



ONEOK PARTNERS

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July 12, 2013

Mr. David Barrett
Director, Central Region
Pipeline and Hazardous Materials Safety
Administration
Office of Pipeline Safety
901 Locust Street, Suite 462
Kansas City, Missouri 64106-2641

Via Email: David.Barrett@dot.gov
Via FedEx: 7962 2085 9441

Re: Notice of Probable Violation CPF 3-2013-5014
Notice of Probable Violation CPF 3-2013-5015
ONEOK NGL Pipeline, L.L.C. and ONEOK Underground Storage Company, L.L.C.
Offer of Settlement

Dear Mr. Barrett:

This letter tenders an offer of settlement with respect to the referenced Notices of Probable Violation dated May 13, 2013, each of which includes proposed civil penalties and a proposed compliance order (the "NOPVs"). By letter dated June 10, 2013, the Pipeline and Hazardous Materials Safety Administration ("PHMSA") granted an extension of time to respond to the NOPVs, directing a response on or before July 12, 2013. This offer is tendered concurrently with service of the responses of ONEOK NGL Pipeline, L.L.C. and ONEOK Underground Storage Company, L.L.C. (collectively, "ONEOK") to the NOPVs. ONEOK intends that this offer not be interpreted as a waiver of ONEOK's right to a hearing in each such case, which rights ONEOK reserves.

ONEOK hereby offers to resolve the NOPVs through entry into a consent order pursuant to 49 C.F.R. § 190.219, the broadly stated substantive provisions of which are outlined on Appendix A attached hereto. ONEOK requests that PHMSA enter into discussions to establish the scope and intent of the ultimate substantive provisions of a consent order, with the goal of concluding a consent order not later than 60 days following the date hereof.

If PHMSA is amenable to entering discussions with the objective of resolving these cases, please contact me at your earliest convenience to review schedules and set a meeting.

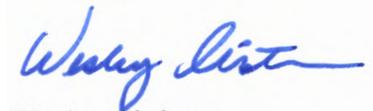
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Thank you for your kind attention to this matter.

Sincerely,



Wesley Christensen
Senior Vice President
ONEOK NGL Pipeline, L.L.C.

cc: Bill Bromley
Vicky Benedict
Tom Kirby
Vince Murchison