

MAGELLAN PIPELINE COMPANY, L.P.

IN CONNECTION WITH PARTICIPATING CARRIERS SHOWN HEREIN

PROPORTIONAL PIPELINE TARIFF

CONTAINING

RATES

GOVERNING THE TRANSPORTATION AND HANDLING OF

PETROLEUM PRODUCTS

TRANSPORTED BY PIPELINE

FROM AND TO POINTS NAMED HEREIN

[W] The proportional rates contained herein are incentive rates, below the corresponding base rates found in F.E.R.C. No. ~~160.31.0~~ ~~160.20.0~~ which are issued under authority of 18 CFR 342.3. and 18 CFR 342.4 (b) - pursuant to the Commission's finding of lack of market power in Opinion No. 391 (68 FERC ¶ 61,136) and in Opinion No. 391-A (71 FERC ¶ 61,291). The proportional rates contained herein are incentive rates, which are below all base rates.

Rates herein are governed by General Rules and Regulations provided in Magellan Pipeline Company, L.P.'s Tariff F.E.R.C. Tariff No. **[W]** ~~157.21.0~~ ~~157.13.0~~, supplements thereto and reissues thereof.

The rates named in this Tariff are expressed in cents a 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: May 31, 2019

EFFECTIVE: July 1, 2019

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PARTICIPATING CARRIERS

Coffeyville Resources Pipeline, LLC

Phillips 66 Carrier LLC

Valero Partners Wynnewood, LLC

ITEM 100 – APPLICATION OF PROPORTIONAL RATES

Inventory Owners, prior to usage, must notify Carrier in writing of their commitment to use the proportional rates on qualified volumes. This Notification must provide Carrier a list of the delivery point(s) (or additions to), a physical description of each facility receiving the delivery, and the County and State location of each delivery point. This information must be provided to Carrier at least twenty (20) working days prior to usage. Delivery tickets at the delivery point must be signed by an authorized representative from the delivery point. The expiration date of the Notification shall not be longer than the effectiveness of the proportional rates published herein.

Verification of delivery will be subject to audit of delivery point inventory records by Carrier or at Inventory Owner's choice, a third party selected by Carrier. If requested by Carrier, Inventory Owner shall certify under oath to the accuracy and veracity of such records. If Inventory Owner desires to have a third party perform the audit, Inventory Owner will reimburse Carrier for all fees and expenses of third party auditor.

Any Inventory Owner who takes credit for a delivery that is not supported by the appropriate Inventory Owner's records, or which records are shown to be fraudulent, shall have all claims pending denied and shall be prohibited from participating in the proportional rate program for a period of twelve (12) months. An Inventory Owner failing to submit to an audit of records, which are used to support claims, shall have all pending claims denied and shall be prohibited from participating in any proportional rates for a period of twenty-four (24) months.

If prepayment is required under Item 75, F.E.R.C. No. [W] 157.21.0 ~~157.13.0~~, supplements thereto or reissues thereof, Inventory Owners shall pay the base rate or applicable Volume Incentive rate named in MPL's Tariff F.E.R.C. Nos. [W] 160.31.0 ~~160.20.0~~, [W] 170.27.0 ~~170.17.0~~, supplements thereto or reissues thereof, with application of proportional rate to occur when product has been delivered out of Carrier's terminal. After the end of each month, Carrier will calculate the volumes delivered to committed Proportional Destinations and issue a payment to the party designated by the Inventory Owner in the Proportional Rate Notification.

The proportional rates named in this Item shall apply only on Petroleum Products that are delivered to designated MPL terminals for further transportation to ultimate delivery points in designated counties, within a given State, as stated in each of the following groups.

GROUP 750: Includes deliveries from Magellan Pipeline Company, L.P.'s Terminals at Des Moines, IA to delivery points in the Following counties within the State of Nebraska:

Box Butte	Sioux	Dawes
and to delivery points in the following counties within the State of Wyoming		
Goshen	Laramie	Platte

CREDIT 40 CENTS PER BBL

PROPORTIONAL RATES – PETROLEUM PRODUCTS

ITEM 100 – APPLICATION OF PROPORTIONAL RATES (continued)

To derive Proportional Rate of eligible deliveries, reduce rate set forth in MPL's Tariff F.E.R.C No's. **[W]** 160.31.0 ~~460.20-0~~, Item No's (200, 201, 203, 204, 205, 206, 230, 240 and 255) and F.E.R.C. No. **[W]** 170.27 ~~470.17-0~~, Supplements thereto and reissues thereof, by amount shown in the table below:

