6, 2009	23.70

**POST-EMPLOYMENT COMPENSATION**

**PENSION BENEFITS  
FOR YEAR ENDED DECEMBER 31, 2009**

The following table provides information regarding the accumulated benefits of our named executive officer under NuStar GP, LLC's pension plans during the year ended December 31, 2009.

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years Credited Service</b>	<b>Present Value of Accumulated Benefit\$(1)</b>	<b>Payments During Last Fiscal Year</b>
Anastasio	NuStar GP, LLC Pension Plan	3.5	80,323	0
	NuStar GP, LLC Excess Pension Plan	-	173,991	0
	NuStar GP, LLC Supplemental Executive Retirement Plan	8.0	419,371	0
Blank	NuStar GP, LLC Pension Plan	3.5	87,858	0
	NuStar GP, LLC Excess Pension Plan	-	98,318	0
	NuStar GP, LLC Supplemental Executive Retirement Plan	8.0	295,584	0
Bluntzer	NuStar GP, LLC Pension Plan	3.5	87,421	0
	Excess Pension Plan	33.7	654,669	0
	Supplemental Executive Retirement Plan	-	-	0
Brattlof	NuStar GP, LLC Pension Plan	2.8	46,810	0
	Excess Pension Plan	2.8	34,083	0
	Supplemental Executive Retirement Plan	-	-	0
Brown	NuStar GP, LLC Pension Plan	2.7	61,538	0
	Excess Pension Plan	2.7	54,526	0
	Supplemental Executive Retirement Plan	-	-	0

**Footnotes:**

- (1) The present values stated above were calculated using the same interest rate and mortality table that we use for valuations under FASB Statement No. 87 for financial reporting purpose. The present values as of December 31, 2009 were determined using: (a) a 6.16% discount rate, and (b) the plans' earliest unreduced retirement age (i.e., age 62). The present values reflect postretirement mortality rates based on the RP2000 Combined Healthy Mortality Table Projected by Scale AA to 2015. No decrements were included for preretirement termination, mortality or disability. Where applicable, lump sums were determined based on a 6.16% interest rate and the mortality table prescribed by the Internal Revenue Service in Revenue Ruling 2007-67 and updated by IRS Notice 2008-85 for distributions in the years 2009-2013.

## [Table of Contents](#)

We maintain a noncontributory defined benefit pension plan in which most of our employees are eligible to participate and under which contributions by individual participants are neither required nor permitted. We also maintain a noncontributory, non-qualified excess pension plan and a non-qualified supplemental executive retirement plan, or SERP, which provide supplemental pension benefits to certain highly compensated employees. The excess pension plan and the SERP provide eligible employees with additional retirement savings opportunities that cannot be achieved with tax-qualified plans due to the Code's limits on (1) annual compensation that can be taken into account under qualified plans or (2) annual benefits that can be provided under qualified plans. Employees who are eligible for the excess pension plans and the SERP may participate in one or the other, but not both plans.

### ***NuStar GP, LLC Pension Plan***

The Pension Plan is a traditional defined benefit pension plan established as of July 1, 2006 and designed to provide retirement benefits to our eligible employees based upon a specific formula. The formula used to calculate a pension benefit under the plan takes into consideration final average salary and total years of credited service. Certain participants who were participants in the Valero Energy Pension Plan prior to becoming eligible for participation in the Pension Plan received credit for their service recognized under the Valero Energy Pension Plan for purposes of vesting and eligibility under this plan.

Under an agreement between the companies, Valero Energy will pay pension benefits to eligible NuStar GP, LLC employees for their years of service with Valero Energy under the Valero Energy pension plan, and the employee's highest annual salary will be determined with regard to service with NuStar GP, LLC after July 1, 2006 until the individual commences a benefit under the Valero Energy pension plan or terminates employment with NuStar GP, LLC. For more information about the Valero Energy Pension Plan, please see Valero Energy's annual report on Form 10-K for the year ended December 31, 2008 and its 2009 annual proxy statement. The Pension Plan is intended to be a qualified plan under, and subject to, relevant provisions of the Code and the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Pension Plan (supplemented, as necessary, by the excess pension plan or the SERP described below) provides a monthly pension at normal retirement equal to 1.6% of the eligible employee's average monthly compensation (based upon the eligible employee's earnings during the three consecutive calendar years during the last ten years of the eligible employee's credited service, including service with our former parent, Valero Energy, affording the highest such average) times the eligible employee's years of credited service. Pension benefits are not subject to any deduction for social security or other offset amounts.

Eligible employees are NuStar GP, LLC employees, except for those employees who are nonresident aliens, who are U.S. citizens but being paid by a foreign affiliated employer (as defined in the plan), who are covered by a collective bargaining agreement (unless it expressly provides for the benefits provided under the plan), or who are not yet participating.

### ***NuStar GP, LLC Excess Pension Plan***

The Excess Pension Plan was established effective as of July 1, 2006 for the purpose of providing benefits to eligible employees of NuStar GP, LLC whose pension benefits under the Pension Plan and the Valero Energy Pension Plan, where applicable, are subject to limitations under the Code. The Excess Pension Plan is an excess benefit plan as contemplated under ERISA for those benefits provided in excess of Section 415 of the Code. Benefits provided as a result of other statutory limitations are limited to a select group of management or highly compensated employees. The Excess Pension Plan is not intended to constitute either a qualified plan under the Code or a funded plan subject to ERISA. For employees of NuStar GP, LLC who were eligible to receive a benefit under the Valero Energy Excess Pension Plan (the Predecessor Excess Pension Plan) as of July 1, 2006, the Excess Pension Plan assumed the liabilities of the Predecessor Excess Pension Plan and will provide a single, nonqualified defined benefit to eligible employees for their pre-July 1, 2006 benefit accruals under the Predecessor Excess Pension Plan and their post-July 1, 2006 benefit accruals under this Excess Pension Plan.

## [Table of Contents](#)

An eligible employee's monthly pension under the Excess Pension Plan will be equal to (i) 1.6% of the employee's average monthly compensation multiplied by the employee's years of service *less* (ii) the employee's Pension Plan benefit. Mr. Bluntzer, Mr. Brattlof and Ms. Brown participate in the Excess Pension Plan.

### ***NuStar GP, LLC Supplemental Executive Retirement Plan***

The SERP was established effective as of July 1, 2006 for the purpose of providing certain highly compensated, management personnel of NuStar GP, LLC and its subsidiaries a supplement to the retirement benefit they may otherwise receive under the Pension Plan and the Valero Energy Pension Plan, where applicable. The SERP is not intended to constitute either a qualified plan under the Code or a funded plan subject to ERISA. For employees of NuStar GP, LLC who were eligible to receive a benefit under the Valero Energy Supplemental Executive Retirement Plan (the Prior SERP) as of July 1, 2006, the SERP assumed the liabilities of the Prior SERP and shall provide a single, nonqualified defined benefit to eligible employees for their pre-July 1, 2006 benefit accruals under the Prior SERP and their post-July 1, 2006 benefit accruals under this SERP.

An eligible employee's monthly pension under the SERP will be equal to:

- (i) 1.6% of the employee's average monthly compensation multiplied by the employee's years of service; *plus*
- (ii) 0.35% of the product of the employee's years of service and the amount that the employee's average monthly compensation exceeds the lesser of:
  - a. 1.25 multiplied by the employee's monthly covered compensation and
  - b. the monthly FICA amount; *minus*
- (iii) the employee's Pension Plan benefit.

Mr. Anastasio and Mr. Blank participate in the SERP.

**NONQUALIFIED DEFERRED COMPENSATION  
FOR YEAR ENDED DECEMBER 31, 2009**

The following table provides additional information regarding contributions by NuStar GP, LLC and each of our named executive officers under our non-qualified defined contribution and other deferred compensation plans during the year ended December 31, 2009. The table also presents each named executive officer's withdrawals, earnings and year-end balances in such plans. Please see the descriptions of our Excess Thrift Plan and the Frozen Nonqualified 401(k) Plan above in "Compensation Discussion and Analysis- Post-Employment Benefits."

Name	Executive Contributions in 2009 \$(1)	Registrant Contributions in 2009 \$(2)	Aggregate Earnings in 2009 \$(3)	Aggregate Withdrawals/ Distributions \$(4)	Aggregate Balance at December 31, 2009 \$(5)
Anastasio	0	15,364	63,907	0	381,892
Blank	0	5,457	180,874	0	1,010,265
Bluntzer	0	5,571	2,847	0	15,211
Brattlof	0	2,172	1,165	0	6,527
Brown	0	11,498	686	0	12,258

**Footnotes:**

- (1) The executives made no contributions to these plans in 2009.
- (2) Amounts reported represent our contributions to our Excess Thrift Plan. All of the amounts included in this column are included within the amounts reported as "All Other Compensation" for 2009 in the Summary Compensation Table.
- (3) Amounts include the earnings (excluding dividends, if any), if any, of the executives' respective account in (as applicable) our Excess Thrift Plan and our Frozen Nonqualified 401(k) Plan.
- (4) The executives made no withdrawals from and received no distributions under our plans in 2009.
- (5) Amounts include the aggregate balance, if any, of the executives' respective account in (as applicable) our Excess Thrift Plan and our Frozen Nonqualified 401(k) Plan.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

Each of our named executive officers has entered into a Change of Control Severance Agreement with NuStar Energy and NuStar GP, LLC. These agreements seek to assure the continued availability of these executives in the event of a “change of control” (described below) of NuStar. When determining the amounts and benefits payable under the agreements, the Compensation Committee sought to secure compensation that is competitive in our market in order to recruit and retain executive officer talent. Consideration was given to the principal economic terms found in written employment and change of control agreements of other publicly traded companies.

When a change of control occurs, the agreement becomes operative for a fixed three-year period. The agreements provide generally that the executive’s terms of employment will not be adversely changed during the three-year period after a change of control. In addition, outstanding unit options held by the executive will automatically vest, restrictions applicable to outstanding restricted units held by the executive will lapse, and all unvested performance units held by the executive will fully vest and become payable at 200% of target. The executives are also entitled to receive a payment in an amount sufficient to make the executive whole for any excise tax on excess parachute payments imposed under Section 4999 of the Code. Each agreement subjects the executive to obligations of confidentiality, both during the term and after termination, for secret and confidential information relating to NuStar Energy, NuStar GP, LLC and their affiliates (as defined in the agreement) that the executive acquired during his or her employment.

For purposes of these agreements, a “change of control” means any of the following (subject to additional particulars as stated in the agreements):

- the acquisition by an individual, entity or group of beneficial ownership of 40% of NuStar GP Holdings’ voting interests;
- the failure of NuStar GP Holdings to control NuStar GP, LLC, NuStar Energy’s general partner, Riverwalk Logistics, L.P., or all of the general partner interests of NuStar Energy;
- Riverwalk Logistics, L.P. ceases to be NuStar Energy’s general partner or Riverwalk Logistics, L.P. is no longer controlled by either NuStar GP, LLC or one of its affiliates;
- the acquisition of more than 50% of all voting interests of NuStar Energy then outstanding;
- certain consolidations or mergers of NuStar GP Holdings;
- certain consolidations or mergers of NuStar Energy;
- sale of all or substantially all of the assets of NuStar GP Holdings to anyone other than its affiliates;
- sale of all or substantially all of the assets of NuStar Energy to anyone other than its affiliates; or
- change in the composition of the NuStar GP Holdings board of directors so that fewer than a majority of those directors are “incumbent directors” as defined in the agreement.

In the agreements, “cause” is defined to mean, generally, the willful and continued failure of the executive to perform substantially the executive’s duties, or the willful engaging by the executive in illegal or gross misconduct that is materially and demonstrably injurious to the company. “Good reason” is defined to mean, generally:

- a diminution in the executive’s position, authority, duties and responsibilities,
- failure of the successor of NuStar to assume and perform under the agreement, and
- relocation of the executive or increased travel requirements.

SEC regulations require us to disclose potential payments to an executive in connection with his or her termination or a change of control of NuStar. We have elected to use the following table to make the required disclosures. Except as noted, values assumes that a change of control occurred on December 31, 2009, and that the executive’s employment was terminated on that date.

Under the change of control agreements, if an executive officer’s employment is terminated for “cause,” the officer will not receive any benefits or compensation other than any accrued salary or vacation pay that remained unpaid through the date of termination, and, therefore, there is no presentation of termination for “cause” below.

**PAYMENTS UNDER CHANGE OF CONTROL SEVERANCE AGREEMENTS**

<b>Executive Benefits and Payments</b>	<b>Termination of Employment by the Company Other Than for "Cause" or Disability, or by the Executive for "Good Reason" (2)</b>	<b>Termination of Employment because of Death or Disability (3)</b>	<b>Termination by the Executive Other Than for "Good Reason" (4)</b>	<b>Continued Employment Following Change of Control (5)</b>
Salary (1) <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$1,421,400 681,800 611,000 579,200 611,000	\$0 0 0 0 0	\$0 0 0 0 0	\$0 0 0 0 0
Bonus (1) <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$1,179,360 477,048 390,000 390,000 390,000	\$393,120 238,524 195,000 195,000 195,000	\$393,120 238,524 195,000 195,000 195,000	\$0 0 0 0 0
Pension, Excess Pension, and SERP Benefits <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$589,534 225,641 321,781 117,421 160,283	\$0 0 0 0 0	\$0 0 0 0 0	\$0 0 0 0 0
Contributions under Defined Contribution Plans <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$156,046 69,531 60,060 58,152 60,060	\$0 0 0 0 0	\$0 0 0 0 0	\$0 0 0 0 0
Health and Welfare Plan Benefits (6) <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$77,163 47,702 33,668 43,426 30,114	\$0 0 0 0 0	\$0 0 0 0 0	\$0 0 0 0 0
Accelerated Vesting of Unit Options (7) <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$748 349 275 0 0	\$748 349 275 0 0	\$748 349 275 0 0	\$748 349 275 0 0
Accelerated Vesting of Restricted Units (8) <i>Anastasio</i> <i>Blank</i> <i>Bluntzer</i> <i>Brattlof</i> <i>Brown</i>	\$1,517,909 620,799 543,878 503,551 522,452	\$1,517,909 620,799 543,878 503,551 522,452	\$1,517,909 620,799 543,878 503,551 522,452	\$1,517,909 620,799 543,878 503,551 522,452

## Table of Contents

Executive Benefits and Payments	Termination of Employment by the Company Other Than for "Cause" or Disability, or by the Executive for "Good Reason" (2)	Termination of Employment because of Death or Disability (3)	Termination by the Executive Other Than for "Good Reason" (4)	Continued Employment Following Change of Control (5)
Accelerated Vesting of Performance Units (9)				
<i>Anastasio</i>	\$966,319	\$966,319	\$966,319	\$966,319
<i>Blank</i>	396,780	396,780	396,780	396,780
<i>Bluntzer</i>	344,899	344,899	344,899	344,899
<i>Brattlof</i>	303,505	303,505	303,505	303,505
<i>Brown</i>	317,526	317,526	317,526	317,526
280G Tax Gross-Up (10)				
<i>Anastasio</i>	\$0	\$0	\$0	\$0
<i>Blank</i>	0	0	0	0
<i>Bluntzer</i>	1,159,396	0	0	0
<i>Brattlof</i>	0	0	0	0
<i>Brown</i>	0	0	0	0
<b>Totals</b>				
<i>Anastasio</i>	\$5,908,479	\$2,878,096	\$2,878,096	\$2,878,096
<i>Blank</i>	2,519,650	1,176,944	1,176,944	1,176,944
<i>Bluntzer</i>	3,464,656	1,019,051	1,019,051	1,019,051
<i>Brattlof</i>	1,995,255	937,056	937,056	937,056
<i>Brown</i>	2,091,435	969,978	969,978	969,978

### Footnotes:

- (1) Per SEC regulations, for purposes of this analysis we assumed each executive's compensation at the time of each triggering event to be as stated below. The listed salary is the executive's actual annualized rate of pay as of December 31, 2009. The listed bonus amount represents the highest bonus earned by the executive in any of the fiscal years 2007, 2008 or 2009 (the three years prior to the assumed change of control):

Name	Annual salary	Bonus
Anastasio	\$473,800	\$393,120
Blank	340,900	238,524
Bluntzer	305,500	195,000
Brattlof	289,600	195,000
Brown	305,500	195,000

- (2) The change of control agreements provide that if the company terminates the executive officer's employment (other than for "cause," death or "disability," as defined in the agreement) or if the executive officer terminates his or her employment for "good reason," as defined in the agreement, the executive is generally entitled to receive the following:

(A) a lump sum cash payment equal to the sum of:

- (i) accrued and unpaid compensation through the date of termination, including a pro-rata annual bonus (for this table, we assumed that the executive officers' bonuses for the year of termination were paid at year end);
- (ii) two times the sum of the executive officer's (three times for Mr. Anastasio) annual base salary plus the executive officer's highest annual bonus from the past three years,
- (iii) the amount of the actuarial present value of the pension benefits (qualified and nonqualified) the executive would have received for an additional two years of service (three years for Mr. Anastasio), and (iv) the equivalent of two years (three years for Mr. Anastasio) of employer contributions under NuStar GP, LLC's tax-qualified and supplemental defined contribution plans; and

(B) continued welfare benefits for two years (three years for Mr. Anastasio).

## Table of Contents

- (3) If the executive's employment is terminated by reason of his death or disability, then his or her estate or beneficiaries will be entitled to receive a lump sum cash payment equal to any accrued and unpaid salary and vacation pay plus a bonus equal to the highest bonus earned by the executive in the prior three years (prorated to the date of termination). In this example, the termination of employment was deemed to occur on the last day of the year; thus a full year's bonus is shown in the table. In addition, in the case of disability, the executive would be entitled to any disability and related benefits at least as favorable as those provided by NuStar GP, LLC under its plans and programs during the 120-days prior to the executive's termination of employment.
- (4) If the executive voluntarily terminates his employment other than for "good reason," then he or she will be entitled to a lump sum cash payment equal to any accrued and unpaid salary and vacation pay plus a bonus equal to the highest bonus earned by the executive in the prior three years (prorated to the date of termination). In this example, the termination of employment was deemed to occur on the last day of the year; thus a full year's bonus is shown in the table.
- (5) The change of control agreements provide for a three-year term of employment following a change of control. The agreements generally provide that the executive will continue to enjoy compensation and benefits on terms at least as favorable as in effect prior to the change of control. In addition, all outstanding equity incentive awards will automatically vest on the date of the change of control.
- (6) The executive is entitled to coverage under the welfare benefit plans (*e.g.*, health, dental, etc.) for two years following the date of termination (three years for Mr. Anastasio).
- (7) The amounts stated in the table below represent the gross value of previously unvested unit options derived by multiplying (x) the difference between (as applicable) \$56.09 (the closing price of NuStar Energy L.P.'s units on the NYSE on December 31, 2009) or \$26.92 (the closing price of NuStar GP Holdings, LLC's units on the NYSE on December 31, 2009), and the options' exercise prices, times (y) the number of unvested unit options.

Name	Gross Value of Previously Unvested Options
Anastasio	-263,741
Blank	-191,533
Bluntzer	-163,308
Brattlof	-175,371
Brown	-179,371

- (8) The amounts stated in the table represent the gross value of previously unvested restricted units, derived by multiplying (x) the number of units whose restrictions lapsed because of the change of control, times (y) (as applicable) \$56.09 (the closing price of NuStar Energy L.P.'s units on the NYSE on December 31, 2009) or \$26.92 (the closing price of NuStar GP Holdings, LLC's units on the NYSE on December 31, 2009).
- (9) The amounts stated in the table represent the product of (x) the number of performance units whose vesting was accelerated because of the change of control, times 200%, times (y) \$56.09 (the closing price of NuStar Energy L.P.'s units on the NYSE on December 31, 2009).
- (10) If any payment or benefit is determined to be subject to an excise tax under Section 4999 of the Code, the executive is entitled to receive an additional payment to adjust for the incremental tax cost of the payment or benefit.

