

GRAY OAK PIPELINE, LLC

Local Pipeline Tariff Containing Rates Applying on the Transportation of Crude Petroleum From Origins to Destinations Named Herein

The rates published in this tariff are in cents per barrel of 42 U.S. Gallons each, for the interstate transportation of crude petroleum by pipeline, subject to the rules and regulations published in Gray Oak Pipeline, LLC's F.E.R.C. Tariff No. 1.8.1, supplements thereto and successive issues thereof.

Filed in compliance with 18 CFR § 341.3 (Form of tariff)

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

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[U] All rates on this page are unchanged.

West Texas Origin Rates: MVC Committed Shipper Rates and Uncommitted Rates (rates in cents per Barrel)					
Origins (From)	Destinations (To)	7 Year Committed Shipper Rates ^{1,2} Volume Commitment in Barrels per Day			Uncommitted
		5,000 - 34,999	35,000 – 64,999	65,000+	
Conan, Loving County, TX	Corpus, Nueces County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Crane, Crane County, TX	49.69	46.92	44.17	97.54
	Ingleside, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Taft, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Mentone, Loving County, TX ³	16.56	13.81	8.28	25.49
	Wink, Winkler County, TX ³	38.64	35.88	33.12	63.74
Crane, Crane County, TX	Corpus, Nueces County, TX ^{3,6,7}	142.97	137.46	131.95	455.16
	Ingleside, San Patricio County, TX ^{3,6,7}	142.97	137.46	131.95	455.16
	Taft, San Patricio County, TX ^{3,6,7}	142.97	137.46	131.95	455.16
Mentone, Loving County, TX	Corpus, Nueces County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Crane, Crane County, TX	49.69	46.92	44.17	97.54
	Ingleside, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Taft, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Wink, Winkler County, TX ³	38.64	35.88	33.12	63.74
Orla, Reeves County, TX	Corpus, Nueces County, TX ^{3,6,7}	187.15	181.62	176.10	520.19
	Crane, Crane County, TX	49.69	46.92	44.17	130.05
	Ingleside, San Patricio County, TX ^{3,6,7}	187.15	181.62	176.10	520.19
	Taft, San Patricio County, TX ^{3,6,7}	187.15	181.62	176.10	520.19
	Wink, Winkler County, TX	38.64	35.88	33.12	65.02
Wink, Winkler County, TX	Corpus, Nueces County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Crane, Crane County, TX ⁷	33.12	30.36	27.60	97.54
	Ingleside, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
	Taft, San Patricio County, TX ^{3,6,7}	168.37	162.85	157.34	487.67
Zena, Reeves County, TX	Mentone, Loving County, TX ³	NA	NA	58.29	22.44

West Texas Origin Rates, cont.: Acreage Dedication Committed Rates (rates in cents per Barrel)					
Origins (From)	Destinations (To)	7 Year Committed Acreage Shipper Rates ^{1,2} Deemed Volume Commitment in Barrels per Day			
		5,000 - 34,999	35,000 – 64,999	65,000 – 84,999	85,000+
Crane, Crane County, TX	Corpus, Nueces County, TX	165.06	159.55	148.49	137.46
	Ingleside, San Patricio County, TX	165.06	159.55	148.49	137.46
	Taft, San Patricio County, TX	165.06	159.55	148.49	137.46
Orla, Reeves County, TX	Corpus, Nueces County, TX	209.22	203.70	192.66	181.62
	Ingleside, San Patricio County, TX	209.22	203.70	192.66	181.62
	Taft, San Patricio County, TX	209.22	203.70	192.66	181.62
Wink, Winkler County, TX	Corpus, Nueces County, TX	190.45	184.95	173.89	162.85
	Ingleside, San Patricio County, TX	190.45	184.95	173.89	162.85
	Taft, San Patricio County, TX	190.45	184.95	173.89	162.85

[U] All rates on this page are unchanged.

