

MEDALLION DELAWARE EXPRESS, LLC

IN CONNECTION WITH

**MEDALLION PIPELINE COMPANY, LLC
CRUDE PETROLEUM SYSTEM**

JOINT 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 Delaware Express, LLC, F.E.R.C. No. 3.0.0 or successive issues thereof.

The rates named in this Rates Tariff are expressed in dollars 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.

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Issued By:

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RATES AND CHARGES

The Origin Points for the Joint Tariff Service are the following points of Receipt on the Delaware Express system, all within the state of Texas:¹

- Various field origin points to attach Crude Petroleum production within Pecos County, Reeves County, and Ward County; and,
- The Independence Station in Pecos County.
- The Eagle Eye Station in Ward County.

The Destination Points for the Joint Tariff Service are the following points of Delivery on Medallion Pipeline's system, all within the state of Texas:

- On the Crane Extension: the Crane Hub in Crane County;²
- On the Howard Lateral: the interconnection with Alon USA Big Spring Refinery in Howard County;
- On the Midland Lateral: the Midland Hub in Midland County;³ and,
- On the Wolfcamp Connector Mainline: the Colorado City Hub in Scurry County.⁴

¹ Delaware Express is obligated to provide additional Origin Points, under specified conditions, pursuant to the terms of the Acreage Dedication TSAs. In addition, Delaware Express is willing to provide additional Origin Points available for the Joint Tariff Service to attach Crude Petroleum production (including additional gathering pipelines) on its pipeline system, where operationally practicable, at mutually agreed upon locations; provided, however, that the requesting Shipper(s) is able to satisfy the terms and conditions of the Joint Tariff and executes a long-term TSA or other agreement that, in Delaware Express's sole judgment, sufficiently provides for the 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 The Crane Hub is currently limited to the interconnection with Magellan Pipeline Company, L.P. (commonly referred to as the Longhorn Pipeline), Plains All American Pipeline L.P.'s terminal which provides direct access to its Cactus Pipeline, and Medallion Delaware Express, LLC. Medallion Pipeline is willing to consider, pursuant to the terms of its TSAs, additional interconnections available for the Joint Tariff Service at the Crane 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.

³ The Midland Hub Destination Point is currently limited to the interconnections with [W] the terminals of Enterprise Products Partners L.P. ~~Enterprise Products Partners L.P.'s Midland terminal~~ [N] and Permian Express Terminal LLC. Medallion Pipeline is willing to consider, pursuant to the terms of its TSAs, additional interconnections available for the Joint Tariff Service at 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.

⁴ The Colorado City Hub is currently limited to the interconnections in Scurry County with (i) BridgeTex Pipeline Company, LLC, (ii) the Sunoco Pipeline L.P. manifold that interconnects with West Texas Gulf Pipeline Company and Permian Express 2 Pipeline, and (iii) a separate connection with Sunoco Pipeline L.P., as more precisely described in the Connection Agreement between Carrier and Sunoco Pipeline L.P. Medallion Pipeline is willing to consider, pursuant to the terms of its TSAs, additional interconnections available for the Joint Tariff Service at the Colorado City Hub with other carriers, where

I. Base Committed Rates: Rates for Committed Shippers⁵

Rates for Committed Shippers (Dollars Per Barrel)			
From	To	Volume Incentive Rate	Firm Rate
All Joint Tariff Origin Points	Midland Hub	[U] 1.0500	[U] 1.4000
All Joint Tariff Origin Points	Alon Interconnect	[U] 1.3000	[U] 1.8000
All Joint Tariff Origin Points	Colorado City Hub	[U] 1.3000	[U] 1.8000
Joint Tariff Field Production Origin Points	Crane Hub	[U] 0.8000	[U] 1.0000
Independence Station	Crane Hub	[U] 0.6500	[U] 0.8500
Eagle Eye Station	Crane Hub	[U] 0.6500	[U] 0.8500

The Base Committed Rates applicable to the Firm Rates above may be increased annually by the greater of 1% or the positive adjustment, if any, in the FERC Index; provided, however, such increase shall not exceed 3% annually.

II. Uncommitted Rates

Uncommitted Rates (Dollars per Barrel)		
From	To	Rate
All Joint Tariff Origin Points	Midland Hub	[U] 1.3900
All Joint Tariff Origin Points	Alon Interconnect	[U] 1.7900

operationally practicable, at mutually agreed upon 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 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.

⁵ Such Committed Rates are available only to those Shippers which executed a TSA for the Joint Tariff Service.

All Joint Tariff Origin Points	Colorado City Hub	[U] 1.7900
Joint Tariff Field Production Origin Points	Crane Hub	[U] 0.9900
Independence Station	Crane Hub	[U] 0.8400
Eagle Eye Station	Crane Hub	[U] 0.8400

III. Charges

As discussed in Fn. 1 above, Carrier may require reimbursement of the costs associated with the construction and operation of any new Origin Points, 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, 3 and 4 above, Carrier reserves the right to file for and charge an incremental fee to the extent Carrier provides additional interconnections at the Colorado City Hub, the Crane Hub, and/or the Midland Hub, pursuant to the terms and conditions discussed in such footnotes.

Explanation of Letter Designations

- [N] New
- [U] Unchanged rate
- [W] Wording