**COMPENSATION OF DIRECTORS**

**DIRECTOR COMPENSATION (2009)**

The following table provides a summary of compensation paid for the year ended December 31, 2009, to the Board. The table shows amounts earned by such persons for services rendered to NuStar GP, LLC in all capacities in which they served.

Name and Principal Position	Fees Earned or Paid in Cash \$(1)	Unit Awards \$(3)	Option Awards \$(3)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
William E. Greehey	98,000	74,971	0	0	n/a	0	172,971
Curtis V. Anastasio	(2)	(2)	(2)	(2)	(2)	(2)	(2)
J. Dan Bates	75,750	49,999	0	0	n/a	0	125,749
Dan J. Hill	75,750	49,999	0	0	n/a	0	125,749
Stan L. McLelland	51,750	49,999	0	0	n/a	0	101,749
Rodman D. Patton	75,000	49,999	0	0	n/a	0	124,999

- (1) In addition to the fees paid according to the non-employee director compensation described below, the amounts disclosed in this column include reimbursement for expenses for transportation to and from Board meetings and lodging while attending meetings.
- (2) Mr. Anastasio is not compensated for his service as a director of NuStar GP, LLC. His compensation for his services as President and CEO are included above in the Summary Compensation Table.
- (3) The amounts reported represent the grant date fair value for the grant of restricted NuStar Energy L.P. units for the fiscal year ended December 31, 2009. Please see "Compensation Discussion and Analysis- Impact of Accounting and Tax Treatment- Accounting Treatment" above in this item for more information.

As of December 31, 2009, each director holds the following aggregate number of restricted unit and option awards:

Name	Aggregate # of Restricted Units	Aggregate # of Unit Options
William E. Greehey	2,368	0
Curtis V. Anastasio	*	*
J. Dan Bates	1,907	0
Dan J. Hill	1,907	0
Stan L. McLelland	1,907	0
Rodman D. Patton	1,907	0

\* Mr. Anastasio's aggregate holdings are disclosed above in the Outstanding Equity Awards at December 31, 2009.

## [Table of Contents](#)

During 2009, non-employee directors received a retainer fee of \$45,000 per year, plus \$1,250 for each Board and committee meeting attended in person and \$500 for each Board and committee meeting attended telephonically. Directors who serve as chairperson of a committee receive an additional \$10,000 annually. Each director is also reimbursed for expenses of meeting attendance. Directors who are employees of NuStar GP, LLC receive no compensation (other than reimbursement of expenses) for serving as directors. The Chairman of the Board receives an additional retainer fee of \$50,000 per year. The Chairman of the Board receives no fees for attending committee meetings.

NuStar GP, LLC supplements the compensation paid to non-employee directors other than the Chairman of the Board with an annual grant of restricted NuStar Energy L.P. units valued at \$50,000 that vests in equal annual installments over a three-year period. The Chairman of the Board receives an annual grant of restricted NuStar Energy L.P. units valued at \$75,000 that vests in equal annual installments over a three-year period. We believe this annual grant of restricted units increases the non-employee directors' identification with the interests of NuStar Energy L.P.'s unitholders through ownership of NuStar Energy L.P. units. Upon a non-employee director's initial election to the Board, the director will receive a grant of restricted units equal to the pro-rated amount of the annual grant of restricted units from the time of his or her election through the next annual grant of restricted units.

In the event of a "Change of Control" as defined in the 2000 LTIP, all unvested restricted units and unit options previously granted immediately become vested or exercisable. Each plan also contains anti-dilution provisions providing for an adjustment in the number of restricted units or unit options, respectively, that have been granted to prevent dilution of benefits in the event any change in the capital structure of NuStar Energy affects the NuStar Energy L.P. units.

### **Compensation Committee**

The Compensation Committee reviews and reports to the Board on matters related to compensation strategies, policies and programs, including certain personnel policies and policy controls, management development, management succession and benefit programs. The Compensation Committee also approves and administers NuStar Energy's equity compensation plans and incentive bonus plan. The Board has adopted a written charter for the Compensation Committee. The members of the Compensation Committee are Dan J. Hill (Chairman), J. Dan Bates and Rodman D. Patton, none of whom is a current or former employee or officer of NuStar GP, LLC. The Compensation Committee met five times in 2009.

### **Compensation Committee Interlocks and Insider Participation**

There are no compensation committee interlocks. None of Mr. Hill, Mr. Bates or Mr. Patton has served as an officer or employee of NuStar GP, LLC. Furthermore, except for compensation arrangements disclosed in this annual report on Form 10-K, NuStar Energy has not participated in any contracts, loans, fees, awards or financial interests, direct or indirect, with any committee member, nor is NuStar Energy aware of any means, directly or indirectly, by which a committee member could receive a material benefit from NuStar Energy.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS**

**DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth ownership of NuStar Energy L.P. units and NuStar GP Holdings, LLC units by directors and executive officers of NuStar GP, LLC as of December 31, 2009. Unless otherwise indicated in the notes to the table, each of the named persons and members of the group has sole voting and investment power with respect to the units shown:

Name of Beneficial Owner(a)	Units Beneficially Owned (b)(c)	Units under Exercisable Options(d)	Percentage of Outstanding Units(c)	NuStar GP Holdings, LLC Units Beneficially Owned	NuStar GP Holdings, LLC Units under Exercisable Options	Percentage of Outstanding Units(e)
William E. Greehey	723,871	0	1.20%	6,945,276	0	16.32%
Curtis V. Anastasio	62,216	62,785	*	65,415	0	*
J. Dan Bates	4,682	0	*	2,000	0	*
Dan J. Hill	8,079	0	*	8,000	0	*
Stan McLelland	5,491	0	*	16,724	0	*
Rodman D. Patton	12,229	0	*	10,000	0	*
Bradley C. Barron	9,359	4,515	*	8,298	0	*
Steven A. Blank	28,584	31,096	*	42,647	0	*
James R. Bluntzer	12,903	16,400	*	30,235	0	*
Paul R. Brattlof	10,749	680	*	7,956	0	*
Mary Rose Brown	11,011	680	*	47,500	0	*
Daniel S. Oliver	5,528	400	*	1,710	0	*
Thomas R. Shoaf	5,222	3,460	*	4,205	0	*
All directors and officers as a group (13)	889,924	120,016	1.69%	7,189,966	0	16.90%

\* Indicates that the percentage of beneficial ownership does not exceed 1% of the class.

- (a) The business address for all beneficial owners listed above is 2330 North Loop 1604 West, San Antonio, Texas 78248.
- (b) As of December 31, 2009, 60,210,549 NuStar Energy L.P. units were issued and outstanding. There are no classes of equity securities of NuStar Energy outstanding other than the units. The calculation for Percentage of Outstanding units includes units listed under the captions "Units Beneficially Owned" and "Units under Exercisable Options."
- (c) This column includes units issued under NuStar Energy's long-term incentive plans. Restricted units granted under NuStar GP, LLC's long-term incentive plans are rights to receive NuStar Energy L.P. units upon vest and, as such, may not be disposed of or voted until vested. The column does not include units that could be acquired under options, which information is set forth in the next column.
- (d) This column discloses units that may be acquired within 60 days of December 31, 2009 through the exercise of unit options.
- (e) As of December 31, 2009, 42,548,983 NuStar GP Holdings, LLC's units were issued and outstanding. No executive officer or director owns any class of equity securities of NuStar GP Holdings other than common units. The calculation for Percentage of Outstanding Units includes units listed under the captions "NuStar GP Holdings, LLC Units Beneficially Owned" and "NuStar GP Holdings, LLC Units under Exercisable Options."

## [Table of Contents](#)

Except as otherwise indicated, the following table sets forth certain information as of December 31, 2009 with respect to each entity known to us to be the beneficial owner of more than 5% of our outstanding units.

Name and Address of Beneficial Owner	Units	Percentage of Units (b)
NuStar GP Holdings(a) 2330 North Loop 1604 West San Antonio, Texas 78248	10,257,207	17.0%

- (a) NuStar GP Holdings owns the units through its wholly owned subsidiaries, NuStar GP, LLC and Riverwalk Holdings, LLC. NuStar GP Holdings controls voting and investment power of the units through these wholly owned subsidiaries.
- (b) Assumes 60,210,549 units outstanding.

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information about NuStar GP, LLC's equity compensation plans, which are described in further detail in Note 17 of Notes to Consolidated Financial Statements in Item 8. "Financial Statements and Supplementary Data:"

<u>Plan categories</u>	<u>Number of Securities to be issued upon exercise of outstanding unit options, warrants and rights(1)</u>	<u>Weighted-Average exercise price of outstanding unit options, warrants and rights</u>	<u>Number of securities remaining for future issuance under equity compensation plans</u>
Equity Compensation Plans approved by security holders	1,205,606	50.91	294,394
Equity Compensation Plans not approved by security holders	444,423	47.91	255,577(2)

- (1) Grants under NuStar GP, LLC's long-term incentive plans do not dilute the interests of NuStar Energy L.P. unitholders. Upon the vest of a restricted unit or the exercise of a unit option granted under NuStar GP, LLC's plan, NuStar GP, LLC purchases a NuStar Energy L.P. unit to satisfy that vest or exercise on the open market. No new NuStar Energy L.P. units are issued to satisfy vesting restricted units or exercises of unit options.
- (2) As of December 31, 2009, options to purchase 765 NuStar Energy L.P. units remained available for grant under the 2002 Unit Option Plan. As of December 31, 2009, 254,812 units remained available for grant under the 2003 Employee Unit Incentive Plan.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

### TRANSACTIONS WITH MANAGEMENT AND OTHERS

In January 2007, our Board adopted a written related person transaction policy that codifies our prior practice. For purposes of the policy, a related person transaction is one that is not available to all employees generally or involves less than \$10,000 when aggregated with similar transactions. The policy requires that any related person transaction between NuStar Energy or NuStar GP, LLC and: (i) any vice president, Section 16 officer or director, (ii) any 5% or greater unitholder of NuStar Energy, its controlled affiliates or NuStar GP Holdings, (iii) any immediate family member of any officer or director, or (iv) any entity controlled by any of (i), (ii) or (iii) (or in which any of (i), (ii) or (iii) owns more than 5%) must be approved by the disinterested members of the Board. In addition, the policy requires that the officers and directors have an affirmative obligation to inform our Corporate Secretary of his or her immediate family members, as well as any entities in which he or she controls or owns more than 5%.

Please see “Executive Compensation, Potential Payments upon Termination or Change in Control” for a discussion of NuStar Energy’s Change of Control Agreements with the named executive officers.

On December 10, 2007, NuStar Logistics, L.P., our wholly owned subsidiary, entered into a non-exclusive Aircraft Time Sharing Agreement (the Time Share Agreement) with William E. Greehey, Chairman of our Board. The Time Share Agreement provides that NuStar Logistics, L.P. will sublease the aircraft to Mr. Greehey on an “as needed and as available” basis, and will provide a fully qualified flight crew for all Mr. Greehey’s flights. Mr. Greehey will pay NuStar Logistics an amount equal to the maximum amount of expense reimbursement permitted in accordance with Section 91.501(d) of the Aeronautics Regulations of the Federal Aviation Administration and the Department of Transportation, which expenses include and are limited to: fuel oil, lubricants, and other additives; travel expenses of the crew, including food, lodging and ground transportation; hangar and tie down costs away from the aircraft’s base of operation; insurance obtained for the specific flight; landing fees, airport taxes and similar assessments; customs, foreign permit, and similar fees directly related to the flight; in-flight food and beverages; passenger ground transportation; flight planning and weather contract services; and an additional charge equal to 100% of the costs of the fuel oil, lubricants, and other additives. The Time Share Agreement has an initial term of two years, after which the Time Share Agreement will automatically renew for one-year terms until terminated by either party. The Time Share Agreement was approved by the disinterested members of the Board on December 5, 2007. The Time Share Agreement was amended, as of September 4, 2009, to reflect the addition of another aircraft.

Effective on September 16, 2007, NuStar Logistics entered into an assignment and assumption agreement (the Assignment) with Valero Energy, pursuant to which NuStar Logistics, L.P. assumed certain of Valero Energy’s obligations under a letter agreement between Valero Energy and Mr. Greehey regarding his resignation from employment with Valero Energy (the Letter Agreement). Under the Letter Agreement, Valero Energy agreed to provide Mr. Greehey with “off-site office facilities and secretarial and other office services reasonably commensurate with Mr. Greehey’s position as retired CEO of Valero Energy (the Office Services). Since we moved our headquarters out of Valero Energy’s corporate headquarters in April 2007, we have provided office space for Mr. Greehey, the cost of which we billed to Valero Energy. In order to further simplify the relationship between us and Valero Energy, we assumed responsibility for the Office Services, for which Valero Energy paid us \$1.2 million, the operating expense associated with providing Office Services to Mr. Greehey. The Conflicts Committee, consisting of the disinterested members of the Board, approved the Assignment on August 24, 2007.

On April 24, 2008, the independent directors of NuStar GP, LLC approved the adoption of a Services Agreement, effective January 1, 2008, between NuStar GP, LLC and NuStar Energy (the Services Agreement). The Services Agreement provides that NuStar GP, LLC will furnish all services necessary for the conduct of the business of NuStar Energy, and NuStar Energy will reimburse NuStar GP, LLC for all payroll and related benefit costs, including pension and unit-based compensation costs, other than the expenses allocated to NuStar Holdings (the Holdco Administrative Services Expense). For fiscal year 2009, the Holdco Administrative Services Expense was equal to \$1.35 million. For the 2010 fiscal year and each fiscal year thereafter, the Holdco Administrative Services Expense is equal to \$1.1 million (as adjusted), plus 1.0% of NuStar GP, LLC’s domestic

## [Table of Contents](#)

employee bonus and unit compensation expense for the applicable fiscal year. The Holdco Administrative Services expense is subject to adjustment (a) by an annual amount equal to NuStar GP, LLC's annual merit increase percentage for the most recently completed contract year and (b) for changed levels of services due to expansion of operations through, among other things, expansion of operations, acquisitions or the construction of new businesses or assets. The Services Agreement will terminate December 31, 2012, with automatic two-year renewals unless terminated by either party on six months' written notice.

### **RIGHTS OF NUSTAR GP HOLDINGS**

Due to its ownership of NuStar GP, LLC and Riverwalk Holdings, LLC, as of December 31, 2009, NuStar GP Holdings indirectly owns:

- the 2% general partner interest in NuStar Energy, through its indirect 100% ownership interest in Riverwalk Logistics, L.P.;
- 100% of the incentive distribution rights issued by us, which entitles NuStar GP Holdings to receive increasing percentages of the cash we distribute, currently at the maximum percentage of 23%; and
- 10,257,207 NuStar Energy L.P. units representing 17.0% of the issued and outstanding NuStar Energy common units.

Certain of our officers are also officers of NuStar GP Holdings. Our Chairman, William E. Greehey, is also the Chairman of NuStar GP Holdings. NuStar GP Holdings appoints NuStar GP, LLC's directors. NuStar GP, LLC's board is responsible for overseeing NuStar GP, LLC's role as the owner of the general partner of NuStar Energy. NuStar GP Holdings must also approve matters that have or would have reasonably expected to have a material effect on NuStar GP Holdings' interests as one of our major unitholders.

NuStar Energy's partnership agreement requires that NuStar GP, LLC maintain a Conflicts Committee, composed entirely of independent directors, to review and resolve certain potential conflicts of interest between Riverwalk Logistics, L.P. and its affiliates, on one hand, and NuStar Energy, on the other hand.

### **DIRECTOR INDEPENDENCE**

Our business is managed under the direction of the Board of NuStar GP, LLC, the general partner of Riverwalk Logistics, L.P., the general partner of NuStar Energy. The Board conducts its business through meetings of the Board and its committees. During 2009, the Board held six meetings. No member of the Board attended less than 75% of the meetings of the Board and committees of which he was a member.

The Board has standing Audit and Compensation Committees. Each committee has a written charter. The committees of the Board and the number of meetings held by the committees in 2009 are described below.

#### **Independent Directors**

The Board has one member of management, Curtis V. Anastasio, President and CEO, and five non-management directors. The Board has determined that three of five of its non-management directors meet the independence requirements of the NYSE listing standards as set forth in the NYSE Listed Company Manual. As a limited partnership, NuStar Energy is not required to have a majority of independent directors. The independent directors are: J. Dan Bates, Dan J. Hill and Rodman D. Patton.

William E. Greehey, Chairman of the Board, retired as CEO of Valero Energy at the end of 2005. He remained Chairman of Valero Energy's board of directors until January 2007. Mr. Greehey also serves as the Chairman of the NuStar GP Holdings board of directors and owns 16.32% of NuStar GP Holdings.

Curtis V. Anastasio has been President of NuStar GP, LLC since December 1999 and CEO since June 2000. As a member of management, Mr. Anastasio is not an independent director under the NYSE's listing standards. Mr. Anastasio also serves as President and CEO of NuStar GP Holdings.

Stan L. McLelland has been a member of the Board since October 2005. In July 2006, Mr. McLelland also became a member of the board of directors of NuStar GP Holdings. Mr. McLelland stepped down from the

## [Table of Contents](#)

Audit and Compensation Committees of NuStar GP, LLC when he joined the NuStar GP Holdings board of directors.

The Audit and Compensation committees of the Board are each composed entirely of directors who meet the independence requirements of the NYSE listing standards. Each member of the Audit Committee also meets the additional independence standards for Audit Committee members set forth in the regulations of the SEC. For further information about the committees, see also Item 10 and Item 11 above.

### **Independence Determinations**

Under the NYSE's listing standards, no director qualifies as independent unless the Board affirmatively determines that the director has no material relationship with NuStar Energy. Based upon information requested from and provided by each director concerning their background, employment and affiliations, including commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, the Board has determined that, other than being a director of NuStar GP, LLC and/or unitholder of NuStar Energy, each of the independent directors named above has either no relationship with NuStar Energy, either directly or as a partner, unitholder or officer of an organization that has a relationship with NuStar Energy, or has only immaterial relationships with NuStar Energy, and is therefore independent under the NYSE's listing standards.

As provided for under the NYSE listing standards, the Board has adopted categorical standards or guidelines to assist the Board in making its independence determinations with respect to each director. Under the NYSE listing standards, immaterial relationships that fall within the guidelines are not required to be disclosed in this proxy statement.

A relationship falls within the guidelines adopted by the Board if it:

- is not a relationship that would preclude a determination of independence under Section 303A.02(b) of the NYSE Listed Company Manual;
- consists of charitable contributions by NuStar GP, LLC to an organization where a director is an executive officer and does not exceed the greater of \$1 million or 2% of the organization's gross revenue in any of the last three years;
- consists of charitable contributions to any organization with which a director, or any member of a director's immediate family, is affiliated as an officer, director or trustee pursuant to a matching gift program of NuStar GP, LLC and made on terms applicable to employees and directors; or is in amounts that do not exceed \$250,000 per year; and
- is not required to be, and it is not otherwise, disclosed in this annual report on Form 10-K.

NuStar GP, LLC's Corporate Governance Guidelines contain the director qualification standards, including the guidelines listed above, and are available on NuStar Energy's internet website at <http://www.nustarenergy.com> (in the "Investor Relations" section) or are available in print upon request to NuStar GP, LLC's Corporate Secretary at the address indicated on the cover page of this annual report on Form 10-K.

### **Presiding Director/Meetings of Non-Management Directors**

The Board has designated Mr. Patton to serve as the Presiding Director for meetings of the non-management Board members outside the presence of management.

### **Communications with the Board, Non-Management Directors or Presiding Director**

Unitholders and other interested parties may communicate with the Board, the non-management directors or the Presiding Director by sending a written communication in an envelope addressed to "Board of Directors," "Non-Management Directors," or "Presiding Director" in care of NuStar GP, LLC's Corporate Secretary at the address indicated on the cover page of this annual report on Form 10-K.