Short Haul Rates (rates in cents per Barrel)		
Origins (From)	Destinations (To)	Uncommitted Rate
Taft, San Patricio County, TX	Corpus, Nueces County, TX	13.00

Eagle Ford Rates (rates in cents per Barrel)						
Origins (From)	Destinations (To)	7 Year Committed Shipper Rates ^{1, 2, 4, 5}				Uncommitted
		Volume Commitment in (000) Barrels per Day				
		5-24.999	25-49.999	50-64.999	65+	
Helena, Karnes County, TX	Corpus, Nueces County, TX	132.50	126.97	102.12	91.09	208.07
	Ingleside, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
	Taft, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
Helena West, Karnes County, TX	Corpus, Nueces County, TX	132.50	126.97	102.12	91.09	208.07
	Ingleside, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
	Taft, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
Highway 99, McMullen County, TX	Corpus, Nueces County, TX	132.50	126.97	102.12	91.09	208.07
	Ingleside, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
	Taft, San Patricio County, TX	121.44	115.92	91.09	80.05	195.07
EOG TROT, Live Oak County, TX	Corpus, Nueces County, TX	NA	NA	NA	NA	52.03
	Ingleside, San Patricio County, TX	NA	NA	NA	NA	52.03
	Taft, San Patricio County, TX	NA	NA	NA	NA	52.03

Committed Tariff Rates for Segmented Path Movements

Committed Shippers may nominate, pursuant to the terms of each applicable TSA, a “Segmented Path Movement”, which is a combination of upstream and downstream segment movements on the Pipeline in a given month. For each Segmented Path Movement, the Committed Shipper shall pay the applicable committed rate for such movement as provided in its TSA (which is one of the tariff rates set forth above, with the particular applicable rate depending on the combination of movements that make up the Segmented Path Movement), multiplied by 1.5.

Table Footnotes:

1. **Committed Tariff Rates for Qualifying Alternative Shipments:** A “Qualifying Alternative Shipment” means, for a Committed Shipper, a movement on the Pipeline that is from an origin point or to a destination point other than the origin point or destination point selected by such Committed Shipper in its TSA as the origin point or destination point for its committed volumes, and that is either named in its TSA as a “Path Origin Point” or “Path Destination Point”, as applicable, or that is within the path of an origin point/destination point combination selected by the Committed Shipper for its volume commitment.

For any Committed Shipper’s Qualifying Alternative Shipments in a month, the following shall apply:

For any Qualifying Alternative Shipments that, when combined with the Committed Shipper’s other volumes shipped in the applicable month that count towards its volume commitment, is not in excess of the applicable monthly minimum volume commitment for a given origin point/destination point combination selected by the Committed Shipper under its TSA, the tariff rate applicable to such Qualifying Alternative Shipment shall be:

- i. if the destination point for such Qualifying Alternative Shipment is the Committed Shipper’s selected destination point under its TSA and is located on a segment within the “Applicable Segment Group” for the selected destination point (as defined in the TSA), the committed tariff rate set forth above that would otherwise apply to the Committed

Shipper's shipments from its selected origin point to its selected destination point under its TSA; or

- ii. if (i) does not apply, the higher of
 - a. the committed tariff rate that would apply to a shipment from the Committed Shipper's selected origin point to its selected destination point under its TSA, and
 - b. the committed tariff rate set forth above that is applicable from the actual origin point to the actual destination point of such Qualifying Alternative Shipment.

For any Qualifying Alternative Shipment that, when combined with the Committed Shipper's other volumes shipped in the applicable month for the committed path, is in excess of the applicable monthly minimum volume commitment for a given origin point/destination point combination selected by the Committed Shipper under its TSA, the tariff rate applicable to such Qualifying Alternative Shipment shall be the committed tariff rate set forth above that is applicable to such movement, plus in the case of any Committed Shipper making an acreage dedication under its TSA, where such applicable rate that is not one of the Acreage Dedication committed tariff rates above, an additional ten cents (\$0.10) per Barrel.

