

MEDALLION PIPELINE COMPANY, LLC
MEDALLION PIPELINE CRUDE PETROLEUM SYSTEM
LOCAL AND PROPORTIONAL PIPELINE TARIFF

CONTAINING

RATES AND CHARGES

GOVERNING THE TRANSPORTATION AND HANDLING

OF

CRUDE PETROLEUM

TRANSPORTED BY PIPELINE

FROM AND TO POINTS NAMED HEREIN

Governed by rules and regulations published in Medallion Pipeline Company, LLC, F.E.R.C. No. 1.0.0 or successive issues thereof.

The rates named in this tariff are expressed in cents per Barrel of 42 U.S. Gallons and are subject to change as provided by law.

The matter published herein will have no adverse effect on the quality of the human environment.

Issued in compliance with [W] 18 CFR ~~342.3 (Indexing)~~ 342.2(b) Initial Rates.

~~[C] Issued on one days' notice under authority of 18 CFR 341.14. This tariff publication is conditionally accepted subject to refund pending a 30 day review period.~~

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Issued By:

Randy N. Lentz
President
Medallion Pipeline Company, LLC
222 West Las Colinas Blvd,
Suite 1140E
Irving, Texas 75039
972-746-4401

Compiled By:

Randy N. Lentz
President
Medallion Pipeline Company, LLC
222 West Las Colinas Blvd,
Suite 1140E
Irving, Texas 75039
972-746-4401

RATES AND CHARGES

The Origin Points on the Carrier's Pipeline are the following:¹

- On Carrier's Wolfcamp Connector Mainline: [W] the Garden City Station in Glasscock County, Texas [N] and the interconnection of the Howard Lateral with the Wolfcamp Connector Mainline in Glasscock County, Texas;
- On Carrier's Reagan Gathering Extension: various Origin Points to attach Crude Petroleum production in Reagan County [W], including the Reagan Station, and Glasscock County, Texas;
- On Carrier's Midkiff Lateral: various Origin Points to attach [W] Crude Petroleum production in Upton County, including the Midkiff Station, Midland County, and Glasscock County, Texas - [N] ; and the Garden City Station in Glasscock County, Texas;
- On Carrier's Santa Rita Lateral: various Origin Points to attach [W] Crude Petroleum production in Reagan County, Texas;
- [N] On Carrier's Howard Lateral: various Origin Points to attach Crude Petroleum production in Howard County, Texas and the interconnection of the Howard Lateral with the Wolfcamp Connector Mainline in Glasscock County, Texas;
- [N] On Carrier's Crane Extension: the Midkiff Station in Upton County, Texas and the Crane Station in Crane County, Texas;
- [N] On Carrier's Midland Lateral: various Origin Points to attach Crude Petroleum production and the Garden City Station in Glasscock County, Texas, and the Midland Hub in Midland County, Texas;
- [N] On Carrier's Martin Lateral: various Origin Points to attach Crude Petroleum production in Midland County, Texas.

The Destination Point(s) on the Carrier's Pipeline are the following: [N]²

¹ Carrier is willing to provide additional Origin Points [W] to attach Crude Petroleum production (including additional gathering pipelines) on the Reagan Gathering Extension, the Midkiff Lateral, [W] ~~and~~ the Santa Rita Lateral, [N] the Howard Lateral, the Crane Extension, the Martin Lateral, and the Midland Lateral, where operationally practicable, at mutually agreed upon locations; provided, however, that the requesting Shipper(s) is able to satisfy the terms and conditions of Carrier's applicable FERC Tariffs and executes a long-term TSA or other agreement that provides for the Carrier's reimbursement of all costs associated with the construction and operation of such facilities (including income tax gross up). See Part III of this Rates Tariff. To the extent additional Origin Points are constructed and placed in service, Carrier will make appropriate tariff filings with the FERC.

² [N] Carrier is willing to consider additional Destination Points on the Wolfcamp Connector Mainline, the Santa Rita Lateral, the Howard Lateral, the Crane Extension, and the Midland Lateral to interconnect with other carriers where operationally practicable, at mutually agreed upon locations; provided, however, that Carrier reserves the right to file for and charge an incremental transportation fee to recover the costs associated with the construction and operation of the facilities necessary to provide such additional Destination Point(s). See Part III of this Rates Tariff. To the extent additional Destination Points and/or interconnections are constructed and placed in service, Carrier will make appropriate tariff filings with the FERC.