### **Availability of Governance Documents**

NuStar Energy has posted its Corporate Governance Guidelines, Code of Business Conduct and Ethics, Code of Ethics of Senior Financial Officers, the Audit Committee Charter and other governance documents on NuStar Energy's internet website at <http://www.nustarenergy.com> (in the "Investor Relations" section).  
NuStar

[Table of Contents](#)

Energy's governance documents are available in print to any unitholder of record who makes a written request to NuStar Energy. Requests must be directed to NuStar GP, LLC's Corporate Secretary at the address indicated on the cover page of this annual report on Form 10-K.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**KPMG FEES FOR FISCAL YEAR 2009**

**Audit Fees**

The aggregate fees for fiscal year 2009 for professional services rendered by KPMG for the audit of the annual financial statements for the year ended December 31, 2009 included in this Form 10-K, review of NuStar Energy's interim financial statements included in NuStar Energy's 2009 Forms 10-Q, the audit of the effectiveness of NuStar Energy's internal control over financial reporting as of December 31, 2009 and related services that are normally provided by the principal auditor (*e.g.*, comfort letters and assistance with review of documents filed with the SEC) were \$1,994,200.

**Audit-related Fees**

The aggregate fees for the fiscal year 2009 for assurance and related services rendered by KPMG that are reasonably related to the performance of the audit or review of NuStar Energy's financial statements and not reported in the preceding caption were \$0.

**Tax Fees**

The aggregate fees for the fiscal year 2009 for professional services rendered by KPMG for tax compliance, tax advice and tax planning were \$0.

**All Other Fees**

The aggregate fees for the fiscal year 2009 for services rendered by KPMG, other than the services reported under the preceding captions, were \$0.

**KPMG FEES FOR FISCAL YEAR 2008**

**Audit Fees**

The aggregate fees for fiscal year 2008 for professional services rendered by KPMG for the audit of the annual financial statements for the year ended December 31, 2008 included in this Form 10-K, review of NuStar Energy's interim financial statements included in NuStar Energy's 2008 Forms 10-Q, the audit of the effectiveness of NuStar Energy's internal control over financial reporting as of December 31, 2008 and related services that are normally provided by the principal auditor (*e.g.*, comfort letters and assistance with review of documents filed with the SEC) were \$2,097,546.

**Audit-related Fees**

The aggregate fees for the fiscal year 2008 for assurance and related services rendered by KPMG that are reasonably related to the performance of the audit or review of NuStar Energy's financial statements and not reported in the preceding caption were \$245,000. The fees related primarily to audit fees incurred for Kaneb benefit plans and the audit of assets and operations acquired from CITGO Asphalt Refining Company on March 20, 2008.

**Tax Fees**

The aggregate fees for the fiscal year 2008 for professional services rendered by KPMG for tax compliance, tax advice and tax planning were \$23,895.

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[Table of Contents](#)

**All Other Fees**

The aggregate fees for the fiscal year 2008 for services rendered by KPMG, other than the services reported under the preceding captions, were \$0.

**AUDIT COMMITTEE PRE-APPROVAL POLICY**

The audit committee has adopted a pre-approval policy to address the approval of services rendered to NuStar Energy by its independent auditors, which is filed herewith as Exhibit 99.01.

None of the services (described above) for 2008 or 2009 provided by KPMG were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) (1) **Financial Statements.** The following consolidated financial statements of NuStar Energy L.P. and its subsidiaries are included in Part II, Item 8 of this Form 10-K:

Management's Report on Internal Control over Financial Reporting  
Reports of independent registered public accounting firm (KPMG LLP)  
Consolidated Balance Sheets as of December 31, 2009 and 2008  
Consolidated Statements of Income for the Years Ended December 31, 2009, 2008 and 2007  
Consolidated Statements of Cash Flows for the Years Ended December 31, 2009, 2008 and 2007  
Consolidated Statements of Partners' Equity for the Years Ended December 31, 2009, 2008 and 2007  
Notes to Consolidated Financial Statements

(2) **Financial Statement Schedules and Other Financial Information.** No financial statement schedules are submitted because either they are inapplicable or because the required information is included in the consolidated financial statements or notes thereto.

(3) **Exhibits**

Filed as part of this Form 10-K are the following:

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
2.01	Agreement and Plan of Merger, dated as of October 31, 2004, by and among Valero L.P., Riverwalk Logistics, L.P., Valero GP, LLC, VLI Sub A LLC and Kaneb Services LLC	NuStar Energy L.P.'s Current Report on Form 8-K filed November 4, 2004 (File No. 001-16417), Exhibit 99.1
2.02	Agreement and Plan of Merger, dated as of October 31, 2004, by and among Valero L.P., Riverwalk Logistics, L.P., Valero GP, LLC, VLI Sub B LLC and Kaneb Pipe Line Partners, L.P. and Kaneb Pipe Line Company LLC	NuStar Energy L.P.'s Current Report on Form 8-K filed November 4, 2004 (File No. 001-16417), Exhibit 99.2
3.01	Certificate of Formation of UDS Logistics, LLC	NuStar GP Holdings, LLC's Registration Statement on Form S-1 filed on March 31, 2006 (File No. 333-132917), Exhibit 3.01
3.02	Certificate of Amendment to Certificate of Formation of UDS Logistics, LLC	NuStar GP Holdings, LLC's Registration Statement on Form S-1 filed on March 31, 2006 (File No. 333-132917), Exhibit 3.03
3.03	Amended and Restated Certificate of Limited Partnership of Valero L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.3
3.04	Amendment to Amended and Restated Certificate of Limited Partnership of Valero L.P., dated March 21, 2007 and effective April 1, 2007	NuStar Energy L.P.'s Current Report on Form 8-K, filed March 27, 2007 (File No. 001-16417), Exhibit 3.01

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
3.05	Third Amended and Restated Agreement of Limited Partnership of Valero L.P.	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for quarter ended March 31, 2003 (File No. 001-16417), Exhibit 3.1
3.06	First Amendment to Third Amended and Restated Agreement of Limited Partnership of Valero L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2003 (File No. 001-16417), Exhibit 4.3
3.07	Amendment No. 2 to Third Amended and Restated Agreement of Limited Partnership of Valero L.P., dated as of July 1, 2005	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.01
3.08	Certificate of Limited Partnership of Valero Logistics Operations, L.P.	NuStar Energy L.P.'s Registration Statement on Form S-1 (File No. 333-43668), Exhibit 3.4
3.09	Certificate of Amendment to Certificate of Limited Partnership of Valero Logistics Operations, L.P.	NuStar Energy L.P.'s Registration Statement on Form S-1 (File No. 333-43668), Exhibit 3.5
3.10	Certificate of Amendment to Certificate of Limited Partnership of Valero Logistics Operations, L.P., dated March 21, 2007 and effective April 1, 2007	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, File No. 001-16417, Exhibit 3.03
3.11	Second Amended and Restated Agreement of Limited Partnership of Valero Logistics Operations, L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.9
3.12	Second Amendment to Second Amended and Restated Agreement of Limited Partnership of Valero Logistics Operations, L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.10
3.13	Certificate of Limited Partnership of Riverwalk Logistics, L.P.	NuStar Energy L.P.'s Registration Statement on Form S-1 (File No. 333-43668), Exhibit 3.7
3.14	First Amended and Restated Limited Partnership Agreement of Riverwalk Logistics, L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for the year ended December 31, 2001 (File No. 001-16417), Exhibit 3.16
3.15	Certificate of Formation of Valero GP, LLC	NuStar Energy L.P.'s Registration Statement on Form S-1 (File No. 333-43668), Exhibit 3.9
3.16	Amendment to Certificate of Formation of Valero GP, LLC, dated March 21, 2007 and effective April 1, 2007	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, File No. <u>001-16417</u> , Exhibit 3.02

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
3.17	Certificate of Amendment to Certificate of Formation of Valero GP, LLC	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.14
3.18	First Amended and Restated LLC Agreement of Shamrock Logistics GP, LLC	NuStar Energy L.P.'s Registration Statement on Form S-1 (File No. 333-43668), Exhibit 3.10
3.19	First Amendment to First Amended and Restated Limited Liability Company Agreement of Valero GP, LLC	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.15
3.20	First Amended and Restated Limited Partnership Agreement of Riverwalk Logistics, L.P.	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2001 (File No. 001-16417), Exhibit 3.16
4.01	Indenture, dated July 15, 2002, among Valero Logistics Operations, L.P., as Issuer, Valero L.P., as Guarantor, and The Bank of New York, as Trustee, relating to Senior Debt Securities	NuStar Energy L.P.'s Current Report on Form 8-K filed July 15, 2002 (File No. 001-16417), Exhibit 4.1
4.02	First Supplemental Indenture, dated as of July 15, 2002, to Indenture dated July 15, 2002, in each case among Valero Logistics Operations, L.P., as Issuer, Valero L.P., as Guarantor, and The Bank of New York, as Trustee, relating to 6 7/8% Senior Notes Due 2012	NuStar Energy L.P.'s Current Report on Form 8-K filed July 15, 2002 (File No. 001-16417), Exhibit 4.2
4.03	Second Supplemental Indenture, dated as of March 18, 2003, to Indenture dated July 15, 2002, as amended and supplemented by a First Supplemental Indenture thereto dated as of July 15, 2002, in each case among Valero Logistics Operations, L.P., as Issuer, Valero L.P., as Guarantor, and The Bank of New York, as Trustee (including, form of global note representing \$250,000,000 6.05% Senior Notes due 2013)	NuStar Energy L.P.'s Current Report on Form 8-K filed May 9, 2003 (File No. 001-16417), Exhibit 4.1
4.04	Third Supplemental Indenture, dated as of July 1, 2005, to Indenture dated July 15, 2002, as amended and supplemented, among Valero Logistics Operations, L.P.; Valero L.P.; Kaneb Pipe Line Operating Partnership, L.P.; and The Bank of New York	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.02

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
4.05	Instrument of Resignation, Appointment and Acceptance, dated March 31, 2008, among NuStar Logistics, L.P., NuStar Energy L.P., Kaneb Pipeline Operating Partnership, L.P. The Bank of New York Trust Company N.A., and Wells Fargo Bank, National Association	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 4.05
4.06	Indenture, dated as of February 21, 2002, between Kaneb Pipe Line Operating Partnership, L.P. and JPMorgan Chase Bank (Senior Debt Securities)	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.03
4.07	First Supplemental Indenture, dated as of February 21, 2002, to Indenture dated as of February 21, 2002, between Kaneb Pipe Line Operating Partnership, L.P. and JPMorgan Chase Bank (including form of 7.750% Senior Unsecured Notes due 2012)	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.04
4.08	Second Supplemental Indenture, dated as of August 9, 2002 and effective as of April 4, 2002, to Indenture dated as of February 21, 2002, as amended and supplemented, between Kaneb Pipe Line Operating Partnership, L.P.; Statia Terminals Canada Partnership; and JPMorgan Chase Bank	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.05
4.09	Third Supplemental Indenture, dated and effective as of May 16, 2003, to Indenture dated as of February 21, 2002, as amended and supplemented, between Kaneb Pipe Line Operating Partnership, L.P.; Statia Terminals Canada Partnership; and JPMorgan Chase Bank	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.06
4.10	Fourth Supplemental Indenture, dated and effective as of May 27, 2003, to Indenture dated as of February 21, 2002, as amended and supplemented, between Kaneb Pipe Line Operating Partnership, L.P. and JPMorgan Chase Bank (including form of 5.875% Senior Unsecured Notes due 2013)	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.07
4.11	Fifth Supplemental Indenture, dated and effective as of July 1, 2005, to Indenture dated as of February 21, 2002, as amended and supplemented, among Kaneb Pipe Line Operating Partnership, L.P.; Valero L.P.; Valero Logistics Operations, L.P.; and JPMorgan Chase Bank	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 001-16417), Exhibit 4.08

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
4.12	Instrument of Resignation, Appointment and Acceptance, dated June 30, 2008, among NuStar Pipeline Operating Partnership L.P., NuStar Energy L.P., NuStar Logistics, L.P. The Bank of New York Trust Company N.A., and Wells Fargo Bank, National Association	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 4.12
4.13	Registration Rights Agreement, dated March 18, 2003, among Valero Logistics Operations, L.P., as Issuer, Valero L.P., as Guarantor, and the initial purchasers of Valero Logistics Operations, L.P. 6.05% Senior Notes due 2013	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for quarter ended March 31, 2003 (File No. 001-16417), Exhibit 10.10
10.01	5-Year Revolving Credit Agreement dated as of December 10, 2007 among NuStar Logistics, L.P., NuStar Energy L.P., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, Suntrust Bank, as Syndication Agent, and Barclays Bank PLC and Mizuho Corporate Bank Ltd., as Co-Documentation Agents	NuStar Energy L.P.'s Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-16417), Exhibit 10.01
+10.02	NuStar GP, LLC Amended and Restated 2003 Employee Unit Incentive Plan, amended and restated as of April 1, 2007	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-16417), Exhibit 10.03
+10.03	Form of Unit Option Agreement under the Amended and Restated 2003 Employee Unit Incentive Plan	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2006 (File No. 001-16417), Exhibit 10.11
+10.04	NuStar GP, LLC Amended and Restated 2002 Unit Option Plan, amended and restated as of April 1, 2007	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-16417), Exhibit 10.02
+10.05	NuStar GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan, amended and restated as of April 1, 2007	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-16417), Exhibit 10.01
+10.06	Form of Restricted Unit Agreement under the NuStar GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed November 10, 2008 (File No. 001-16417), Exhibit 10.03
+10.07	Form of Unit Option Award Agreement under the NuStar GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed November 3, 2006 (File No. 001-16417), Exhibit 10.02
+10.08	Form of Performance Unit Agreement under the NuStar GP, LLC Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed January 26, 2006 (File No. 001-16417), Exhibit 10.02
+10.09	Form of Amended and Restated Performance Unit Agreement under the NuStar GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed December 8, 2009 (File No. 001-16417), Exhibit 10.02
+10.10	Omnibus Amendment to Form of Amended and Restated Performance Unit Agreements under the NuStar GP LLC Second Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed February 2, 2010 (File No. 001-16417), Exhibit 10.03

## Table of Contents

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>	<b><u>Incorporated by Reference to the Following Document</u></b>
+10.11	Form of Performance Unit Agreement under the Second Amended and Restated 2000 Long-Term Incentive Plan	*
+10.12	Form of Non-employee Director Restricted Unit Agreement under the NuStar GP, LLC Second Amended and Restated 2000 Long-Term Incentive Plan	NuStar Energy L.P.'s Current Report on Form 8-K filed November 10, 2008 (File No. 001-16417), Exhibit 10.02
+10.13	NuStar Energy L.P. Bonus Plan	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2006 (File No. 001-16417), Exhibit 10.18
+10.14	Change of Control Severance Agreement by and among Valero GP, LLC, Valero L.P. and Curtis V. Anastasio, dated November 6, 2006.	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-16417), Exhibit 10.05
+10.15	Form of Change of Control Severance Agreement by and among Valero GP, LLC, Valero L.P. and each of the other executive officers of Valero GP, LLC	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 (File No. 001-16417), Exhibit 10.06
10.16	Non-Compete Agreement between Valero GP Holdings, LLC, Valero L.P., Riverwalk Logistics, L.P. and Valero GP, LLC, effective as of July 19, 2006	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for quarter ended September 30, 2006 (File No. 001-16417), Exhibit 10.03
10.17	Services Agreement, effective January 1, 2008, between NuStar GP, LLC and NuStar Energy L.P.	NuStar Energy L.P.'s Quarterly Report on Form 10-Q for quarter ended March 31, 2008 (File No. 001-16417), Exhibit 10.01
10.18	NuStar GP, LLC Excess Pension Plan, amended and restated effective January 1, 2008	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 10.29
10.19	NuStar GP, LLC Excess Thrift Plan, amended and restated effective January 1, 2008	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 10.30
10.20	NuStar GP, LLC Supplemental Executive Retirement Plan, amended and restated effective January 1, 2008	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 10.31
10.21	NuStar GP, LLC Short-Term Incentive Plan	NuStar Energy L.P.'s Registration Statement on Form S-1 filed March 29, 2001 (File No. 333-43668), Exhibit 10.4
10.22	NuStar GP, LLC Intermediate-Term Incentive Plan	NuStar Energy L.P.'s Registration Statement on Form S-1 filed March 29, 2001 (File No. 333-43668), Exhibit 10.9

## Table of Contents

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference to the Following Document</u>
10.23	Sale and Purchase Agreement, dated as of November 5, 2007, by and between CITGO Asphalt Refining Company and NuStar Asphalt Refining, LLC	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2008 (File No. 001-16417), Exhibit 10.37
10.24	Amended and Restated Aircraft Time Sharing Agreement, dated as of September 4, 2009, between NuStar Logistics, L.P. and William E. Greehey	*
12.01	Statement of Computation of Ratio of Earnings to Fixed Charges	*
14.01	Code of Ethics for Senior Financial Officers	NuStar Energy L.P.'s Annual Report on Form 10-K for year ended December 31, 2003 (File No. 001-16417), Exhibit 14.1
21.01	List of subsidiaries of NuStar Energy L.P.	*
23.01	Consent of KPMG LLP, dated February 26, 2010	*
24.01	Powers of Attorney (included in signature page of this Form 10-K)	*
31.01	Rule 13a-14(a) Certifications (under Section 302 of the Sarbanes-Oxley Act of 2002)	*
32.01	Section 1350 Certifications (under Section 906 of the Sarbanes-Oxley Act of 2002)	*
99.01	Audit Committee Pre-Approval Policy	*
99.02	Report of Independent Registered Public Accountants, Balance Sheet—December 31, 2009 and Notes to Balance Sheet-- December 31, 2009 of NuStar GP Holdings, LLC	*

\* Filed herewith.

+ Identifies management contracts or compensatory plans or arrangements required to be filed as an exhibit hereto pursuant to Item 15(c) of Form 10-K.

Copies of exhibits filed as a part of this Form 10-K may be obtained by unitholders of record at a charge of \$0.15 per page, minimum \$5.00 each request. Direct inquiries to Corporate Secretary, NuStar Energy L.P., 2330 North Loop 1604 West, San Antonio, Texas 78248.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**NUSTAR ENERGY L.P.**  
**(Registrant)**

**By: Riverwalk Logistics, L.P., its general partner**  
**By: NuStar GP, LLC, its general partner**

**By: /s/ Curtis V. Anastasio**  
**(Curtis V. Anastasio)**  
**President and Chief Executive Officer**  
**February 26, 2010**

**By: /s/ Steven A. Blank**  
**(Steven A. Blank)**  
**Senior Vice President, Chief Financial Officer and Treasurer**  
**February 26, 2010**

**By: /s/ Thomas R. Shoaf**  
**(Thomas R. Shoaf)**  
**Vice President and Controller**  
**February 26, 2010**

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Curtis V. Anastasio, Steven A. Blank and Bradley C. Barron, or any of them, each with power to act without the other, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all subsequent amendments and supplements to this Annual Report on Form 10-K, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby qualifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William E. Greehey</u> (William E. Greehey)	Chairman of the Board	February 26, 2010
<u>/s/ Curtis V. Anastasio</u> (Curtis V. Anastasio)	President, Chief Executive Officer and Director (Principal Executive Officer)	February 26, 2010
<u>/s/ Steven A. Blank</u> (Steven A. Blank)	Senior Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer)	February 26, 2010
<u>/s/ Thomas R. Shoaf</u> (Thomas R. Shoaf)	Vice President and Controller (Principal Accounting Officer)	February 26, 2010
<u>/s/ J. Dan Bates</u> (J. Dan Bates)	Director	February 26, 2010
<u>/s/ Dan J. Hill</u> (Dan J. Hill)	Director	February 26, 2010
<u>/s/ Stan McLelland</u> (Stan McLelland)	Director	February 26, 2010
<u>/s/ Rodman D. Patton</u> (Rodman D. Patton)	Director	February 26, 2010

**PERFORMANCE UNIT AGREEMENT**

This Performance Unit Agreement (the “**Agreement**”) is entered into effective \_\_\_\_\_, 2010, by and between **NuStar GP, LLC**, a Delaware limited liability company (the “**Company**”), and \_\_\_\_\_, a participant (the “**Participant**”) in the Company’s **Second Amended and Restated 2000 Long-Term Incentive Plan** (as may be amended, the “**Plan**”), pursuant to and subject to the provisions of the Plan.