For any Qualifying Alternative Shipment that is a Pawnee Shipment, the tariff rate applicable to such Qualifying Alternative Shipment shall be equal to the applicable rate in the table below:

Origin (From)	Destination (To)	Minimum Volume Commitment (bpd)	Monthly Volume Shipped (bpd)	Committed Tariff Rate (rates in cents per Barrel)
Helena West, Karnes County, TX	Pawnee Station (Sugarloaf), Live Oak County, TX	65,000+	0 – 15,000	6.54
			15,001+	52.30
Pawnee Station (Sugarloaf), Live Oak County, TX	Corpus, Nueces County, TX	65,000+	N/A	51.89
	Ingleside, San Patricio County, TX			

2. **Committed Tariff Rates for Non-Qualifying Alternative Shipments:** A “Non-Qualifying Alternative Shipment” means, for a Committed Shipper, a movement on the Pipeline that is from an origin point or to a destination point other than the origin point or destination point selected by such Committed Shipper in its TSA as the origin point or destination point for its committed volumes, and that does not qualify as a Qualifying Alternative Shipment.

For any Committed Shipper's Non-Qualifying Alternative Shipments in a month, the following shall apply:

For any Non-Qualifying Alternative Shipments that, when combined with the Committed Shipper's other volumes shipped in the applicable month for the applicable committed path, is not in excess of the applicable monthly minimum volume commitment for a given origin point/destination point combination selected by the Committed Shipper under its TSA, the tariff rate applicable to such Non-Qualifying Alternative Shipment shall be the higher of:

- i. the committed tariff rate set forth above for the applicable committed path under the Committed Shipper's TSA, and
- ii. either
 - a. the committed rate set forth above for movements from the actual origin point to the actual destination point of such movement, plus in the case of any Committed Shipper making an acreage dedication under its TSA, where such applicable rate

that is not one of the Acreage Dedication committed tariff rates above, an additional ten cents (\$0.10) per Barrel, or

- b. solely in the case that there is no rate that is applicable under (b)(i), the committed tariff rate applicable to such movement as if it were a movement originating at the next most upstream origin point with a rate set forth above to the actual destination point of such Non-Qualifying Alternative Shipment, plus in the case of any Committed Shipper making an acreage dedication under its TSA, where such applicable rate that is not one of the Acreage Dedication committed tariff rates above, an additional ten cents (\$0.10) per Barrel. Provided that if either the applicable actual origin point or applicable actual destination point of such Non-Qualifying Alternative Shipment is not within the continuous path of any origin point and destination point combination for any of the committed rates set forth above, the tariff rate applicable to such Non-Qualifying Alternative Shipments shall be equal to the applicable uncommitted tariff rate for the movement.

For any Non-Qualifying Alternative Shipment that, when combined with the Committed Shipper's other volumes shipped in the applicable month for the applicable committed path, is in excess of the applicable monthly minimum volume commitment for a given origin point/destination point combination selected by the Committed Shipper under its TSA, the tariff rate applicable to such Non-Qualifying Alternative Shipments shall be equal to the committed tariff rate that would be applicable from the actual origin point for such movement to the actual destination point for such movement, plus in the case of any Committed Shipper making an acreage dedication under its TSA, where such applicable rate that is not one of the Acreage Dedication committed tariff rates above, an additional ten cents (\$0.10) per Barrel.

3. With respect to the committed tariff rates in this table, the following shall apply:

a. If a Committed Shipper's volume commitment is 5,000 – 34,999 bpd, and the Committed Shipper nominates and actually ships volumes in a given month to which the relevant committed tariff rate would apply that total: 35,000 – 64,999 bpd, then the relevant committed tariff rate shall be reduced by \$0.0276 per Barrel; or 65,000+ bpd, then the relevant committed tariff rate shall be reduced by \$0.0551 per Barrel.

b. If a Committed Shipper's volume commitment is 35,000 – 64,999 bpd, and the committed shipper nominates and actually ships volumes in a given month to which the relevant committed tariff rate would apply that total: 65,000 – 84,999 bpd, then the relevant committed tariff rate shall be reduced by \$0.0276 per Barrel; or 85,000+ bpd, then the relevant committed tariff rate shall be reduced by \$0.0551 per Barrel.

c. If a Committed Shipper's volume commitment is 65,000+ bpd, and the Committed Shipper nominates and actually ships volumes in a given month to which the relevant committed tariff rate would apply that total: 85,000 – 104,999 bpd, then the relevant committed tariff rate shall be reduced by \$0.0276 per Barrel; or 105,000+ bpd, then the relevant committed tariff rate shall be reduced by \$0.0551 per Barrel.