PARTICIPATING TERMINALS	DERIVATION OF PROPORTIONAL RATE
Des Moines, IA	Group 750 Locationsby [U] 40 cents per Barrel

PROPORTIONAL RATES – PETROLEUM PRODUCTS

[C] ITEM 200 – APPLICATION OF PROPORTIONAL RATES

[C] The application of proportional rate credits named in Item 210 of this tariff shall apply only on transportation of Fuel Oil Distillates or Gasolines from origins listed in MPL's F.E.R.C. No. ~~[W] 160.20.0~~ 160.17.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), supplements thereto or reissues thereof, and delivered at MPL's Minneapolis, MN terminal for further transportation to the interim designated rail facilities with the address defined in Item 210, thence further transportation to the final delivery points within the state and counties defined in Item 210. Suppliers, the authorized party via Carrier's ATLAS system, desiring to avail themselves of the application of proportional rate credits specified in Item 210 are subject to the following special rules:

- (a) Prior to usage, Suppliers must notify Carrier in writing of their intent to use the Proportional Rates specified in Item 210. This Notification must be provided to Carrier prior to usage and contain a list of the intended final delivery destinations, a physical description of each facility receiving the delivery, and the county and state location of each final delivery destination. Any subsequent new final delivery destinations which Supplier desires to add must be submitted to Carrier in writing before any such new final delivery destination will qualify for any proportional credits hereunder. The expiration date of the Notification shall not be longer than the effectiveness of the proportional rate credits published herein.
- (b) The applicable transportation rate in MPL's F.E.R.C. No. ~~[W] 160.20.0~~ 160.17.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), supplements thereto or reissues thereof, shall have been paid to Carrier on the shipment from the applicable origin to MPL's Minneapolis, MN terminal which were subsequently delivery to one of the Interim Rail Destinations defined in Item 210 herein.
- (c) Within forty-five (45) days after each month end, Supplier shall provide Carrier with satisfactory documentation which confirms the subsequent transportation from the Interim Rail Destinations identified in Item 210 herein to the Final Delivery Destinations identified in Item 210 herein. Upon receipt and confirmation of Supplier's documentation, Carrier will issue a proportional rate credit to Supplier within forty-five (45) days of receipt of such documentation. If Supplier fails to provide the required documentation for any given month within the time frame specified herein, Carrier will have no obligation to issue any credits for that month and Supplier forfeits all credits which may have been payable.
- (d) Satisfactory documentation shall be subject to an audit by Carrier, or at Supplier's choice, a third party selected by Carrier. If requested by Carrier, Supplier shall certify under oath to the accuracy and veracity of such documentation. If Supplier desires to have a third party perform the audit, Supplier will reimburse Carrier for all fees and expenses of said third party audit.
- (e) Any Supplier who takes credit for deliveries that are not supported by the appropriate documentation or which documents are shown to be fraudulent, shall be required to return to Carrier all unsupported and/or fraudulent credits and will be prohibited from further program participation.

[C] ITEM 210 PROPORTIONAL CREDITS (Cents per Barrel)

A Supplier transporting Product under the provisions of Item 200 will receive the following application of the proportional rate credit. To derive the Proportional Rate of eligible deliveries, reduce the rate set forth in MPL's Tariff F.E.R.C. No. 160.20.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), supplements thereto and reissues thereof, by amount shown in table below.

[C] Proportional Credit Rate				
These rates will apply on proportional movements of Fuel Oil Distillates or Gasolines ONLY, and as further defined in the provisions of Item 200 and 210 herein.				
Origin	MPL Destination	Interim Rail Destination	Final Delivery Destination	Derivation of Proportional Rate Credit
Oklahoma Central Kansas Duncan, OK Wynnewood, OK Ardmore, OK Wichita, KS McPherson, KS	Minneapolis (MPL), MN	Minnesota Commercial Railway 508 Cleveland Ave N St. Paul, MN 55114	Bonneville County, ID Dawson County, MT Silver Bow County, MT Burke County, ND Mountrail County, ND Ward County, ND Weber County, UT Spokane County, WA Campbell County, WY	[C] 40 Cents/BBL
		OR		
		Progressive Rail 8415 220 th St Lakeville, MN 55044	Province of Alberta, Canada Province of Ontario, Canada	