1. **Grant of Performance Units.** The Company hereby grants to Participant \_\_\_\_\_ Performance Units pursuant to Section 6.4 of the Plan. The Performance Units represent rights to receive NuStar Energy L.P. Units, subject to the terms and conditions of this Agreement and the Plan.
2. **Performance Period.** Except as provided below with respect to a Change of Control (as defined in the Plan), the “**Performance Period**” for any Performance Units eligible to vest on any given Normal Vesting Date (as defined below) shall be the three calendar years ending on the December 31 immediately preceding the Normal Vesting Date. For any Performance Units eligible to vest as a result of being carried forward per the qualifications stated in Section 4.C. below, the “**Performance Period**” shall be the three calendar years ending on December 31, immediately following the Normal Vesting Date on which it was determined that the Performance Units could be carried forward.
3. **Vesting and Delivery of Units.**
  - A. **Vesting.** The Performance Units granted hereunder shall vest over a period of three years in equal, one-third increments with the first increment vesting on the date of the regularly scheduled meeting (“**Meeting Date**”) of the Board’s Compensation Committee (the “**Committee**”) in January 2010, and the second and third increments vesting on the Committee’s Meeting Dates in January 2011 and January 2012, respectively (except as otherwise determined by the Committee) (each of these three vesting dates is referred to as a “**Normal Vesting Date**”), such vesting being subject to verification of attainment of the Performance Objectives described in Paragraph 4 by the Committee. If the Committee is unable to meet in January of a given year, then the Normal Vesting Date for that year will be the date not later than March 31 of that year as selected by the Committee.
  - B. **Rights.** Until NuStar Energy L.P. units (“**Units**”) are actually issued to Participant (or his or her estate) in settlement of the Performance Units, neither Participant nor any person claiming by, through or under Participant shall have any rights as a unitholder of NuStar Energy L.P. (including, without limitation, voting rights or any right to receive cash distributions or other distributions) with respect to such units, and Participant’s status with respect to the issuance of such units shall be that of a general creditor of the Company.
  - C. **Distribution.** Any Units to be distributed under the terms of this Agreement shall be distributed as soon as administratively practicable after the applicable Normal Vesting Date, but not later than two-and-one-half months following the end of the year in which the vesting date for such units occurred. Participant agrees that in lieu of certificates representing any Units distributed under the terms of this Agreement may be issued in uncertificated form pursuant to the Direct Registration Service of NuStar Energy L.P.’s transfer agent.
4. **Performance Objectives.**
  - A. **Total Unitholder Return.** Total Unitholder Return (“**TUR**”) will be compiled for a peer group of companies (the “**Target Group**”) for the Performance Period immediately preceding each Normal Vesting Date. TUR for each such company is measured by dividing the sum of (i) the cash distributions on the units of such company during the Performance Period, assuming cash

distribution reinvestment, and (ii) the difference between the price of a unit of such company at the end and at the beginning of the period (appropriately adjusted for any unit dividend, unit split, spin-off, merger or other similar corporate events) by (iii) the price of a unit of such company at the beginning of the period.

- B. Target Group.** The applicable Target Group shall be selected by the Committee, acting in its sole discretion, at the beginning of the calendar year immediately preceding each Normal Vesting Date (or not later than 90 days after the commencement of such calendar year). The same Target Group shall be utilized to determine the number of Performance Units vesting under all Performance Award Agreements of the Company having a similar Normal Vesting Date, but the decision of the Committee as to the composition of such Target Group shall be final.
- C. Performance Ranking.** The TUR for the Performance Period for NuStar Energy L.P. and each company in the Target Group shall be arranged by rank from best to worst according to the TUR achieved by each company. The total number of companies so ranked shall then be divided into four groups (“**Quartiles**”). For purposes of assigning companies to Quartiles (with the 1st Quartile being the best and the 4th Quartile being the worst), the total number of companies ranked (including NuStar Energy L.P.) shall be divided into four groups as nearly equal in number as possible. The number of companies in each group shall be the total number contained in the Target Group divided by four. If the total number of companies is not evenly divisible by four, so that there is a fraction contained in such quotient, the extra company(ies) represented by such fraction will be included in one or more Quartiles as follows:

<u>Fraction</u>	<u>Extra Company(ies)</u>
1/4	1st Quartile
1/2	1st Quartile 2nd Quartile
3/4	1st Quartile 2nd Quartile 3rd Quartile

- D. Carry Forward.** Any performance units not awarded as Units as a result of a ranking in the 3rd or 4th Quartile will carry forward for one more Performance Period; up to 100% of the Performance Units carried forward may be awarded based on NuStar Energy L.P.’s TUR during the next Performance Period. To the extent Units are not distributed due to a ranking in the 3<sup>rd</sup> or 4<sup>th</sup> Quartile and are deferred for one Performance Period, such deferred units may be distributed in accordance with this paragraph as soon as administratively practicable following a determination that such Units are to be awarded in accordance with this Paragraph 4, and in such event, the distribution shall not occur later than two-and-one-half months following the end of the year in which the vesting date for such Common Unit occurred.
- E. Vesting Percentages.** The number of Units, if any, that Participant will be entitled to receive in settlement of the vested Performance Units will be determined on each Normal Vesting Date and, subject to the provisions of the Plan and this Agreement, on such Normal Vesting Date, the following percentage of the vested Performance Units will be awarded as Units to the Participant if NuStar Energy L.P.’s TUR during the Performance Period falls within the following ranges:

<u>NuStar TUR Position</u>	Percent of vested Performance Units to be awarded as
	<u>Units</u>
4th Quartile	0%
3rd Quartile	50%
2nd Quartile	100%
1st Quartile	150%

If NuStar Energy L.P.'s TUR is the highest achieved in the 1st Quartile for the Performance Period, Participant shall be awarded a number of Units equal to 200% of the Performance Units that vested during the Performance Period.

5. **Termination of Employment.**

A. **Voluntary Termination and Termination for "Cause"**. Except for a Change of Control (described below), if Participant's employment is voluntarily terminated by the Participant (other than through retirement, death or disability), or is terminated by the Company for "cause" (as defined in the Plan), then (a) those Performance Units that have not vested or been forfeited, and for which a Normal Vesting Date occurs on or before the 30th day following the date of such termination, shall be awarded as Units on such Normal Vesting Date subject to the attainment of the performance objectives in accordance with Paragraph 4 hereof, and (b) any such Performance Units for which a Normal Vesting Date does not occur within such 30-day period, or that are not otherwise awarded as Units on a Normal Vesting Date as a result of the application of Paragraph 4, shall thereupon be forfeited.

B. **Retirement, Death, Disability, and Involuntary Termination Other Than for "Cause"**. Except for a Change of Control, if a Participant's employment is terminated through retirement, death, or disability, or by the Company other than for cause (as determined pursuant to the Plan), then (a) those Performance Units that have not theretofore vested or been forfeited, and for which a Normal Vesting Date occurs on or before the 90th day following the date of such termination, shall be subject to vesting on such Normal Vesting Date in accordance with Paragraph 4 hereof, and (b) any such Performance Units for which such a Normal Vesting Date does not occur within such 90-day period, or which otherwise do not vest on a Normal Vesting Date as a result of application of Paragraph 4, shall thereupon be forfeited.

6. **Change of Control.** If a Change of Control occurs with respect to NuStar Energy L.P., then each Performance Period with respect to any Performance Units that have not vested or been forfeited shall be terminated effective as of the date of such Change of Control (a "**Change of Control Vesting Date**"); the TUR for NuStar Energy L.P. and for each company in the Target Group shall be determined for each such shortened Performance Period and the percentage of Performance Units to be received by the Participant for each such Performance Period shall be determined in accordance with Paragraph 4 and shall be distributed as soon as administratively practicable thereafter. For purposes of determining the number of Performance Units to be received as of any Change of Control Vesting Date, the Target Group as most recently determined by the Committee prior to the date of the Change of Control shall be used.

7. **Plan Incorporated by Reference.** The Plan is incorporated into this Agreement by this reference and is made a part hereof for all purposes. Capitalized terms not otherwise defined in this Agreement shall have the meaning specified in the Plan.

8. **No Assignment.** This Agreement and the Participant's interest in the Performance Units granted by this Agreement are of a personal nature, and, except as expressly permitted under the Plan, Participant's rights with respect thereto may not be sold, mortgaged, pledged, assigned, transferred, conveyed or disposed of in any manner by Participant, except by an executor or beneficiary pursuant to a will or pursuant to the laws of descent and distribution. Any such attempted sale, mortgage,

pledge, assignment, transfer, conveyance or disposition shall be void, and the Company shall not be bound thereby.

10. **Successors.** This Agreement shall be binding upon any successors of the Company and upon the beneficiaries, legatees, heirs, administrators, executors, legal representatives, successors and permitted assigns of Participant.

NUSTAR GP, LLC

By: \_\_\_\_\_  
Curtis V. Anastasio  
President and Chief Executive Officer

\_\_\_\_\_, Participant

**Amended and Restated**  
**AIRCRAFT TIME SHARING AGREEMENT**

This Amended and Restated Aircraft Time Sharing Agreement (the "Agreement") is entered into as of September 4, 2009 (the "Effective Date"), by and between NUSTAR LOGISTICS, L.P., a Delaware limited partnership ("NuStar"), and WILLIAM E. GREEHEY, an individual residing in the State of Texas ("Time Share Lessee"), and replaces that certain Aircraft Time Sharing Agreement between the parties effective December 10, 2007.

**RECITALS**

- A. NuStar ("Owner") is in legal possession of the Aircraft (as defined below).
- B. NuStar employs (or contracts for the services of) a fully qualified flight crew to operate the Aircraft.
- C. Time Share Lessee desires from time to time to sublease the Aircraft, with a flight crew, on a non-exclusive basis, from NuStar on a time sharing basis as defined in Section 91.501(c)(1) of the FAR (as defined below) and in accordance with Sections 91.501(b)(6), 91.501(c)(1) and 91.501(d) of the FAR.
- D. NuStar is willing to sublease the Aircraft, with flight crew, on a non-exclusive basis, to Time Share Lessee on such a time sharing basis.
- E. During the term of this Agreement, the Aircraft will be subject to use by NuStar and NuStar Related Persons (as defined in Section 6.3).

**AGREEMENT**

NOW, THEREFORE, NuStar and Time Share Lessee, in consideration of the promises of the other set forth herein, intending to be legally bound, hereby agree as follows:

**1. Definitions.**

- 1.1. Specific Terms.** The following defined terms shall have the following meanings when used in this Agreement. The meanings assigned by this Agreement shall apply to the plural, singular, possessive or any other form of the term. Words of the masculine, feminine or neuter gender used in this Agreement include all other genders.

"**Agreement**" is defined in the preamble.

"**Aircraft**" means the Airframe, the Engines, and the Aircraft Documents. Such Engines shall be deemed part of the "Aircraft" whether or not from time to time attached to the Airframe or removed from the Aircraft.

"**Aircraft Documents**" means, as to the Aircraft, all flights, records, maintenance records, historical records, modification records, overhaul records, manuals, logbooks, authorizations, drawings and data relating to the Airframe, any Engine or any Part, that are required by Applicable Law to be created or maintained with respect to the maintenance and/or operation of the Aircraft.

**“Airframe”** means both Airframes described in Schedule 1 attached hereto and made a part hereof, as the same may be amended from time to time as set forth below, together with any and all Parts (including, but not limited to, landing gear and auxiliary power units, but excluding Engines or engines) so long as such Parts shall be either incorporated or installed in or attached to the Airframe.

**“Applicable Law”** means, without limitation, all applicable laws, treaties, international agreements, decisions and orders of any court, arbitration or governmental agency or authority and rules, regulations, orders, directives, licenses and permits of any governmental body, instrumentality, agency or authority, including, without limitation, the FAR and 49 U.S.C. § 41101, et seq., as amended.

**“Business Day”** means Monday through Friday, exclusive of legal holidays under the laws of the United States or the State of Texas.

**“Default Rate”** means a per annum rate of interest equal to the Prime Rate from time to time announced by Bank of America, N.A. or its successor, plus one percent (1.0%), and should Bank of America, N.A. ever cease to do business without a successor, then the Prime Rate for purposes hereof shall be deemed to be the average Prime Rate then charged by the three largest (in terms of deposits) national banking associations then doing business in the United States of America.

**“Effective Date”** means the date so specified in the preamble of this Agreement.

**“Engine(s)”** means the engine(s) identified in Schedule 1 (or any replacement or loaner engines), as the same may be amended from time to time as set forth below, together with any and all Parts so long as the same shall be either incorporated or installed in or attached to such Engine.

**“FAA”** means the Federal Aviation Administration or any successor agency.

**“FAR”** means collectively the Aeronautics Regulations of the Federal Aviation Administration and the Department of Transportation, as codified at Title 14, Parts 1 to 399 of the United States Code of Federal Regulations.

**“NuStar”** is defined in the preamble.

**“NuStar Related Person”** is defined in Section 6.3.

**“Operational Control”** has the same meaning given the term in Section 1.1 of the FAR.

**“Owner”** is defined in Recital A.

**“Parts”** means all appliances, components, parts, instruments, appurtenances, accessories, furnishings or other equipment of whatever nature (other than complete Engines or engines) which may from time to time be incorporated or installed in or attached to the Airframe or any Engine and includes replacement parts.

“**Pilot in Command**” has the same meaning given the term in Section 1.1 of the FAR.

“**Taxes**” means all sales taxes, use taxes, retailer taxes, duties, fees, excise taxes (including, without limitation federal transportation excise taxes), or other taxes of any kind which may be assessed or levied by any Taxing Jurisdiction as a result of the sublease of the Aircraft to Time Share Lessee, or the use of the Aircraft by Time Share Lessee, or the provision of a taxable transportation service to Time Share Lessee using the Aircraft.

“**Taxing Jurisdiction**” means any federal, state, county, local, airport, district, foreign, or other governmental authority that imposes Taxes.

“**Term**” means the term of this Agreement set forth in Section 3.

“**Time Share Lessee**” is defined in the preamble.

1.2. **Other Terms.** Unless otherwise specified, the following terms, whether or not capitalized, will have the following meanings as used in this Agreement. “Hereof,” “herein,” “hereunder,” and similar terms refer to this Agreement as a whole, and are not limited to the section or subdivision of this Agreement in which the term appears. “Includes,” “including,” and similar terms mean without limitation. “Person” includes any natural person, corporation, general or limited partnership, limited liability company, other incorporated or unincorporated association, trust, governmental body or other entity.

2. **Agreement to Sublease.**

2.1. **Agreement to Sublease.** NuStar agrees to sublease the Aircraft to Time Share Lessee on an “as needed and as available” basis, and to provide a fully qualified flight crew for all flights of Time Share Lessee, in accordance with the terms and conditions of this Agreement.

2.2. **Intent and Interpretation.** The parties hereto intend that this Agreement shall constitute, and this Agreement shall be interpreted as, a *Time Sharing Agreement* as defined in Section 91.501(c)(1) of the FAR.

2.3. **Non-Exclusivity.** Time Share Lessee acknowledges that the Aircraft is leased to Time Share Lessee hereunder on a non-exclusive basis, and that the Aircraft will also be subject to use by NuStar and NuStar’s Related Persons.

3. **Term.** The initial term (the “Initial Term”) of this Agreement begins on the Effective Date, and ends on the second anniversary of the Effective Date (subject to earlier termination as provided below). At the end of the Initial Term, this Agreement shall automatically be renewed for successive one-year terms until terminated as provided below. Notwithstanding the foregoing, Time Share Lessee shall have the right to terminate this agreement with or without cause on 30 days written notice to Owner. After the Initial Term, Owner shall have the right to terminate this Agreement with or without cause on 60 days written notice to Time Share Lessee; provided, however, this Agreement may be terminated on such shorter notice as may be required to comply with Applicable Law, the requirements of any financial institution, or insurance requirements.

**4. Payments.**

**4.1. Flight Charges.** Time Share Lessee shall pay NuStar for each flight conducted for Time Share Lessee under this Agreement an amount equal to the maximum amount of expense reimbursement permitted in accordance with Section 91.501(d) of the FAR, which expenses include and are limited to:

- 4.1.1. fuel oil, lubricants, and other additives;
- 4.1.2. travel expenses of the crew, including food, lodging and ground transportation;
- 4.1.3. hangar and tie down costs away from the Aircraft's base of operation;
- 4.1.4. insurance obtained for the specific flight;
- 4.1.5. landing fees, airport taxes and similar assessments;
- 4.1.6. customs, foreign permit, and similar fees directly related to the flight;
- 4.1.7. in-flight food and beverages;
- 4.1.8. passenger ground transportation;
- 4.1.9. flight planning and weather contract services; and
- 4.1.10. an additional charge equal to 100% of the expenses listed in Section 4.1.1.

**4.2. Invoices and Payment.** NuStar will initially pay all expenses related to the operation of the Aircraft in the ordinary course, provided that as soon as practicable after the last day of any calendar month during which any flight for the account of Time Share Lessee has been conducted, NuStar shall provide an invoice to Time Share Lessee for an amount determined in accordance with Section 4.1 above. Time Share Lessee shall remit the full amount of any such invoice, together with any applicable Taxes under Section 5, to NuStar promptly within thirty (30) days of receipt of the invoice. In the event NuStar has not received a supplier invoice for reimbursable charges relating to any such flight prior to such invoicing, NuStar shall re-compute the amount determined in accordance with Section 4.1 above and if an additional amount is due from Time Share Lessee to NuStar, issue a supplemental invoice for such charges to Time Share Lessee as soon as practicable after the date of receipt of such supplier invoice, and Time Share Lessee shall pay such supplemental invoice amount upon receipt thereof. Delinquent payments, defined as payments received more than thirty (30) days after receipt of invoice, to NuStar by Time Share Lessee hereunder shall bear interest at the Default Rate from the due date until the date of payment. Time Share Lessee shall further pay all costs incurred by NuStar in collecting any amounts due from Time Share Lessee pursuant to the provisions of this Section 4.2 after delinquency, including court costs and reasonable attorneys' fees.

**5. Taxes.** None of the payments to be made by Time Share Lessee under Section 4 of this Agreement includes, and Time Share Lessee shall be responsible for, shall indemnify and hold harmless NuStar against, any Taxes which may be assessed or levied by any Taxing Jurisdiction as a result of the sublease of the Aircraft to Time Share Lessee, or the use of the Aircraft by Time Share Lessee, or the provision of a taxable transportation service to that Time Share Lessee using the Aircraft. Without limiting the generality of the foregoing, Time Share Lessee and NuStar specifically acknowledge that all Time Share Lessee's flights will be subject to commercial air transportation excise taxes pursuant to Section 4261 of the Internal Revenue Code of 1986, as amended, regardless of whether any such flight is considered "noncommercial" under the FAR. Time Share Lessee shall remit to NuStar all such Taxes together with each payment made pursuant to Section 4.2.