4. Committed Tariff Rate Reduction: The following applies only to a Committed Shipper that has selected the Helena West origin point for its committed volumes pursuant to its TSA, and that has an aggregate minimum volume commitment to Carrier under such TSA and any other TSA with Carrier that equals or exceeds 65,000 barrels per day (provided that the initial Committed Tariff Rate for Committed Shipper's committed volumes under such other TSA is equal to or greater than \$1.195 per barrel). If the cumulative revenue paid to Carrier by such a Committed Shipper with respect to shipments under its TSA from the Helena West origin point equal or exceed the following revenue thresholds, then the following Committed Tariff Rate reductions shall apply to such Committed Shipper for the remainder of its TSA term (for the Helena West origin) for shipments from the Helena West origin and for Qualifying Alternative Shipments.

- i. If such cumulative revenue is greater than or equal to \$50,000,001 and less than or equal to \$100,000,000, the Committed Tariff Rate reduction shall be \$0.050 per barrel;

[U] All rates on this page are unchanged unless otherwise noted.

- ii. If such cumulative revenue is greater than or equal to \$100,000,001 and less than or equal to \$150,000,000, the Committed Tariff Rate reduction shall be \$0.195 per barrel; and
- iii. If such cumulative revenue is greater than or equal to \$150,000,001, the Committed Tariff Rate reduction shall be \$0.245 per barrel.

5. Above MVC Rate Reduction (Eagle Ford): The following applies only to a Committed Shipper that has selected the Helena West origin point for committed volumes pursuant to its TSA, with a minimum volume commitment from such origin point that equals or exceeds 50,000 barrels per day, and that has an aggregate minimum volume commitment to Carrier under such TSA and any other TSA with Carrier that equals or exceeds 65,000 barrels per day (provided that the initial Committed Tariff Rate for the committed Shipper’s committed volumes under such other TSA is equal to or greater than \$1.195 per barrel). If a Shipper is a qualifying Committed Shipper based on the previous sentence, then on a quarterly basis, such Committed Shipper may, by written notice delivered to Carrier at least thirty (30) calendar days prior to the commencement of such quarter, elect to reduce the Committed Tariff Rate for volumes originating at the Helena West origin that would apply to barrels in excess of Committed Shipper’s monthly minimum volume commitment for such quarter, which shall be the “Above MVC Tariff Rate.” The Above MVC Tariff Rate shall be equal to the positive result of:

- (1) the Committed Tariff Rate that would apply under this table, (the “Reference Committed Tariff Rate,”) minus
- (2) \$0.15 per barrel.

If a Committed Shipper provides the notice referenced above, then as long as such notice remains in effect, the Reference Committed Tariff Rate will not be subject to any otherwise applicable reduction to the per barrel tariff rate under Footnote 4 above.

6. Temporary Rate Reduction (West Texas): In a given Month, if a Committed Shipper nominates and ships volumes in excess of its cumulative minimum volume commitment, or if an uncommitted shipper ships volumes, in either case in the aggregate amounts set forth in the table below, for

- (i) all shipments that originate at Orla, Conan, Mentone, Wink, and Crane with
- (ii) destination of Taft, Corpus, and Ingleside (i and ii being “Eligible Shipments”)

then with respect to all Eligible Shipments up to and including (a) 50,000 Barrels per day for uncommitted shippers and, (b) for a Committed Shipper, up to and including (I) 50,000 Barrels per day in excess of a Committed Shipper’s aggregate minimum volume commitment or (II) 150,000 Barrels per day (“Rate Reduction Eligible Shipments”), the applicable tariff rate (whether committed or uncommitted) will be reduced by the applicable percentage in the table below for all such Eligible Shipments (“Temporary Rate Reduction”).