- On Carrier's Wolfcamp Connector Mainline: the interconnection with the Colorado City Hub in Scurry County, Texas;³ [N] and the interconnection of the Howard Lateral with the Wolfcamp Connector Mainline in Glasscock County, Texas;
- On Carrier's Reagan Gathering Extension: the interconnection with Laredo Midstream Services, LLC in Reagan County, Texas [W], ~~the Colorado City Hub in Scurry County, Texas~~ and the Garden City Station in Glasscock County, Texas (including, where applicable, to and through service to the Colorado City Hub in Scurry County, Texas.) [W]- ;
- On Carrier's Midkiff Lateral: [W] the Garden City Station in Glasscock County, Texas [N] and the Midkiff Station in Upton County, Texas;
- On Carrier's Santa Rita Lateral: [W] the Reagan Station in Reagan County, Texas;
- [N] On Carrier's Howard Lateral: the interconnection of the Howard Lateral with the Wolfcamp Connector Mainline in Glasscock County, Texas and the Alon USA Big Spring Refinery in Howard County, Texas;
- [N] On Carrier's Crane Extension: the Midkiff Station in Upton County, Texas and the Crane Station in Crane County, Texas;
- [N] On Carrier's Midland Lateral: the Garden City Station in Glasscock County, Texas and the Midland Hub in Midland County, Texas;⁴
- [N] On Carrier's Martin Lateral: the Midland Hub in Midland County, Texas.

³ The Colorado City Hub is limited to the interconnections in Scurry County, Texas with (i) BridgeTex Pipeline Company, LLC, and (ii) Sunoco Pipeline L.P., as more precisely described in the Connection Agreement between Carrier and Sunoco Pipeline L.P. Carrier is willing to consider additional [C] ~~Destination Points on the Wolfcamp Connector Mainline, including~~ [W] interconnections at the Colorado City Hub with other carriers, [C] ~~and on the Santa Rita Lateral~~, where operationally practicable, at mutually agreed upon [W] ~~interconnections with other downstream carriers~~ terms and conditions; provided, however, that Carrier reserves the right to file for and charge an incremental transportation fee to recover the costs associated with the construction and operation of the facilities necessary to provide such additional [W] ~~Destination Point(s)~~ interconnections. See Part III of this Rates Tariff. To the extent additional [W] ~~Destination Points~~ interconnections are constructed and placed in service, Carrier will make appropriate tariff filings with the FERC.

⁴ [N] The Midland Hub is currently limited to the interconnection with Enterprise Products Partners L.P.'s Midland terminal. Carrier is willing to consider additional interconnections within the Midland Hub with other carriers and service providers, where operationally practicable, at mutually agreed upon terms and conditions; provided, however, that Carrier reserves the right to file for and charge an incremental fee for such additional interconnections. See Part III of this Rates Tariff. To the extent additional interconnections are constructed and placed in service, Carrier will make appropriate tariff filings with the FERC.

I. Base Committed Rates: Committed Firm Rates for Committed Volumes ⁵**Committed Firm Rates for Committed Volumes (dollars per barrel)**

From	To	Rate - 10 year commitment
[C] 20,000 bpd and above		
[N] <u>Crane Station</u>	[N] <u>Midkiff Station</u>	[N] \$0.2500
Garden City Station	Colorado City Hub	[U] \$1.5655
[N] <u>Garden City Station</u>	[N] <u>Howard-Wolfcamp Interconnect</u>	[N] \$1.5655
[N] <u>Garden City Station</u>	[N] <u>Midkiff Station</u>	[N] \$0.7683
[N] <u>Garden City Station</u>	[N] <u>Midland Hub</u>	[N] \$0.6500
[N] <u>Howard Lateral Origin Points</u>	[N] <u>Alon Interconnect</u>	[N] 0.4500
[N] <u>Howard Lateral Origin Points</u>	[N] <u>Howard-Wolfcamp Interconnect</u>	[N] 0.4500
[N] <u>Howard-Wolfcamp Interconnect</u>	[N] <u>Alon Interconnect</u>	[N] 0.4500
[N] <u>Howard-Wolfcamp Interconnect</u>	[N] <u>Colorado City Hub</u>	[N] 1.5655
[N] <u>Martin Lateral Origin Points</u>	[N] <u>Midland Hub</u>	[N] 0.4500
Midkiff Lateral Origin Points	Garden City Station	[U] \$0.7683
[N] <u>Midkiff Station</u>	[N] <u>Crane Station</u>	[N] \$0.2500
[N] <u>Midland Hub</u>	[N] <u>Garden City Station</u>	[N] \$0.2500
Reagan Gathering Extension Origin Points	Colorado City Hub	[U] \$2.3432
Reagan Gathering Extension Origin Points	Garden City Station	[U] \$0.7777
Reagan Gathering Extension Origin Points	Laredo Midstream interconnect	[U] \$0.7777