## 6. Scheduling Flights.

**6.1. Submitting Flight Requests.** Time Share Lessee shall submit requests for flights and proposed flight schedules to NuStar as far in advance of any given flight as possible, preferably at least twenty (20) Business Days prior to Time Share Lessee's desired departure date. Requests for flights and proposed flight schedules shall be in a form, whether written or oral, mutually convenient to, and agreed upon by, NuStar and Time Share Lessee. In addition to requests for flights and proposed flight schedules, Time Share Lessee shall provide NuStar at least the following information for each proposed flight as soon as possible prior to scheduled departure:

- 6.1.1. departure airport;
- 6.1.2. destination airport;
- 6.1.3. date and time of outbound departure (including any multiple leg destinations);
- 6.1.4. the number of anticipated passengers and their names;
- 6.1.5. the nature and extent of luggage and/or cargo to be carried;
- 6.1.6. the date and time of return flight (including any multiple leg destinations), if any;
- 6.1.7. for international trips, passport information and Customs-required information for all passengers; and
- 6.1.8. any other information concerning the proposed flight that may be pertinent or required by NuStar's flight crew.

Until such time as NuStar notifies Time Share Lessee otherwise, all flight requests hereunder shall be submitted to the following representative of NuStar:

Jim Stokes  
NuStar Aviation Department  
2330 North Loop 1604 West  
San Antonio, Texas 78248  
Phone: (210) 918-2320  
Fax: (210) 918-5690  
Email: jim.stokes@nustarenergy.com

**6.2. Coordination of Flight Requests.** Each use of the Aircraft by Time Share Lessee shall be subject to NuStar's prior approval. NuStar will use reasonable efforts to accommodate Time Share Lessee's needs and avoid conflicts in scheduling; provided however, that NuStar shall not be liable to Time Share Lessee or any other person for loss, injury, or damage occasioned by any delay or failure to furnish the Aircraft, with a flight crew, pursuant to this Agreement for any reason. NuStar shall not be obligated to retain or contract for additional flight crew or maintenance personnel or equipment in order to accommodate a flight request submitted by Time Share Lessee.

**6.3. Subordinated Use of Aircraft.** Time Share Lessee's rights to schedule the use of the Aircraft shall at all times be subordinate to the Aircraft use requirements of Owner, and any parent corporation, subsidiary or affiliate of Owner.

## 7. Title and Operation.

**7.1. Title and Registration.** Owner has lawful possession of the Aircraft and is the beneficiary/Trustor under a Trust Agreement with the registered Owner, Wells Fargo Bank, N.A., which holds title as Owner Trustee. Time Share Lessee acknowledges that title to the Aircraft shall remain vested in Owner, and Time Share Lessee undertakes, to the extent permitted by Applicable Law to do all such further acts, deeds, assurances, or things as may, in the reasonable opinion of the Owner, be necessary or desirable in order to protect or preserve Owner's title to the Aircraft. To the extent requested by Owner, its respective successors or assigns, Time Share Lessee shall take all action necessary to continue all right and interest of Owner and/or NuStar, their respective successors or assigns in the Aircraft under Applicable Law against any claims of Time Share Lessee and any persons claiming by, through, or under Time Share Lessee.

- 7.2. **Aircraft Maintenance.** NuStar shall be solely responsible for maintenance, preventative maintenance, and required or otherwise necessary inspections of the Aircraft, and shall take such requirements into account in scheduling the Aircraft. No period of maintenance, preventative maintenance, or inspection shall be delayed or postponed for the purpose of scheduling the Aircraft, unless said maintenance or inspection can be safely conducted at a later time in compliance with all Applicable Law, and with the sound discretion of the Pilot in Command.
- 7.3. **Flight Crews.** NuStar shall provide to Time Share Lessee a qualified flight crew for each flight conducted in accordance with this Agreement. NuStar may, if it so chooses, elect not to hire its own pilots for any given flight hereunder, but to contract instead for pilot services from a third party. Whether or not the flight crew is supplied by a third party, the flight crew is under the exclusive command and control of NuStar in all phases of all flights conducted hereunder.
- 7.4. **OPERATIONAL CONTROL.** THE PARTIES EXPRESSLY AGREE THAT NUSTAR SHALL HAVE AND MAINTAIN OPERATIONAL CONTROL OF THE AIRCRAFT FOR ALL FLIGHTS OPERATED UNDER THIS AGREEMENT, AND THAT THE INTENT OF THE PARTIES IS THAT THIS AGREEMENT CONSTITUTE A "TIME SHARING AGREEMENT" AS SUCH TERM IS DEFINED IN SECTION 91.501(C)(1) OF THE FAR. NUSTAR SHALL EXERCISE EXCLUSIVE AUTHORITY OVER INITIATING, CONDUCTING, OR TERMINATING ANY FLIGHT CONDUCTED ON BEHALF OF TIME SHARE LESSEE PURSUANT TO THIS AGREEMENT.
- 7.5. **Authority of Pilot in Command.** Notwithstanding that NuStar shall have Operational Control of the Aircraft during any flight conducted pursuant to this Agreement, NuStar and Time Share Lessee expressly agree that the Pilot in Command, in his or her sole discretion, may terminate any flight, refuse to commence any flight, or take any other flight-related action which in the judgment of the Pilot in Command is necessitated by considerations of safety. The Pilot in Command shall have final and complete authority to postpone or cancel any flight for any reason or condition which in his or her judgment would compromise the safety of the flight. No such action of the Pilot in Command shall create or support any liability of NuStar to Time Share Lessee for loss, injury, damage, or delay.
- 7.6. **Base of Operation.** For purposes of this Agreement, the base of operation is San Antonio International Airport, San Antonio, Texas, U.S.A.; provided, however, that the base of operation for purposes of this Agreement may be changed temporarily or permanently by NuStar without notice. NuStar will make reasonable efforts to notify Time Share Lessee of changes in the base of operations at least forty-eight (48) hours prior to Time Share Lessee's scheduled flights.

- 7.7. **Force Majeure.** Owner shall not be liable for delay or failure to furnish the Aircraft and flight crew pursuant to this Agreement when such failure is caused by government regulation or authority, mechanical difficulty, war, civil commotion, strikes or labor disputes, weather conditions, acts of God, or other unforeseen or unanticipated circumstances.
8. **Insurance and Limitation of Liability.** Lessor represents that the flight operations for the Aircraft as contemplated in this Agreement will be covered by the Lessor's aircraft all-risk physical damage insurance (hull Coverage), aircraft bodily injury and property damage liability insurance. Lessor will retain all rights and benefits with respect to the proceeds payable under policies of hull insurance maintained by Lessor that may be payable as a result of any incident or occurrence while an Aircraft is being operated on behalf of Lessee under this Agreement.
- 8.1. **Additional policy requirements:** Any policies of insurance carried in accordance with this Agreement and any policies taken out in substitution or replacement of any such policies shall:
- 8.1.1. name Time Share Lessee as an additional insured;
  - 8.1.2. include a severability of interest clause providing that such policy shall operate in the same manner as if there were a separate policy covering each insured;
  - 8.1.3. shall be primary, without right of contribution from any other insurance maintained by Time Share Lessee; and
  - 8.1.4. as respects hull physical damage, waive any right of set off or subrogation against Time Share Lessee.
- 8.2. **Limitation of Liability.** Time Share Lessee agrees that the insurance specified in this Section 8 provides its sole recourse for all claims, losses, liabilities, obligations, demands, suits, judgments or causes of action, penalties, fines, costs and expenses of any nature whatsoever, including attorneys' fees and expenses for or on account of or arising out of, or in any way connected with the use of the Aircraft by Time Share Lessee or its guests, including injury to or death of any persons, including Time Share Lessee and its guests which may result from or arise out of the use or operation of the Aircraft during the term of this Agreement ("Claims"), **regardless of whether such Claims arise out of or are caused by, in whole or in part, the negligence, gross negligence, or strict liability of Lessor.**
- 8.3. In no event shall Lessor be liable to Time Share Lessee or his employees, agents, representatives, guests, or invitees for any claims or liabilities, including property damage or injury and death, and expenses, including attorney's fees, in excess of the amount paid by Lessor's insurance carrier in the event of such loss.
- 8.4. Upon request, the Lessor shall deliver to Time Share Lessee a certificate of insurance evidencing the insurance required to be maintained by Lessor under this Article.
- 8.5. This Section shall survive termination of this Agreement.

- 9. Representations and Warranties.** Time Share Lessee represents and warrants that Time Share Lessee shall:
- 9.1.** use the Aircraft solely for and on account of his own business or personal use only, and will not use the Aircraft for the purpose of providing transportation of passengers or cargo for compensation or hire, for or in connection with any illegal purpose, in violation of any Applicable Law, or in violation of any insurance policy with respect to Aircraft;
  - 9.2.** refrain from incurring any mechanic's or other lien in connection with inspection, preventative maintenance, maintenance, or storage of the Aircraft, whether permissible or impermissible under this Agreement;
  - 9.3.** not attempt to convey, mortgage, assign, lease, sublease, or in any way alienate the Aircraft or create any kind of lien or security interest involving the Aircraft, or do anything or take any action that might mature into such a lien; and
  - 9.4.** abide by and conform, during the Term, to all Applicable Laws, governmental and airport orders, rules and regulations, as shall from time to time be in effect relating in any way to the operation and use of the Aircraft by Time Share Lessee.

**10. Miscellaneous.**

**10.1. Notices.** All notices hereunder (except for notices made purely for flight scheduling, which are governed by the provisions of Section 6) shall be delivered by hand, sent by reputable guaranteed overnight delivery service, or sent by first-class United States mail, certified, postage prepaid, return receipt requested to the addresses of the parties set forth below:

If to NuStar:

NuStar Logistics, L.P.  
2330 North Loop 1604 West  
San Antonio, Texas 78248  
Attention: General Counsel

With a copy to:

NuStar Aviation Department  
2330 North Loop 1604 West  
San Antonio, Texas 78248  
Attention: Director of Aviation

If to Time Share Lessee:

William E. Greehey  
2330 North Loop 1604 West  
San Antonio, Texas 78248

Notice shall be deemed given when delivered or sent in the manner provided herein. At any time, either party may change its address for purposes of notices under this Agreement by giving notice to the other party in accordance herewith.

- 10.2. No Waiver.** No purported waiver by either party of any default by the other party of any term or provision contained herein shall be deemed to be a waiver of such term or provision unless the waiver is in writing and signed by the waiving party. No such waiver shall in any event be deemed a waiver or any subsequent default under the same or any other term or provision contained herein.
- 10.3. Entire Agreement.** This Agreement sets forth the entire understanding between the parties concerning the subject matter of this Agreement and incorporates all prior negotiations and understandings. There are no covenants, promises, agreements, conditions or understandings, either oral or written, between them relating to the subject matter of this Agreement other than those set forth herein. No representation or warranty has been made by or on behalf of any party (or any officer, director, employee, or agent thereof) to induce any other party to enter into this Agreement or to abide by or consummate any transaction contemplated by any terms of this Agreement, except representations and warranties, if any, expressly set forth herein. No alteration, amendment, change, or addition to this Agreement shall be binding upon either party unless in writing and signed by the party to be charged.
- 10.4. No Agency or Partnership.** Nothing contained in this Agreement shall be deemed or construed by the parties hereto or by any third person to create the relationship of principal and agent or of partnership or of joint venture.
- 10.5. Successors and Assigns.** Each and all of the provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto, and except as otherwise specifically provided in this Agreement, their respective successors and assigns, provided, however, that neither this Agreement, nor any rights herein granted may be assigned, transferred, or encumbered by Time Share Lessee, and any purported or attempted transfer or assignment by Time Share Lessee without the prior express written consent of NuStar shall be void and of no effect.
- 10.6. Third Parties.** Nothing herein expressed or implied is intended or shall be construed to confer upon or give any person other than the parties hereto and their successors and assigns any rights or remedies under or by reason of this Agreement.
- 10.7. Captions; Recitals.** The captions and section numbers appearing in this Agreement are inserted only as a matter of convenience. They do not define, limit, construe, or describe the scope or intent of the provisions of this Agreement. The Recitals at the beginning of this Agreement are intended to give an understanding of the factual background that led the parties to enter into this Agreement. The Recitals are not intended to be warranties, representations, covenants, or otherwise contractually binding.
- 10.8. Prohibited or Unenforceable Provisions.** Any provision of this Agreement which is prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof. To the extent permitted by Applicable Law, each of NuStar and Time Share Lessee hereby waives any provision of Applicable Law which renders any provision hereof prohibited or unenforceable in any respect.

- 10.9. Governing Law.** The Agreement shall be governed and construed by the provisions hereof and in accordance with the laws of the State of Texas applicable to agreements to be performed in the State of Texas, without giving effect to its conflict of laws provisions. Any disputes arising out of this Agreement will be subject to the exclusive jurisdiction of the U.S. District Court located in Bexar County, Texas if federal jurisdiction is available and to the courts of the State of Texas located in Bexar County, Texas if federal jurisdiction is not available.
- 10.10. Counterparts.** This Agreement may be executed in one or more counterparts, each of which will be deemed an original and part of one and the same document.
- 11. Required Filings.** Time Share Lessee authorizes NuStar at any time, and from time to time, to file any such document with the FAA and/or such other governmental agencies or offices as NuStar shall judge to be necessary or desirable in the name of, and on behalf of, Time Share Lessee, which authorization and power is coupled with an interest and shall be irrevocable.
- 12. Disclaimer.** The Aircraft is being subleased by NuStar to Time Share Lessee hereunder on a completely “as is, where is” basis, which is acknowledged and agreed to by Time Share Lessee. The warranties and representations set forth in this Agreement are exclusive and in lieu of all other representations or warranties whatsoever, express or implied, and NuStar has not made and shall not be construed or deemed to have made (whether by virtue of having subleased the Aircraft under this Agreement, having leased the Aircraft from Owner, having done or failed to do any act, or having acquired or failed to acquire any status under or in relation to this Agreement or otherwise) any other representation or warranty whatsoever, express or implied, with respect to the Aircraft or to any Part thereof, and specifically, without limitation, in this respect disclaims all representations and warranties concerning the title, airworthiness, value, condition, design, merchantability, compliance with specifications, construction and condition of the Aircraft, or fitness for a particular use of the Aircraft, and as to the absence of latent and other defects, whether or not discoverable, and as to the absence of any infringement or the like hereunder of any patent, trademark, or copyright, and as to the absence of obligations based on strict liability in tort, or as to the quality of the material or workmanship of the Aircraft or any part thereof, or any other representation or warranty whatsoever, express or implied (including any implied warranty arising from a course of performance, dealing, or usage of trade), with respect to the Aircraft or any Part thereof.

Time Share Lessee hereby waives, releases, disclaims and renounces all expectation of or reliance upon any such and other warranties, obligations, and liabilities of NuStar and rights, claims, and remedies of Time Share Lessee against NuStar, express or implied, arising by law or otherwise, including but not limited to: (i) any implied warranty of merchantability or fitness for any particular use; (ii) any implied warranty arising from course of performance, course of dealing, or usage of trade; (iii) any obligation, liability, right, claim, or remedy in tort, whether or not arising from the negligence of NuStar, actual or imputed; and (iv) any obligation, liability, right, claim, or remedy for loss of or damage to the Aircraft, for loss of use, revenue, or profit with respect to the Aircraft, or for any other direct, indirect, incidental, or consequential damages.

**13. Truth in Leasing Disclosures.**

- 13.1.** The parties hereto certify that a true copy of this Agreement shall be carried on the Aircraft at all times and shall be made available for inspection upon request by an appropriately constituted and identified representative of the Administrator of the FAA.
- 13.2.** NuStar shall, for and on behalf of NuStar and Time Share Lessee, mail a copy of this Agreement by certified mail, return receipt requested, to: Federal Aviation Administration, Aircraft Registration Branch, Attn: Technical Section, P.O. Box 25724, Oklahoma City, Oklahoma 73125, within twenty-four (24) hours after execution of this Agreement.
- 13.3.** At least forty-eight (48) hours before the first flight under this Agreement, NuStar shall, for and on behalf of NuStar and Time Share Lessee, comply with the notification requirements of Section 91.23(c)(3) of the FAR by notifying by telephone or in person the FAA Flight Standards District Office nearest the airport where such first flight will originate of the following: (i) the location of the airport of departure, (ii) the departure time, and (iii) the registration number of the Aircraft.
- 13.4.** WITHIN THE TWELVE (12) MONTH PERIOD PRECEDING THE EFFECTIVE DATE, EXCEPT TO THE EXTENT THE AIRCRAFT IS LESS THAN TWELVE (12) MONTHS OLD, THE AIRCRAFT HAVE BEEN INSPECTED AND MAINTAINED IN ACCORDANCE WITH THE FOLLOWING PROVISIONS OF FAR: FAR 91.409(F)(3) – A CURRENT INSPECTION PROGRAM RECOMMENDED BY THE MANUFACTURER.
- 13.5.** THE PARTIES HERETO CERTIFY THAT, DURING THE TERM OF THIS AGREEMENT AND FOR ALL OPERATIONS CONDUCTED HEREUNDER, THE AIRCRAFT WILL BE MAINTAINED AND INSPECTED IN ACCORDANCE WITH THE PROVISIONS OF FAR 91.409(F)(3).
- 13.6.** NUSTAR, WHOSE ADDRESS APPEARS IN SECTION 10.1 ABOVE AND WHOSE AUTHORIZED SIGNATURE APPEARS BELOW, SHALL HAVE AND RETAIN OPERATIONAL CONTROL OF THE AIRCRAFT DURING ALL OPERATIONS CONDUCTED PURSUANT TO THIS AGREEMENT. EACH PARTY HERETO CERTIFIES THAT IT UNDERSTANDS THE EXTENT OF ITS RESPONSIBILITIES SET FORTH HEREIN FOR COMPLIANCE WITH APPLICABLE FEDERAL AVIATION REGULATIONS. AN EXPLANATION OF FACTORS BEARING ON OPERATIONAL CONTROL AND PERTINENT FEDERAL AVIATION REGULATIONS CAN BE OBTAINED FROM THE NEAREST FAA FLIGHT STANDARDS DISTRICT OFFICE.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed effective as of the date first above written.

**Time Share Lessee:**

/s/ William E. Greehey

William E. Greehey

**NuStar:**

NuStar Logistics, L.P.

By: NuStar GP, Inc., its general partner

By: /s/ Curtis V. Anastasio

Name: Curtis V. Anastasio

Title: President & CEO

**SCHEDULE 1**

**Aircraft 1**

Airframe: 2004 Bombardier, Inc.; BD-100-1A10 (Challenger 300)  
Manufacturer's Serial Number: 20031  
FAA Registration Number: N411SF  
Engines: Two Honeywell aircraft engines, model AS907-1-1A  
Engine Serial Numbers: 118175 and 118172

**Aircraft 2**

Airframe: Learjet 60  
Manufacturer's Serial Number: LR60-086  
FAA Registration Number: N797CP  
Engines: Two Pratt & Whitney PW 305s  
Engine Serial Numbers: PCE-CA-0006 and PCE-CA-0007

**NUSTAR ENERGY L.P.**  
**STATEMENT OF COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
**(Thousands of Dollars, Except Ratio)**

	Year Ended December 31,				
	2009	2008	2007	2006	2005
<b>Earnings:</b>					
Income from continuing operations before provision for income taxes and income from equity investees	\$225,791	\$256,994	\$154,913	\$149,885	\$110,069
<b>Add:</b>					
Fixed charges	102,781	113,959	91,594	75,829	46,211
Amortization of capitalized Interest	553	440	255	126	80
Distributions from joint ventures	9,700	2,835	544	5,268	4,657
Less: Interest capitalized	<u>(1,650)</u>	<u>(5,108)</u>	<u>(5,995)</u>	<u>(1,758)</u>	<u>(1,008)</u>
Total earnings	<u>\$337,175</u>	<u>\$369,120</u>	<u>\$241,311</u>	<u>\$229,350</u>	<u>\$160,009</u>
<b>Fixed charges:</b>					
Interest expense (1)	\$ 78,622	\$ 92,971	\$ 77,584	\$ 68,241	\$ 41,616
Amortization of debt issuance costs	910	815	1,030	726	622
Interest capitalized	1,650	5,108	5,995	1,758	1,008
Rental expense interest factor (2)	21,599	15,065	6,985	5,104	2,965
Total fixed charges	<u>\$102,781</u>	<u>\$113,959</u>	<u>\$ 91,594</u>	<u>\$ 75,829</u>	<u>\$ 46,211</u>
Ratio of earnings to fixed charges	<u>3.3x</u>	<u>3.2x</u>	<u>2.6x</u>	<u>3.0x</u>	<u>3.5x</u>

- (1) The "Interest expense, net" reported in NuStar Energy L.P.'s consolidated statement of income for the years ended December 31, 2009, 2008 and 2007 includes investment income of \$0.1 million, \$3.0 million and \$2.1 million, respectively.
- (2) The interest portion of rental expense represents one-third of rents, which is deemed representative of the interest portion of rental expense.