PROPORTIONAL RATES – PETROLEUM PRODUCTS

[C] ITEM 300 – APPLICATION OF PROPORTIONAL RATES

~~[C] The application of proportional rate credits named in Items 310 and 320 of this tariff shall apply only on transportation of Fuel Oil Distillates from origins listed in MPL's F.E.R.C. No. [W] 160.20.0 160.17.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), specified in Item 310 and from origins listed in MPL's F.E.R.C. No. [W] 160.20.0 160.17.0, Item No. (205), specified in Item 320, supplements thereto or reissues thereof, and delivered at MPL's Fargo, ND and/or MPL's Grand Forks, ND terminals for further transportation to the delivery points in the Province of Manitoba, Canada. Suppliers, the authorized party via Carrier's ATLAS system, desiring to avail themselves of the application of proportional rate credits specified in Items 310 and 320 are subject to the following special rules:~~

- ~~(a) Prior to usage, Suppliers must notify Carrier in writing of their intent to use the Proportional Rates specified in Items 310 and 320. This Notification must be provided to Carrier prior to usage and contain a list of the intended delivery points, a physical description of each facility receiving the delivery, and the county and state location of each delivery point. The expiration date of the Notification shall not be longer than the effectiveness of the proportional rate credits published herein.~~
- ~~(b) For application of proportional rates in Item 310, the applicable transportation rate in MPL's F.E.R.C. No. [W] 160.20.0 160.17.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), supplements thereto or reissues thereof, shall have been paid to Carrier on the shipment from the applicable origin to MPL's Fargo, ND and/or MPL's Grand Forks, ND terminals. For application of proportional rates in Item 320, the applicable transportation rate in MPL's F.E.R.C. No. [W] 160.20.0 160.17.0, Item No. (205) supplements thereto or reissues thereof, shall have been paid to Carrier on the shipment from the applicable origin to MPL's Fargo, ND and/or MPL's Grand Forks, ND terminal.~~
- ~~(c) Satisfactory documentation shall be subject to an audit by Carrier, or at Supplier's choice, a third party selected by Carrier. If requested by Carrier, Supplier shall certify under oath to the accuracy and veracity of such documentation. If Supplier desires to have a third party perform the audit, Supplier will reimburse Carrier for all fees and expenses of said third party audit.~~
- ~~(d) Any Supplier who takes credit for deliveries that are not supported by the appropriate documentation or which documents are shown to be fraudulent, shall be required to return to Carrier all unsupported and/or fraudulent credits and will be prohibited from further program participation.~~

[C] ITEM 310 and 320 PROPORTIONAL CREDITS (Cents per Barrel)

~~[C] A Supplier transporting Product under the provisions of Item 300 will receive the following application of the proportional rate credit. To derive the Proportional Rate in Item 310 of eligible deliveries, reduce the rate set forth in MPL's Tariff F.E.R.C. No. 160.20.0, Item Nos. (200, 201, 203, 204, 230, 240 and 255), supplements thereto and reissues thereof, by amount shown in Item 310 in the table below. To derive the Proportional Rate in Item 320 of eligible deliveries, reduce the rate set forth in MPL's Tariff F.E.R.C. No. 160.20.0, Item No. (205), supplements thereto and reissues thereof, by amount shown in Item 320 in the table below.~~

[C] Proportional Credit Rate				
These rates will apply on proportional movements of Fuel Oil Distillates ONLY, and as further defined in the provisions of Item 300, 310 and 320 herein.				
Item	Origin	MPL Destination	Final Delivery Destination	Derivation of Proportional Rate Credit
[C] 310	Oklahoma Central Kansas Duncan, OK Wynnewood, OK Ardmore, OK Wichita, KS McPherson, KS	Fargo, ND Grand Forks, ND	Province of Manitoba, Canada	[C]-40 Cents/BBL
[C] 320	Minneapolis, MN			[C]-20 Cents/BBL

EXPLANATION OF REFERENCE MARKS

[C] Cancel **[U]** Unchanged rate **[W]** Change in Wording Only

MPL Magellan Pipeline Company, L.P.
F.E.R.C. Federal Energy Regulatory Commission
Bbl or BBL Barrel
State Abbreviations U.S. Postal Service Two-Letter Abbreviations