⁵ Such Committed Rates are available only to those Shippers who executed a Transportation Services Agreement in accordance with the Open Season Notifications dated October 29, 2013, as amended and supplemented, November 7, 2014, [W] and February 11, 2015[N], February 9, 2016, February 24, 2016, and April 18, 2016.

Santa Rita Lateral Origin Points	Reagan Station	[U] \$0.7575
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Effective July 1, 2016, the Base Committed Rates above shall be increased annually by the greater of 1% or the positive adjustment, if any, in the FERC Index [N], except for the Base Committed Rates applicable to the Howard Lateral, the Crane Extension, the Midland Lateral, and the Martin Lateral, which shall be increased effectively July 1, 2017; provided, however, such increase shall not exceed 3% annually.

II. Uncommitted Rates

Uncommitted Rates (dollars per barrel)

From	To	Rate
[N] <u>Crane Station</u>	[N] <u>Midkiff Station</u>	[N] \$0.2400
Garden City Station	Colorado City Hub	[U] \$1.5269
[N] <u>Garden City Station</u>	[N] <u>Howard-Wolfcamp Interconnect</u>	[N] \$1.5269
[N] <u>Garden City Station</u>	[N] <u>Midkiff Station</u>	[N] \$0.7583
[N] <u>Garden City Station</u>	[N] <u>Midland Hub</u>	[N] \$0.6400
[N] <u>Howard Lateral Origin Points</u>	[N] <u>Alon Interconnect</u>	[N] 0.4400
[N] <u>Howard Lateral Origin Points</u>	[N] <u>Howard-Wolfcamp Interconnect</u>	[N] 0.4400
[N] <u>Howard-Wolfcamp Interconnect</u>	[N] <u>Alon Interconnect</u>	[N] 0.4400
[N] <u>Howard-Wolfcamp Interconnect</u>	[N] <u>Colorado City Hub</u>	[N] 1.5269
[N] <u>Martin Lateral Origin Points</u>	[N] <u>Midland Hub</u>	[N] 0.4400
Midkiff Lateral Origin Points	Garden City Station	[U] \$0.7583
[N] <u>Midkiff Station</u>	[N] <u>Crane Station</u>	[N] \$0.2400
[N] <u>Midland Hub</u>	[N] <u>Garden City Station</u>	[N] \$0.2400
Reagan Gathering Extension Origin Points	Colorado City Hub	[U] \$2.2955

Reagan Gathering Extension Origin Points	Garden City Station	[U] \$0.7447
Reagan Gathering Extension Origin Points	Laredo Midstream interconnect	[U] \$0.7583
Santa Rita Lateral Origin Points	Reagan Station	[U] \$0.7251

III. Charges

As discussed in Fn. 1 above, Carrier will require reimbursement of the costs associated with the construction and operation of any new Origin Points on the Reagan Gathering Extension, [W] the Midkiff Lateral and , the Santa Rita Lateral [N] , the Howard Lateral, the Crane Extension, the Midland Lateral, and the Martin Lateral [W] facilities, including any new gathering pipelines thereon, that Carrier agrees to provide pursuant to the terms and conditions discussed in such footnote. As discussed in Fn. 2 [N] , 3 and 4 above, Carrier reserves the right to file for and charge an incremental fee to the extent Carrier provides [W] either (i) additional Destination Points on the Wolfcamp Connector Mainline, including at the Colorado City Hub, and/or Santa Rita Lateral [N] and/or the Howard Lateral, and/or the Crane Extension, and/or the Midland Lateral, and/or the Martin Lateral, and/or (ii) additional interconnections at the Colorado City Hub and/or the Midland Hub pursuant to the terms and conditions discussed in such [W] footnotes.

Explanation of Letter Designations

[C] Cancel

[N] New

[U] Unchanged rate

[W] Change in wording