NuStar Energy L.P.

## and its Subsidiaries

<u>Name of Entity</u>	<u>State of Incorporation</u>
Bicen Development Corporation N.V.	Netherlands Antilles
Cooperatie NuStar Holdings U.A.	Netherlands
Diamond K Limited	Bermuda
Kaneb Management, LLC	Delaware
Kaneb Management Company LLC	Delaware
LegacyStar, Inc.	Delaware
LegacyStar Investment, LLC	Delaware
LegacyStar, LLC	Delaware
LegacyStar Services, LLC	Delaware
NuStar Asphalt Refining, LLC	Delaware
NuStar Burgos, LLC	Delaware
NuStar Caribe Terminals, Inc.	Delaware
NuStar Eastham Limited	England
NuStar Energy Services, Inc.	Delaware
NuStar GP, Inc.	Delaware
NuStar Grangemouth Limited	England
NuStar Holdings B.V.	Netherlands
NuStar Internacional, S de R.L. de C.V.	Mexico

<u>Name of Entity</u>	<u>State of Incorporation</u>
NuStar Logistics, L.P.	Delaware
NuStar Marketing LLC	Delaware
NuStar Pipeline Company, LLC	Delaware
NuStar Pipeline Holding Company, LLC	Delaware
NuStar Pipeline Operating Partnership L.P.	Delaware
NuStar Pipeline Partners L.P.	Delaware
NuStar Technology, Inc.	Delaware
NuStar Terminals B.V.	Netherlands
NuStar Terminals Antilles N.V.	Netherlands Antilles
NuStar Terminals Canada Co.	Nova Scotia
NuStar Terminals Canada Holdings Co.	Nova Scotia
NuStar Terminals Canada Partnership	Nova Scotia
NuStar Terminals Corporation N.V.	Netherlands Antilles
NuStar Terminals Delaware, Inc.	Delaware
NuStar Terminals International N.V.	Netherlands Antilles
NuStar Terminals Limited	England
NuStar Terminals Marine Services N.V.	Netherlands Antilles
NuStar Terminals New Jersey, Inc.	Delaware
NuStar Terminals N.V.	Netherlands Antilles
NuStar Terminals Operations Partnership L.P.	Delaware
NuStar Terminals Partners TX L.P.	Delaware

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<u>Name of Entity</u>	<u>State of Incorporation</u>
NuStar Terminals Services, Inc.	Delaware
NuStar Terminals Texas, Inc.	Delaware
NuStar Texas Holdings, Inc.	Delaware
Petroburgos, S. de R.L. de C.V.	Mexico
Point Tupper Marine Services Co.	Nova Scotia
Saba Company N.V.	Netherlands Antilles
Seven Seas Steamship Company (Sint Eustatius) N.V.	Netherlands Antilles
Shore Terminals LLC	Delaware
ST Linden Terminal, LLC (joint venture)	Delaware
Texas Energy Services LLC	Delaware

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors of  
NuStar GP, LLC:

We consent to the incorporation by reference in the registration statement on Form S-8 (Nos. 333-109541, 333-88264, 333-81806 and 333-138133), on Form S-4 (No. 333-120726) and on Form S-3 (No. 333-143095) of NuStar Energy L.P. and subsidiaries of our reports dated February 26, 2010, with respect to the consolidated balance sheets of NuStar Energy L.P. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, cash flows and partners' equity for each of the years in the three year period ended December 31, 2009, the effectiveness of internal control over financial reporting as of December 31, 2009 and the balance sheet of NuStar GP Holdings, LLC as of December 31, 2009 and 2008, which reports appear in the December 31, 2009 annual report on Form 10-K of NuStar Energy L.P. and subsidiaries.

/s/ KPMG LLP

San Antonio, Texas  
February 26, 2010

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Curtis V. Anastasio, the principal executive officer of NuStar GP, LLC, certify that:

1. I have reviewed this annual report on Form 10-K of NuStar Energy L.P. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2010

/s/ Curtis V. Anastasio

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Curtis V. Anastasio

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven A. Blank, the principal financial officer of NuStar GP, LLC, certify that:

1. I have reviewed this annual report on Form 10-K of NuStar Energy L.P. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2010

/s/ Steven A. Blank

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Steven A. Blank

Senior Vice President, Chief Financial Officer and  
Treasurer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of NuStar Energy L.P. (the Partnership) on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Curtis V. Anastasio, President and Chief Executive Officer of NuStar GP, LLC, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ Curtis V. Anastasio

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Curtis V. Anastasio  
President and Chief Executive Officer  
February 26, 2010

A signed original of the written statement required by Section 906 has been provided to NuStar Energy L.P. and will be retained by NuStar Energy L.P. and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of NuStar Energy L.P. (the Partnership) on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Steven A. Blank, Senior Vice President, Chief Financial Officer and Treasurer of NuStar GP, LLC, hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ Steven A. Blank

Steven A. Blank  
Senior Vice President, Chief Financial Officer and Treasurer  
February 26, 2010

A signed original of the written statement required by Section 906 has been provided to NuStar Energy L.P. and will be retained by NuStar Energy L.P. and furnished to the Securities and Exchange Commission or its staff upon request.



## Audit Committee Preapproval Policy

### **I. Statement of Principles**

The Audit Committee of the board of directors (the “**Audit Committee**”) of NuStar GP, LLC (the “**Company**”), the general partner of the general partner of NuStar Energy L.P. (“**NuStar Energy**”), must pre-approve the audit and non-audit services performed by NuStar Energy’s independent auditor and ensure that the provision of any such non-audit services does not impair the auditor’s independence. Before NuStar Energy or any of its subsidiaries engages the independent auditor to render a service, the engagement must be either:

- specifically approved by the Audit Committee, or
- entered into pursuant to this Preapproval Policy.

The Audit Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any services to be approved, as well as the potential effects of the provision of such services on the auditor’s independence.

The appendices to this Preapproval Policy describe in detail the particular audit, audit-related, tax and other services that have the preapproval of the Audit Committee pursuant to this Preapproval Policy. The term of any preapproval is thirteen (13) months from the date of the preapproval, unless the Audit Committee specifically provides for a different period. The Audit Committee shall periodically revise the list of pre-approved services.

### **II. Delegation**

The Audit Committee may delegate preapproval authority to one or more of its members. The member or members to whom such authority is delegated shall report any preapproval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee may not delegate to management the Audit Committee’s responsibilities to pre-approve services performed by the independent auditor.

### **III. Audit Services**

The Audit Committee must specifically pre-approve the terms of the annual audit services engagement. The Audit Committee shall approve, if necessary, any changes in terms resulting from changes in audit scope, company structure or other matters. In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant preapproval for other audit services, which are those services only the independent auditor reasonably can provide. The Audit Committee has pre-approved the audit services listed in Appendix A. All other audit services not listed in Appendix A must be specifically pre-approved by the Audit Committee.

### **III. Audit-Related Services**

Audit-related services, including internal control-related services, are assurance and related services that are reasonably related to the performance of the audit or review of NuStar Energy's financial statements and/or NuStar Energy's internal control over financial reporting and that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of the audit-related services does not impair the independence of the auditor, and has pre-approved the audit-related services listed in Appendix B. All other audit-related services not listed in Appendix B must be specifically pre-approved by the Audit Committee.

### **IV. Tax Services**

The Audit Committee believes that the independent auditor can provide Tax Services to NuStar Energy, such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Audit Committee shall scrutinize carefully the retention of the independent auditor in connection with any tax-related transaction initially recommended by the independent auditor. The Audit Committee has pre-approved the Tax Services listed in Appendix C. All tax services not listed on Appendix C must be specifically pre-approved by the Audit Committee.

### **V. Other Services**

The Audit Committee may grant preapproval for those permissible non-audit services classified as other services that it believes would not impair the independence of the auditor, including those that are routine and nonrecurring services. The Audit Committee has given policy-based preapproval for the other services listed in Appendix D. Permissible other services not listed in Appendix D must be specifically pre-approved by the Audit Committee.

A list of the Securities and Exchange Commission's ("SEC") prohibited non-audit services is attached to this Preapproval Policy as Exhibit 1. The rules of the SEC and the Public Company Accounting Oversight Board ("PCAOB") and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

### **VI. Preapproval Fee Levels**

The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the auditor's independence. Where the Audit Committee has approved an estimated fee for a service, the preapproval applies to all services described in the approval. However, in the event that the invoice in respect of any such service is materially in excess of the estimated amount or range, the Audit Committee must approve such excess amount prior to payment of the invoice. The Audit Committee expects that any requests to pay invoices in excess of the estimated amounts will include an explanation as to the reason to the overage<sup>1</sup>. NuStar Energy's independent auditor will be informed of this policy.

<sup>1</sup> It is understood that estimated amounts that are denominated in dollars but are ordinarily paid in another currency are subject to foreign exchange rate fluctuations. Thus, variances from estimated amounts arising as a result of changes in foreign currency exchange rates from the time of preparation of the relevant approval request will not be considered to be variances from the budgeted amount and payment of the related invoices will not require subsequent approval.

## **VII. Supporting Documentation**

With respect to each proposed pre-approved service, the independent auditor must provide the Audit Committee with detailed back-up documentation regarding the specific services to be provided.

## **VIII. Procedures**

Requests or applications to provide services that require separate approval by the Audit Committee must be submitted to the Audit Committee by both the independent auditor and the Company's Chief Financial Officer (or his or her designee), and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's and the PCAOB's rules on auditor independence. In connection with the Audit Committee's consideration of any proposed service, the independent auditor, at the Committee's request, will provide to the Audit Committee detailed documentation regarding the specific services to be provided so that the committee can make a well-reasoned assessment of the impact of the service on the auditor's independence.

The Audit Committee hereby designates the Company's Controller (the "**Monitor**") to monitor the performance of all services provided by the independent auditor and to determine whether such services are in compliance with this policy. The Monitor shall periodically inform the Audit Committee of each service performed by the independent auditor pursuant to this Preapproval Policy.

**Pre-Approved AUDIT SERVICES for the period of March 1, 2010 through March 31, 2011**

Dated: February 26, 2010

**Service**

annual audit services for NuStar Energy

assistance with and review of documents filed with the SEC including registration statements, reports on Forms 10-K and 10-Q, and other documents

services associated with other documents issued in connection with securities offerings (e.g., comfort letters, consents)

assistance in responding to SEC comment letters

statutory audits (e.g., FERC audits) and financial audits for subsidiaries of the Company, including statutory audits required for insurance companies for purposes of state law

certificates, letters and opinions issued to regulators, agencies and other third-parties (e.g., insurance, banking, environmental) regarding the Company's assets and/or operations that only the Company's independent auditors reasonably can provide

**Annual Audit Services for NuStar Energy**

\$2,125,000

**Pre-approval fee limit for Audit Services (other than services pertaining to registration statements or prospectuses in connection with securities offerings)**

\$250,000

**Pre-approval fee limit for Audit Services pertaining to registration statements or prospectuses in connection with securities offerings**

\$250,000

Appendix B

**Pre-Approved AUDIT-RELATED SERVICES for the period of March 1, 2010 through March 31, 2011**

Dated: February 26, 2010

**Service**

due diligence services pertaining to potential business acquisitions or dispositions

financial statement audits of employee benefit plans

accounting consultations and audits in connection with acquisitions

consultations concerning principles of accounting and/or financial reporting treatment under standards or interpretations by the SEC, PCAOB, FASB or other regulatory or standard-setting bodies (outside those consultations necessary to perform an audit or review of the Company's financial statements in accordance with GAAS)

agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters

**Pre-approval fee limit for Audit-Related Services**

\$250,000

Appendix C

**Pre-Approved TAX SERVICES for the period of March 1, 2010 through March 31, 2011**

Dated: February 26, 2010

**Service**

U.S. federal, state and local tax compliance, including the preparation of original and amended tax returns and claims for refunds

U.S. federal, state and local tax planning and advice, including assistance with tax audits and appeals (but expressly excluding advocacy or litigation services), tax advice related to mergers and acquisitions, tax advice relating to employee benefit plans, and requests for rulings or technical advice from taxing authorities

review of federal, state, local and international income, franchise, and other tax returns

**Pre-approval fee limit for Tax Services**

\$100,000

**Pre-Approved ALL OTHER SERVICES for the period of March 1, 2010 through March 31, 2011**

Dated: February 26, 2010

Service

none

Pre-approval fee limit for All Other Services

\$ 0

**Prohibited Non-Audit Services**

- Bookkeeping or other services related to the accounting records or financial statements of the audit client\*
- Financial information systems design and implementation\*
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports\*
- Actuarial services\*
- Internal audit outsourcing services\*
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Any services entailing a contingent fee or commission (not including fees awarded by a bankruptcy court when the audit client is in bankruptcy)
- Tax services to an officer of the audit client whose role is in a financial reporting oversight capacity (regardless of whether the audit client or the officer pays the fee for the services)
- Planning or opining on the tax consequences of a “listed,” i.e. tax avoidance, transaction
- Planning or opining on the tax consequences of a “confidential” transaction, i.e., where tax advice is given under restriction of confidentiality (regardless of the fee to be paid)
- Planning or opining on a transaction that is based on an “aggressive interpretation” of tax laws and regulations, if the transaction was recommended by the audit firm and a significant purpose of which is tax avoidance unless the proposed tax treatment is at least more likely than not to be allowed under current tax laws

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\* Provision of these non-audit services may be permitted if it is reasonable to conclude that the results of these services will not be subject to audit procedures. Materiality is not an appropriate basis upon which to overcome the rebuttable presumption that prohibited services will be subject to audit procedures because determining materiality is itself a matter of audit judgment.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Members  
of NuStar GP Holdings, LLC:

We have audited the accompanying consolidated balance sheets of NuStar GP Holdings, LLC (the Company) as of December 31, 2009 and 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheets are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit of a balance sheet also includes examining, on a test basis, evidence supporting the amounts and disclosures in that balance sheet, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated balance sheets referred to above present fairly, in all material respects, the financial position of NuStar GP Holdings, LLC as of December 31, 2009 and 2008, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

San Antonio, Texas  
February 26, 2010

**NUSTAR GP HOLDINGS, LLC**  
**CONSOLIDATED BALANCE SHEETS**  
(Thousands of Dollars)

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 371	\$ 1,791
Receivable from NuStar Energy L.P.	10,639	3,441
Income tax receivable	5,798	722
Other receivables	795	771
Prepaid expenses	353	219
Deferred income tax assets, net	1,198	1,860
Total current assets	19,154	8,804
Investment in NuStar Energy L.P.	559,519	553,921
Long-term receivable from NuStar Energy L.P.	7,663	6,645
Deferred income tax assets, net	6,923	3,463
Total assets	\$593,259	\$572,833
<b>Liabilities and Members' Equity</b>		
Current liabilities:		
Short-term debt	\$ 14,300	\$ -
Current portion of long-term debt	-	6,500
Accounts payable	351	340
Accrued compensation expense	14,593	6,445
Accrued liabilities	829	727
Taxes other than income tax	848	908
Total current liabilities	30,921	14,920
Employee benefit plan liabilities	24,130	14,463
Commitments and contingencies (Note 8)		
Members' equity	545,200	549,236
Accumulated other comprehensive income:		
Share of NuStar Energy L.P.'s other comprehensive income (loss)	1,455	(2,907)
Pension adjustments, net of tax	(8,447)	(2,879)
Total accumulated other comprehensive loss	(6,992)	(5,786)
Total members' equity	538,208	543,450
Total liabilities and members' equity	\$593,259	\$572,833

See Notes to Consolidated Financial Statements.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS**  
**December 31, 2009 and 2008**

**1. ORGANIZATION, BASIS OF PRESENTATION, AND PRINCIPLES OF CONSOLIDATION**

***Organization***

NuStar GP Holdings, LLC (NuStar GP Holdings) (NYSE: NSH), a publicly held Delaware limited liability company, was formed in June 2000. Valero Energy Corporation (Valero Energy) acquired us in connection with its December 31, 2001 acquisition of Ultramar Diamond Shamrock Corporation (2001 Acquisition). In two separate public offerings in 2006, Valero Energy sold all of their ownership interest in us and we did not receive any proceeds from either public offering.

Unless otherwise indicated, the terms “NuStar GP Holdings, LLC,” “NuStar GP Holdings,” “we,” “our” and “us” are used in this report to refer to NuStar GP Holdings, LLC, to one or more of our consolidated subsidiaries or to all of them taken as a whole.

Our unitholders have no liability under our limited liability company agreement, or for any of our debts, obligations or liabilities, in their capacity as a unitholder.

We have no operations or sources of income or cash flows other than our investment in NuStar Energy L.P. (NuStar Energy) (NYSE: NS). On December 31, 2009, we owned approximately 18.7% of NuStar Energy, consisting of the following:

- the 2% general partner interest;
- 100% of the incentive distribution rights (IDR) issued by NuStar Energy, which entitle us to receive increasing percentages of the cash distributed by NuStar Energy, currently at the maximum percentage of 23%; and
- 10,257,207 common units of NuStar Energy representing a 16.7% limited partner interest.

NuStar Energy is a publicly held Delaware limited partnership engaged in the terminalling and storage of petroleum products, the transportation of petroleum products and anhydrous ammonia, and asphalt and fuels marketing. NuStar Energy has terminal facilities in the United States, the Netherlands Antilles, Canada, Mexico, the Netherlands and the United Kingdom.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation and Principles of Consolidation***

These accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). These consolidated financial statements include the accounts of NuStar GP Holdings and subsidiaries in which it has a controlling interest. Intercompany balances and transactions have been eliminated in consolidation.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. On an ongoing basis, management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

***Cash and Cash Equivalents***

Cash equivalents are all highly liquid investments with an original maturity of three months or less when acquired.

***Investment in NuStar Energy***

We account for our 18.7% investment in NuStar Energy using the equity method. As the general partner, we exercise significant influence over NuStar Energy even though our ownership did not exceed 20% as of December 31, 2009.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

We evaluate our investment in NuStar Energy for impairment when there is evidence that we may not be able to recover the carrying amount of our investment or that the investee is unable to sustain an earnings capacity that justifies the carrying amount. We recognize a loss in the value of our investment that is other than a temporary decline currently in earnings based on the difference between the estimated current fair value of the investment and our carrying amount. We believe that the carrying amount of our investment in NuStar Energy as of December 31, 2009 is recoverable.

***Accounting for Sales of Units by NuStar Energy***

In November 2008, the Financial Accounting Standards Board (FASB) issued revised requirements for equity method investments. Effective January 1, 2009 we adopted these revised requirements, and began to account for issuances of common units by NuStar Energy as if we had sold a proportionate share of our investment, such that we record any gain or loss in earnings. Prior to adopting this revised requirement, we accounted for increases or decreases in our investment in NuStar Energy resulting from its sales of common units directly in “Members’ equity,” in accordance with SEC Staff Accounting Bulletin No. 51, “Accounting for Sales of Stock by a Subsidiary”. Please refer to Note 4 for a description of the 2009 and 2008 issuances of common units by NuStar Energy.

***Income Taxes***

We are a limited liability company taxed as a partnership and generally are not subject to federal or state income taxes. On August 14, 2006, NuStar GP, LLC elected to be treated as a corporation for federal income tax purposes under Treasury Regulation §301.7701-3(a). We account for income taxes under the asset and liability method. Under this method, we recognize deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. We measure deferred taxes using enacted tax rates expected to apply to taxable income in the year those temporary differences are expected to be recovered or settled.

We recognize a tax position if it is more likely than not that the tax position will be sustained, based on the technical merits of the position, upon examination. We record uncertain tax positions in the financial statements at the largest amount of benefit that is more likely than not to be realized. We had no unrecognized tax benefits as of December 31, 2009 and 2008.

***Unit-Based Compensation***

We account for awards of NS unit options, performance awards and restricted units to employees and directors of NuStar GP, LLC at fair value, whereby a liability for the award is initially recorded and subsequent changes in the fair value are included in the determination of net income. The fair value of NS unit options is determined using the Black-Scholes model at each reporting date. The fair value of NS restricted units equals the market price of NS common units at each reporting date. We record compensation expense each reporting period such that the cumulative compensation expense equals the portion of the award’s current fair value that has vested. We record compensation expense related to NS unit options until such options are exercised, and we record compensation expense for NS restricted units and performance awards until the date of vesting. NS performance awards vest only upon NuStar Energy’s achievement of an objective performance measure.

We account for awards of NSH restricted units and unit options granted to employees of NuStar GP, LLC and our directors based on the fair value of the awards at the grant date. The fair value of NSH unit options is determined using the Black-Scholes model at the grant date and the fair value of the NSH restricted units equals the market price of NSH common units at the grant date.

The liability for awards of NS unit options, performance awards and restricted units is included in “Accrued compensation expense” on our consolidated balance sheets. NuStar Energy reimburses us for the expenses resulting from NS awards and NSH awards to employees providing services to NuStar Energy.

***Pension and Other Postretirement Benefits***

We recognize the overfunded or underfunded status of our defined benefit pension or postretirement plans as an asset or a liability as of the balance sheet dates. We record changes in the funded status of our plans as a component of comprehensive income in the year the changes occur.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

***Reclassifications***

Certain previously reported amounts in the 2008 consolidated financial statements have been reclassified to conform to 2009 presentation.

**3. NEW ACCOUNTING PRONOUNCEMENTS**

***Fair Value Measurements***

In January 2010, the FASB issued additional guidance that requires new disclosures for significant transfers in and out of Level 1 and Level 2 fair value measurements and additional information on the roll forward of Level 3 fair value measurements. This guidance also clarified the existing provisions on determining the appropriate classes of assets and liabilities to be reported and disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This additional guidance is effective for interim and annual periods beginning after December 15, 2009, with the exception of the new requirements in the Level 3 roll forward, which will be effective for fiscal years beginning after December 15, 2010. We adopted these provisions effective January 1, 2010 and do not expect them to have a material impact on our disclosures.

In August 2009, the FASB clarified the guidance on the fair value measurement of liabilities for circumstances in which a quoted price in an active market for an identical liability is not available. This guidance is effective the first reporting period after issuance. Accordingly, we adopted these provisions effective October 1, 2009, and they did not materially affect our financial position.

***Variable Interest Entities***

In June 2009, the FASB amended certain requirements related to variable interest entities (VIEs), including the requirements for determining whether an entity is a VIE or the primary beneficiary of a VIE. In addition, the amended requirements include additional disclosures about an entity's involvement with a VIE. These amended requirements become effective as of the beginning of a company's first annual reporting period that begins after November 15, 2009 and for interim periods within that first annual reporting period. Accordingly, we will be required to comply with the amended requirements on January 1, 2010 and do not expect them to materially affect our financial position.

**4. INVESTMENT IN NUSTAR ENERGY**

In November 2009, NuStar Energy issued 5,750,000 common units representing limited partner interests at a price of \$52.45 per unit. NuStar Energy received proceeds of \$288.8 million, net of issuance cost. In conjunction with NuStar Energy's issuance of common units, we contributed \$6.2 million to NuStar Energy in order to maintain our 2% general partner interest and our ownership in NuStar Energy was reduced from 20.5% at December 31, 2008 to 18.7% at December 31, 2009.

In April 2008, NuStar Energy issued 5,050,800 common units representing limited partner interests at a price of \$48.75 per unit, which reduced our ownership from 22.3% at December 31, 2007 to 20.5% at December 31, 2008. NuStar Energy received proceeds of \$236.2 million, net of issuance cost, and we contributed \$5.0 million to NuStar Energy in order to maintain our 2% general partner interest.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

**Summary Financial Information**

Condensed financial information reported by NuStar Energy is summarized below:

	<u>2009</u>	<u>December 31,</u> <u>2008</u>
	(Thousands of Dollars)	
<b>Balance Sheet Information:</b>		
Current assets	\$ 734,719	\$ 486,486
Property, plant and equipment, net	3,028,196	2,941,824
Goodwill	807,742	806,330
Other long-term assets, net	204,016	224,957
<b>Total assets</b>	<u><u>\$4,774,673</u></u>	<u><u>\$4,459,597</u></u>
Current liabilities	\$ 338,754	\$ 252,024
Long-term debt, less current portion	1,828,993	1,872,015
Other long-term liabilities	121,958	128,561
<b>Total liabilities</b>	<u><u>2,289,705</u></u>	<u><u>2,252,600</u></u>
Partners' equity	<u><u>2,484,968</u></u>	<u><u>2,206,997</u></u>
<b>Total liabilities and partners' equity</b>	<u><u>\$4,774,673</u></u>	<u><u>\$4,459,597</u></u>

**Other**

Our investment in NuStar Energy reconciles to NuStar Energy's total partners' equity as follows:

	<u>2009</u>	<u>December 31,</u> <u>2008</u>
	(Thousands of Dollars)	
NuStar Energy's total partners' equity	\$2,484,968	\$2,206,997
NuStar GP Holdings' ownership interest in NuStar Energy	18.7%	20.5%
NuStar GP Holdings' share of NuStar Energy's partners' equity	464,689	452,434
Step-up in basis related to NuStar Energy's assets and liabilities, including equity method goodwill, and other	94,830	101,487
Investment in NuStar Energy	<u><u>\$ 559,519</u></u>	<u><u>\$ 553,921</u></u>

The step-up in basis related to NuStar Energy's assets and liabilities, including equity method goodwill, reflected in the table above relates to purchase accounting adjustments resulting from the 2001 Acquisition. The amount represents the unamortized excess of the fair value over carrying amount applicable to Valero Energy's proportionate 73.6% interest in NuStar Energy's identifiable assets and liabilities as of December 31, 2001 of which \$81.8 million is being amortized as a reduction to equity in earnings of NuStar Energy over approximately 28 years. This amount also includes the portion of goodwill resulting from the 2001 Acquisition that was attributed to our investment in NuStar Energy. Since 26.4% of the equity interest in NuStar Energy was owned by public unitholders as of the date of the 2001 Acquisition, a significant portion of the total ownership interest in NuStar Energy was deemed to be held by the public according to GAAP, thereby preventing us from adjusting the reported financial statements of NuStar Energy.

**5. RELATED PARTY TRANSACTIONS**

**General**

We manage NuStar Energy through our ownership of NuStar GP, LLC and Riverwalk Holdings, LLC, which own Riverwalk Logistics L.P., the general partner of NuStar Energy. Our officers are also officers of NuStar GP, LLC. The Chairman of our Board of Directors, William E. Greehey, is also the Chairman of the Board of Directors of NuStar

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

GP, LLC. The Board of Directors of NuStar GP, LLC is responsible for overseeing NuStar GP, LLC's role as the general partner of the general partner of NuStar Energy, and we, as the sole owner of NuStar GP, LLC, must also approve matters that have or would reasonably be expected to have a material effect on our interests as the sole owner of NuStar GP, LLC.

We had a receivable from NuStar Energy of \$10.6 million and \$3.4 million, as of December 31, 2009 and 2008, respectively, relating to payroll, employee-related benefit plan expenses and unit-based compensation. We also had a long-term receivable of \$7.7 million and \$6.6 million from NuStar Energy as of December 31, 2009 and 2008, respectively, related to amounts payable for retiree medical benefits and other post-employment benefits.

***GP Services Agreement***

On April 24, 2008, the boards of directors of each of NuStar GP, LLC and NuStar GP Holdings approved (i) the termination of the administration agreement, dated July 16, 2006, between NuStar GP Holdings and NuStar GP, LLC (the Administration Agreement) and (ii) the adoption of a services agreement between NuStar GP, LLC and NuStar Energy (the GP Services Agreement). All employees providing services to both NuStar GP Holdings and NuStar Energy are employed by NuStar GP, LLC.

Under the Administration Agreement, we paid annual charges of \$500,000, subject to certain adjustments, to NuStar GP, LLC in return for NuStar GP, LLC's provision of all executive management, accounting, legal, cash management, corporate finance and other administrative services to us. We also reimbursed NuStar GP, LLC for all direct public company costs and any other direct costs, such as outside legal and accounting fees, that NuStar GP, LLC incurred while providing services to us.

Effective as of January 1, 2008, NuStar Energy and NuStar GP, LLC entered into the GP Services Agreement. The GP Services Agreement provides that NuStar GP, LLC will furnish administrative and certain operating services necessary to conduct the business of NuStar Energy. All employees providing services to both NuStar GP Holdings and NuStar Energy are employed by NuStar GP, LLC; therefore, NuStar Energy reimburses NuStar GP, LLC for all employee costs, other than the expenses allocated to NuStar GP Holdings (the Holdco Administrative Services Expense). For the 2009 fiscal year and each fiscal year thereafter, the Holdco Administrative Services Expense totals \$1.1 million plus 1.0% of NuStar GP, LLC's domestic bonus and unit compensation expense, subject to certain other adjustments. For 2008, the Holdco Administrative Services Expense totaled \$0.8 million plus 1.0% of NuStar GP, LLC's domestic bonus and unit compensation expense. The GP Services Agreement will terminate on December 31, 2012, with automatic two-year renewals unless terminated by either party upon six months' prior written notice.

***Non-Compete Agreement***

On July 19, 2006, in connection with our initial public offering, we entered into a non-compete agreement with NuStar Energy (the Non-Compete Agreement). Under the Non-Compete Agreement, we will have a right of first refusal with respect to the potential acquisition of general partner and other equity interests in publicly traded partnerships under common ownership with the general partner interest. NuStar Energy has a right of first refusal with respect to the potential acquisition of assets that relate to the transportation, storage or terminalling of crude oil, feedstocks or refined petroleum products (including petrochemicals) in the United States and internationally. With respect to any other business opportunities, neither we nor NuStar Energy are prohibited from engaging in any business, even if we and NuStar Energy would have a conflict of interest with respect to such other business opportunity. The Non-Compete Agreement remains in effect for so long as we or any of our affiliates own 20% or more of NuStar GP, LLC or Riverwalk Logistics, L.P.

**6. FAIR VALUE MEASUREMENTS**

In April 2009, the FASB revised its existing disclosure requirements for the fair value of financial instruments to include the disclosure of the fair value of all financial instruments, whether or not recognized at fair value in the balance sheet, along with the related carrying value and methods and significant assumptions used to estimate the fair value. Our only financial instrument is our revolving credit facility, which bears interest at a variable rate that floats with market rates, and thus the fair value of any outstanding borrowings would approximate its carrying amount.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

We segregate the inputs used in measuring fair value into three levels: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists.

We have applied fair value recognition and disclosure provisions for financial assets and liabilities and for nonfinancial assets and liabilities that are re-measured at least annually as of January 1, 2008. As permitted, we applied the provisions for nonfinancial assets and liabilities that are not recognized or disclosed at fair value on a recurring basis on January 1, 2009, which did not affect our financial position or results of operations.

The following liabilities are measured at fair value on a recurring basis:

	<b>December 31, 2009</b>			<b>Total</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
	(Thousands of Dollars)			
Accrued compensation expense:				
NuStar Energy restricted units	\$ 8,689	\$ -	\$ -	\$ 8,689
NuStar Energy unit options	-	5,418	-	5,418
Total	<u>\$ 8,689</u>	<u>\$ 5,418</u>	<u>\$ -</u>	<u>\$14,107</u>

	<b>December 31, 2008</b>			<b>Total</b>
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	
	(Thousands of Dollars)			
Accrued compensation expense:				
NuStar Energy restricted units	\$ 4,486	\$ -	\$ -	\$ 4,486
NuStar Energy unit options	-	1,556	-	1,556
Total	<u>\$ 4,486</u>	<u>\$ 1,556</u>	<u>\$ -</u>	<u>\$ 6,042</u>

**7. CREDIT FACILITY**

Borrowings under our revolving credit facility are used to fund capital contributions to NuStar Energy to maintain our 2% general partner interest as NuStar Energy issues additional units and meet other liquidity and capital resource requirements.

On July 17, 2009, we entered into an amended and restated revolving credit facility (2009 Credit Facility) with terms and objectives substantially equivalent to those under our previous three-year revolving credit facility (2006 Credit Facility), which matured in July 2009. The 2009 Credit Facility has a borrowing capacity of up to \$19.5 million and matures on July 16, 2010. Interest on the 2009 Credit Facility is based upon, at our option, either an alternative base rate plus 3.5% or a LIBOR-based rate plus 4.5%, which was 4.8% as of December 31, 2009. These interest rates are 3.5% to 4.0% higher than the rates that were in effect under the 2006 Credit Facility.

The 2009 Credit Facility includes \$10 million available for letters of credit. Our obligations under the 2009 Credit Facility are unsecured. The 2009 Credit Facility contains customary covenants and provisions including limitations on indebtedness, liens, dispositions of material property, mergers and asset transfers.

Under the terms of the 2009 Credit Facility, NuStar Energy is required to maintain a total debt-to-EBITDA ratio of less than 5.0 to 1.0 for any four consecutive quarters, subject to adjustment following certain acquisitions, which was 4.1x as of December 31, 2009. We are also required to receive cash distributions of at least \$25.0 million in respect of our ownership interests in NuStar Energy for the preceding four fiscal quarters ending on the last day of each fiscal quarter. Our management believes that we are in compliance with the covenants as of December 31, 2009.

We borrowed \$14.3 million for the year ended December 31, 2009 to fund our contribution to NuStar Energy in order to maintain our 2% general partner interest following its issuance of common units in November 2009, and for other capital resource requirements. As of December 31, 2009, we had availability of \$5.2 million for borrowings or letters of credit under the 2009 Credit Facility. The weighted average interest rate related to combined borrowings under both the 2009 Credit Facility and the 2006 Credit Facility for the year ended December 31, 2009 was 2.7%.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

**8. COMMITMENTS AND CONTINGENCIES**

***Litigation and Environmental Matters***

We are not currently a party to any material legal proceedings. However, NuStar Energy is subject to certain loss contingencies, the outcome of which could have an effect on NuStar Energy's results of operations and ability to pay distributions, which would impact our results of operations and ability to pay distributions. NuStar Energy's material contingent liabilities resulting from various litigation, claims and commitments are discussed below.

*Grace Energy Corporation Matter.* In 1997, Grace Energy Corporation (Grace Energy) sued subsidiaries of Kaneb Pipe Line Partners, L.P. (KPP) and Kaneb Services LLC (KSL and, collectively with KPP and their respective subsidiaries, Kaneb) in Texas state court. The complaint sought recovery of the cost of remediation of fuel leaks in the 1970s from a pipeline that had once connected a former Grace Energy terminal with Otis Air Force Base in Massachusetts (Otis AFB). Grace Energy alleges the Otis AFB pipeline and related environmental liabilities had been transferred in 1978 to an entity that was part of Kaneb's acquisition of Support Terminal Services, Inc. and its subsidiaries from Grace Energy in 1993. Kaneb contends that it did not acquire the Otis AFB pipeline and never assumed any responsibility for any associated environmental damage.

In 2000, the court entered final judgment that: (i) Grace Energy could not recover its own remediation costs of \$3.5 million, (ii) Kaneb owned the Otis AFB pipeline and its related environmental liabilities and (iii) Grace Energy was awarded \$1.8 million in attorney costs. Both Kaneb and Grace Energy appealed the final judgment of the trial court to the Texas Court of Appeals in Dallas. In 2001, Grace Energy filed a petition in bankruptcy, which created an automatic stay of actions against Grace Energy. In September 2008, Grace Energy filed its Joint Plan of Reorganization and Disclosure Statement.

The Otis AFB is a part of a Superfund Site pursuant to the Comprehensive Environmental Response Compensation and Liability Act (CERCLA). The site contains a number of groundwater contamination plumes, two of which are allegedly associated with the Otis AFB pipeline. Relying on the final judgment of the Texas state court assigning ownership of the Otis AFB pipeline to Kaneb, the U.S. Department of Justice (the DOJ) advised Kaneb in 2001 that it intends to seek reimbursement from Kaneb for the remediation costs associated with the two plumes. In November 2008, the DOJ forwarded information to NuStar Energy indicating that the past and estimated future remediation expenses associated with one plume are \$71.9 million. The DOJ has indicated that they will not seek recovery of remediation costs for the second plume. The DOJ has not filed a lawsuit against NuStar Energy related to this matter and NuStar Energy has not made any payments toward costs incurred by the DOJ. NuStar Energy is currently in settlement discussions with other potentially responsible parties and the DOJ and a change in NuStar Energy's estimate of this liability may occur in the near term. However, any settlement agreement that is reached must be approved by multiple parties and requires the approval of the bankruptcy court and the federal district court. NuStar Energy cannot currently estimate when or if a settlement will be finalized.

*Eres Matter.* In August 2008, Eres N.V. (Eres) forwarded a demand for arbitration to CITGO Asphalt Refining Company (CARCO), CITGO Petroleum Corporation (CITGO), NuStar Asphalt Refining, LLC (NuStar Asphalt) and NuStar Marketing LLC (NuStar Marketing, and together with CARCO, CITGO and NuStar Asphalt, the Defendants) contending that the Defendants are in breach of a tanker voyage charter party agreement, dated November 2004, between Eres and CARCO (the Charter Agreement). The Charter Agreement provides for CARCO's use of Eres' vessels for the shipment of asphalt. Eres contends that NuStar Asphalt and/or NuStar Marketing (together, the NuStar Entities) assumed the Charter Agreement when NuStar Asphalt purchased the CARCO assets, and that the Defendants have failed to perform under the Charter Agreement since January 1, 2008. Eres seeks to compel the Defendants to arbitrate a breach of contract claim in which Eres values its damages at approximately \$78.1 million. CITGO/CARCO also contend that the NuStar Entities assumed the Eres contract and they have demanded that the NuStar Entities defend and indemnify them against Eres' claims. Eres' motion to compel arbitration and CITGO/CARCO's indemnity claims are currently pending in the U.S. District Court for the Southern District of Texas. NuStar Energy intends to vigorously defend against these claims.

*Department of Justice Matter.* In February 2008, the DOJ advised NuStar Energy that the EPA has requested that the DOJ initiate a lawsuit against NuStar Pipeline Operating Partnership L.P. (NuPOP) for (a) failing to prepare adequate Facility Response Plans, as required by Section 311(j)(5) of the Clean Water Act, 33 U.S.C. §1321(j), for certain of its

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

pipeline terminals located in Region VII, by August 30, 1994, and (b) maintaining Spill Prevention, Control and Countermeasure (SPCC) plans at the terminal that deviate from the SPCC regulations, 40 C.F.R. §112.3. A Facility Response Plan is a plan for responding to a worst case discharge, and to a substantial threat of such a discharge, of oil or hazardous substances. The SPCC rule requires specific facilities to prepare, amend and implement plans to prevent, prepare and respond to oil discharges to navigable waters and adjoining shorelines. NuStar Energy is currently in settlement negotiations with the DOJ to resolve these matters.

NuStar Energy is also a party to additional claims and legal proceedings arising in the ordinary course of its business. Due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on NuStar Energy's results of operations, financial position or liquidity. It is possible that if one or more of the matters described above were decided against NuStar Energy, the effects could be material to its results of operations in the period in which it would be required to record or adjust the related liability and could also be material to its cash flows in the periods it would be required to pay such liability.

***Commitments***

As of December 31, 2009, we had no future minimum payments applicable to non-cancellable operating leases and purchase obligations.

**9. MEMBERS' EQUITY**

***Rights Agreement***

On July 19, 2006, we entered into a rights agreement with Computershare Investor Services, LLC, as amended effective February 28, 2008 (the Rights Agreement), under which one preferred unit purchase right (a Right) is attached to each of our outstanding units. The Rights become exercisable under specified circumstances, including if any person or group (an acquiring person) becomes the beneficial owner of 15% or more of our outstanding units, subject to specified exceptions. Each Right entitles the registered holder to purchase from us one one-hundredth of a unit of junior participating preferred units, series I (Preferred Units) at an exercise price of \$100, subject to adjustment under specified circumstances. If events specified in the Rights Agreement occur, each holder of Rights other than the acquiring person can exercise their Rights. When a holder exercises a Right, the holder will be entitled to receive units valued at a multiple of the exercise price of the Right specified in the Rights Agreement. In some cases, the holder will receive cash, property or other securities instead of units. We may redeem the Rights for \$0.001 per Right at any time prior to the tenth day after a person or group becomes an acquiring person.

The Rights will expire on June 30, 2016, unless extended or earlier redeemed or exchanged, and are protected by customary anti-dilution provisions. Preferred Units purchasable upon exercise of the Rights will not be redeemable. Each Preferred Unit will be entitled to share in our distributions of available cash pro rata with the units. In the event of liquidation, the holders of the Preferred Units will be entitled to a minimum preferential liquidation payment of \$100 per unit. Each Preferred Unit will have 100 votes, voting together with the units. Finally, in the event of any merger, consolidation or other transaction in which units are exchanged, each Preferred Unit will be entitled to receive 100 times the amount received per unit.

**10. EMPLOYEE BENEFIT PLANS**

***The NuStar Thrift Plan***

The NuStar Thrift Plan (the Thrift Plan) is a qualified employee profit-sharing plan that became effective June 26, 2006. Participation in the Thrift Plan is voluntary and is open to substantially all NuStar GP, LLC employees upon their date of hire, except for part-time employees (as defined in the Thrift Plan), who become eligible upon completing one year of service (as defined in the Thrift Plan). Thrift Plan participants can contribute from 1% up to 30% of their total annual compensation to the Thrift Plan in the form of pre-tax and/or after tax employee contributions. NuStar GP, LLC makes matching contributions in an amount equal to 100% of each participant's employee contributions up to a maximum of 6% of the participant's total annual compensation.

NuStar GP, LLC also maintains an excess thrift plan (the Excess Thrift Plan) that became effective July 1, 2006. The Excess Thrift Plan is a nonqualified deferred compensation plan that provides benefits to those employees of NuStar GP, LLC whose compensation and/or annual contributions under the Thrift Plan are subject to the limitations applicable to qualified retirement plans under the Code.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

***Pension and Other Postretirement Benefits***

The NuStar Pension Plan (the Pension Plan) is a qualified non-contributory defined benefit pension plan that became effective July 1, 2006. The Pension Plan covers substantially all of NuStar GP, LLC's employees and generally provides eligible employees with retirement income calculated under a defined benefit formula based on years of service and compensation during their period of service. Employees become fully vested in their Pension Plan benefits upon attaining five years of vesting service.

NuStar GP, LLC also maintains an excess pension plan (the Excess Pension Plan) and a supplemental executive retirement plan (the SERP). The Excess Pension Plan and the SERP are nonqualified deferred compensation plans that provide benefits to a select group of management or other highly compensated employees of NuStar GP, LLC. None of the Excess Thrift Plan, the Excess Pension Plan or the SERP is intended to constitute either a qualified plan under the provisions of Section 401 of the Code or a funded plan subject to ERISA.

NuStar GP, LLC also provides a post retirement medical benefits plan for retired employees, referred to as other postretirement benefits.

NuStar Energy reimbursed and will continue to reimburse all costs incurred by us related to these employee benefit plans at cost. Our current and noncurrent liabilities for these employee benefits are included in "Accrued compensation expense" and "Employee benefit plan liabilities," respectively, on our consolidated balance sheets.

The Pension Plan, Excess Pension Plan and SERP are collectively referred to as the Pension Plans in the tables and discussion below. We use December 31 as the measurement date for our pension and other postretirement plans.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

The changes in the benefit obligation, the changes in fair value of plan assets, the funded status and the amounts recognized in our consolidated balance sheet for our Pension Plans and other postretirement benefit plans as of and for the years ended December 31, 2009 and 2008 were as follows:

	<b>Pension Plans</b>		<b>Other Postretirement Benefit Plans</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)			
<b>Change in benefit obligation:</b>				
Benefit obligation, January 1	\$19,081	\$11,152	\$ 9,851	\$ 6,934
Service cost	8,155	7,293	667	593
Interest cost	1,343	750	699	523
Acquisition	-	-	-	1,025
Benefits paid	(253)	(1,034)	(31)	(5)
Participants contributions	-	-	17	3
Actuarial loss	8,388	920	2,383	778
Benefit obligation, December 31	<u>\$36,714</u>	<u>\$19,081</u>	<u>\$ 13,586</u>	<u>\$ 9,851</u>
<b>Change in plan assets:</b>				
Plan assets at fair value, January 1	\$15,309	\$11,877	\$ -	\$ -
Actual return on plan assets	3,180	(3,526)	-	-
Company contributions	9,000	7,992	14	2
Benefits paid	(253)	(1,034)	(31)	(5)
Participants contributions	-	-	17	3
Plan assets, December 31	<u>\$27,236</u>	<u>\$15,309</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Reconciliation of funded status:</b>				
Fair value of plan assets at December 31	\$27,236	\$15,309	\$ -	\$ -
Less: Benefit obligation at December 31	36,714	19,081	13,586	9,851
Funded status at December 31	(9,478)	(3,772)	(13,586)	(9,851)
Unrecognized net loss	11,063	4,369	2,596	214
Prepaid (accrued) benefit cost	<u>\$ 1,585</u>	<u>\$ 597</u>	<u>\$ (10,990)</u>	<u>\$ (9,637)</u>
<b>Amounts recognized in the consolidated balance sheets:</b>				
Accrued compensation expense	\$ -	\$ (20)	\$ (71)	\$ (36)
Employee benefit plan liabilities	(9,478)	(3,752)	(13,515)	(9,815)
Net pension liability	<u>\$ (9,478)</u>	<u>\$ (3,772)</u>	<u>\$ (13,586)</u>	<u>\$ (9,851)</u>

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

Amounts related to our Pension Plans and other postretirement benefit plans recorded as a component of accumulated other comprehensive income were as follows:

	<u>Pension Plans</u>		<u>Other Postretirement</u>	
	<u>December 31,</u>		<u>Benefit Plans</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
	(Thousands of Dollars)			
Unrecognized actuarial (loss) gain	\$(11,202)	\$(4,526)	\$ (2,596)	\$ (214)
Prior service credit	139	157	-	-
Deferred tax asset (liability)	4,217	1,626	995	78
Accumulated other comprehensive (loss) income, net of tax	<u>\$ (6,846)</u>	<u>\$ (2,743)</u>	<u>\$ (1,601)</u>	<u>\$ (136)</u>

As of December 31, 2009 and 2008, the balance of accumulated other comprehensive income that had not been recognized as a component of net periodic benefit cost related to the respective unrecognized actuarial (loss) gain and prior service credit, net of deferred taxes, is shown in the table above.

The aggregate accumulated benefit obligation for our Pension Plans as of December 31, 2009 and 2008 was \$25.5 million and \$12.9 million, respectively.

The aggregate benefit obligation, accumulated benefit obligation and fair value of plan assets for our Pension Plans with an accumulated benefit obligation in excess of plan assets, were as follows:

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
	(Thousands of Dollars)	
Benefit obligation	\$ 4,150	\$ 2,736
Accumulated benefit obligation	2,458	1,425
Fair value of plan assets	-	-

The allocations of plan assets for the Pension Plan were as follows:

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Equity Securities	65%	64%
Fixed Income Securities	34%	35%
Cash Equivalent Securities	1%	1%

There were no plan assets for the Excess Pension Plan, SERP or other postretirement benefit plans as of December 31, 2009 and 2008.

The investment policies and strategies for the assets of our qualified Pension Plan incorporate a well-diversified approach that is expected to earn long-term returns from capital appreciation and a growing stream of current income. This approach recognizes that assets are exposed to risk, and the market value of the Pension Plan's assets may fluctuate from year to year. Risk tolerance is determined based on NuStar Energy's financial ability to withstand risk within the investment program and the willingness to accept return volatility. In line with the investment return objective and risk parameters, the Pension Plan's mix of assets includes a diversified portfolio of equity and fixed-income instruments. The aggregate asset allocation is reviewed on an annual basis and the allocation as of December 31, 2009 was in line with our target.

The overall expected long-term rate of return on plan assets for the Pension Plan is estimated using models of asset returns. Model assumptions are derived using historical data given the assumption that capital markets are

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

informationally efficient. Three models are used to derive the long-term expected returns for each asset class. Since each method has distinct advantages and disadvantages and differing results, an equal weighted average of the methods' results is used.

In December 2008, the FASB issued additional guidance on an employer's disclosures about plan assets of a defined pension or other postretirement plan that includes requiring fair value disclosures for each major category of plan assets into three levels: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists. This new guidance applies to disclosures about plan assets for fiscal years ending after December 15, 2009, and is not required for earlier periods that are presented for comparative purposes. We adopted these disclosure requirements about plan assets as of December 31, 2009.

The major categories of plan assets measured at fair value as of December 31, 2009, were as follows:

	<u>Level 1</u>	<u>December 31, 2009</u>		<u>Total</u>
		<u>Level 2</u>	<u>Level 3</u>	
		(Thousands of Dollars)		
Asset Category:				
Cash Equivalent Securities	\$ 178	\$ -	\$ -	\$ 178
Equity Securities:				
U.S. large cap equity fund (a)	-	15,092	-	15,092
International stock index fund (b)	2,642	-	-	2,642
Fixed Income Securities:				
Bond market index fund (c)	9,324	-	-	9,324
<b>Total</b>	<u>\$12,144</u>	<u>\$15,092</u>	<u>\$ -</u>	<u>\$27,236</u>

- (a) This fund is a low-cost equity index fund not actively managed that tracks the S&P 500. Fair values were estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.
- (b) This fund tracks the performance of the Total International Composite Index.
- (c) This fund tracks the performance of the Barclays Capital U.S. Aggregate Bond Index.

During 2009, we contributed \$9.0 million to the Pension Plan. We estimate our minimum required contribution to the Pension Plan during 2010 will be \$9.0 million under the Employee Retirement Income Security Act, which we expect to contribute to the Pension Plan during 2010. Since costs incurred by us related to the Pension Plan and our other postretirement benefit plan are reimbursed by NuStar Energy, funding for these plans will primarily be provided by NuStar Energy.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid for the years ending December 31:

	<u>Pension Plans</u>	<u>Other Postretirement Benefit Plans</u>
		(Thousands of Dollars)
2010	\$ 906	\$ 71
2011	1,408	127
2012	1,932	201
2013	2,411	302
2014	3,067	443
Years 2015-2019	33,442	5,219

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

The weighted average assumptions used to determine the benefit obligations were as follows:

	<u>Pension Plans</u>		<u>Other Postretirement Benefit Plans</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>	<u>2009</u>	<u>2008</u>
Discount rate	6.16%	7.13%	6.14%	7.11%
Rate of compensation increase	5.38%	5.46%	n/a	n/a

The discount rate assumption used to determine the pension obligations at December 31, 2009 and December 31, 2008 were based on a hypothetical yield curve represented by a series of annualized individual discount rates. Each bond issue underlying the hypothetical yield curve required a minimum rating of AA or better by Moody Investor Service, Inc. or a rating of AA or better by Standard & Poor's.

The assumed health care cost trend rates were as follows:

	<u>December 31,</u>	
	<u>2009</u>	<u>2008</u>
Health care cost trend rate assumed for next year	7.38%	7.93%
Rate to which the cost trend rate was assumed to decline (the ultimate trend rate)	5.00%	5.00%
Year that the rate reached the ultimate trend rate	2018	2015

Assumed health care cost trend rates have a significant effect on the amounts reported for health care plans. We sponsor a contributory postretirement health care plan. The plan has an annual limitation (a cap) on the increase of the employer's share of the cost of covered benefits. The cap on the increase in employer's cost is 2.5% per year. The assumed increase in total health care cost exceeds the 2.5% indexed cap, so increasing or decreasing the health care cost trend rate by 1% does not materially change our obligation or expense for the postretirement health care plan.

#### **11. UNIT-BASED COMPENSATION**

As of December 31, 2009, we had the following long-term incentive plans:

- The Second Amended and Restated 2000 Long-Term Incentive Plan (the 2000 LTIP), under which NuStar GP, LLC may award up to 1,500,000 NuStar Energy (NS) common units. Awards under the 2000 LTIP can include NS unit options, restricted units, performance awards, distribution equivalent rights (DER) and contractual rights to receive common units.
- The 2002 Unit Option Plan (the UOP) under which NuStar GP, LLC may award up to 200,000 NS unit options to officers and directors of NuStar GP, LLC or its affiliates.
- The 2003 Employee Unit Incentive Plan (the UIP) under which NuStar GP, LLC may award up to 500,000 NS common units to employees of NuStar GP, LLC or its affiliates, excluding officers and directors of NuStar GP, LLC and its affiliates. Awards under the UIP can include NS unit options, restricted units and DER.
- The 2006 Long-Term Incentive Plan (the 2006 LTIP) under which NuStar GP Holdings may award up to 2,000,000 NuStar GP Holdings (NSH) units to our employees, consultants and directors who perform services for us or our affiliates. Awards under the 2006 LTIP can include NSH unit options, performance units, restricted units, phantom units, unit grants and unit appreciation rights.

We purchase NuStar Energy (NS) common units as needed to satisfy awards granted under the 2000 LTIP, the UOP and the UIP.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

The number of awards granted under the above-noted plans were as follows:

	Year Ended December 31,			
	2009		2008	
	Granted	Vesting	Granted	Vesting
<b>2000 LTIP:</b>				
Performance awards	23,233	(a)	14,470	(a)
Unit options	—	—	2,600	1/5 per year
Restricted units	194,973	1/5 per year	236,868	1/5 per year
Restricted units (grants to non-employee directors of NuStar GP, LLC)	5,076	1/3 per year	5,625	1/3 per year
<b>UIP:</b>				
Unit options	—	—	795	1/5 per year
Restricted units (b)	10,692	1/5 per year	16,321	1/5 per year
<b>2006 LTIP:</b>				
Restricted units	24,290	1/5 per year	30,300	1/5 per year
Restricted units (grants to non-employee directors of NuStar GP Holdings)	8,627	1/3 per year	10,308	1/3 per year

- (a) Performance awards vest 1/3 per year if certain performance measures are met, as defined in the award agreements.
- (b) We granted 2,382 and 2,526 restricted unit awards to certain international employees for the years ended December 31, 2009 and 2008, respectively, that vest 1/3 per year, as defined in the award agreements.

Unit options were granted in 2007 at \$31.55 under the 2006 LTIP, expire seven years from the grant date and vest in annual one-third increments beginning on the third anniversary of the grant date, all of which were outstanding as of December 31, 2009.

The following table summarizes information related to outstanding restricted unit awards under the 2006 LTIP:

	Restricted Unit Grants to Employees	Restricted Unit Grants to Non- Employee Directors	Total
Balance as of January 1, 2009	30,300	14,787	45,087
Grants	24,290	8,627	32,917
Vestings	(6,060)	(6,227)	(12,287)
Balance as of December 31, 2009	<u>48,530</u>	<u>17,187</u>	<u>65,717</u>

As of December 31, 2009 and 2008, we had accrued \$14.1 million and \$6.0 million, respectively, for the outstanding awards of NS unit options, performance awards and restricted units in "Accrued compensation expense" on our consolidated balance sheets. As of December 31, 2009, NS common units that remained available to be awarded totaled 294,394 under the 2000 LTIP and 254,812 under the UIP. Substantially all approved awards under the UOP have been granted as of December 31, 2009. NSH units that remained available totaled 1,595,689 under the 2006 LTIP as of December 31, 2009.

**Unit Options**

Under the terms of our various unit option plans, the exercise price of options granted is not less than the fair market value of our common units on the date of grant. Options become exercisable pursuant to the individual written agreements between the participants and us, usually in five equal annual installments beginning at the date of grant, with unexercised options generally expiring seven to ten years from the date of grant.

**NUSTAR GP HOLDINGS, LLC**  
**NOTES TO CONSOLIDATED BALANCE SHEETS – (Continued)**

The fair value of each unit option grant was estimated using the Black-Scholes option-pricing model on the valuation date for NS unit options and on the grant date for NSH unit options. The expected life of options granted is the period of time from the valuation date for NS unit options and from the grant date for NSH unit options to the date of expected exercise or other expected settlement. Expected volatility for NS unit options is based on closing prices of NuStar Energy's common units for periods corresponding to the life of options granted. Expected volatility for NSH unit options is based on closing prices of NSH common units for periods corresponding to the life of options granted. Expected dividend yield is based on annualized dividends at the valuation date for NS unit options and at the grant date for NSH unit options. The risk-free interest rate used is the implied yield currently available from the U.S. Treasury zero-coupon issues with a remaining term equal to the expected life of the options at the valuation date for NS unit options and at the grant date for NSH unit options.

A summary of the weighted-average assumptions used to determine our liability for NS unit options is presented in the table below:

	<b>NS Unit Options</b>	
	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
Expected life in years	6.2	6.2
Expected volatility	48.9%	46.4%
Expected distribution yield	7.6%	10.0%
Risk-free interest rate	0.9%	0.9%

**14. INCOME TAXES**

The tax effects of significant temporary differences representing deferred income tax assets and liabilities were as follows:

	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
	(Thousands of Dollars)	
Deferred income tax assets:		
Share/option compensation	\$ 5,535	\$ 2,512
Pension	3,716	1,633
Capital loss	96	-
Other employee benefits	-	1,122
Other state	480	264
Valuation allowance	(96)	-
Deferred income tax assets	<u>9,731</u>	<u>5,531</u>
Deferred income tax liabilities:		
Investment in Riverwalk Logistics, L.P. and NuStar Energy	(174)	(208)
Other employee benefits	(1,436)	-
Total net deferred income tax assets	<u>\$ 8,121</u>	<u>\$ 5,323</u>

Our U.S. corporate operations have capital loss carryforwards for tax purposes, which are subject to a five-year carryforward limitation on use and expire in years 2011 through 2013. As of December 31, 2009, we have recorded a valuation allowance due to uncertainties related to our ability to utilize some of our deferred income tax assets, primarily consisting of certain federal capital loss carry forwards, before they expire. The valuation allowance is based on our estimates of taxable income for federal income tax purposes and the period over which deferred income tax assets will be recoverable.

The realization of deferred income tax assets recorded as of December 31, 2009 is dependent upon our ability to generate future taxable income in the United States. We believe that it is more-likely-than-not that the deferred tax assets as of December 31, 2009 will be realized, based upon expected future taxable income and potential tax planning strategies.