Tier ¹	Rate Reduction Eligible Shipments (Barrels per day)	Temporary Rate Reduction for Rate Reduction Eligible Shipments
1	Greater than or equal to 20,000 and less than 30,000	[D] <u>4.1</u> %
2	Greater than or equal to 30,000 and less than 40,000	[D] <u>7.0</u> %
3	Greater than or equal to 40,000 and less than 50,000	[D] <u>9.5</u> %
4	50,000	[D] <u>11.7</u> %

¹ Temporary Rate Reduction for Rate Reduction Eligible Shipments in Tier 4 will be [D] 13.3% for all Eligible Shipments for any Shipper who nominates and ships Eligible Shipments that are equal to 150,000

Barrels per day in a given month. The Temporary Volume Incentive Rate (as defined below) will apply for all Eligible Shipments in excess of 150,000 Barrels per day for any Committed Shipper that has not reached Eligible Shipments up to and including 50,000 Barrels per day in excess of the Committed Shipper’s aggregate minimum volume commitment.

With respect to all Eligible Shipments in excess of 50,000 Barrels per day for uncommitted shippers or, for Committed Shippers, to all Eligible Shipments (i) in excess of 50,000 Barrels per day in excess of a Committed Shipper’s aggregate minimum volume commitment, or (ii) in excess of 150,000 Barrels per day in a given month (collectively referred to as (“Volume Incentive Rate Eligible Shipments”) the tariff rate (whether committed or uncommitted) for all Volume Incentive Rate Eligible Shipments shall be the applicable tariff rate set forth in the table below (“Temporary Volume Incentive Rate”). For Committed Shippers, the Temporary Volume Incentive Rate will apply when that Committed Shipper reaches the lesser of (i) 50,000 Barrels per day in excess of its minimum volume commitment or (ii) 150,000 Barrels per day in a given month.

Temporary Volume Incentive Rates (in cents per Barrel)				
7 Year Committed Shippers				Uncommitted
Volume Commitment in Barrels per day				
5,000 - 34,999	35,000 - 64,999	65,000 – 84,999	85,000+	
[I] 130.00	[I] 110.00	[I] 90.00	[I] 80.00	[I] 230.00

For clarity, any shipper who ships Volume Incentive Rate Eligible Shipments will receive the Temporary Rate Reduction on the Rate Reduction Eligible Shipments, and the Temporary Rate Reduction shall not apply to Volume Incentive Rate Eligible Shipments.

In the event that a Shipper has submitted a Nomination for a Rate Reduction Eligible Shipment and/or a Volume Incentive Rate Eligible Shipment in a given month that is an Allocation Month as defined in the Proration Policy with respect to any segment of the Pipeline covered by such Nomination, then after the Shipper has received notice from Carrier of its Adjusted Nomination pursuant to the Proration Policy, the Shipper will have the option, subject at all times to available capacity, to revise its original Nomination by shifting a volume up to the difference between the volume of the original Nomination and the volume of the Adjusted Nomination from the original Origin Point to an Origin Point chosen by the Shipper that is downstream of the original Origin Point so long as the Origin Point chosen by the Shipper is an Origin Point identified in Section 6(i) above (the “Adjusted Origin Point”), and the entire volume of the Nomination shall qualify as a Rate Reduction Eligible Shipment and/or a Volume Incentive Rate Eligible Shipment to the same extent as if no change were made to the original Nomination (the “Temporary Incentive Allocation Option”). If a Shipper elects the Temporary Incentive Allocation Option, any applicable Temporary Rate Reduction will apply to the applicable tariff rate for the actual Origin Point from which volumes originate.

If an eligible Shipper does not elect the Temporary Incentive Allocation Option, or if there is insufficient available capacity to shift volumes to the Shipper’s chosen Adjusted Origin Point, then the applicable Temporary Rate Reduction and/or Temporary Volume Incentive Rate shall be based on the volume of the Adjusted Nomination.

The Temporary Rate Reduction and The Temporary Volume Incentive Rate cannot be combined with the tariff rate reductions in Item 3. To qualify for the Temporary Rate Reduction and The Temporary Volume Incentive Rate each Quarter (or remainder of Quarter),

- (i) a shipper must provide fifteen (15) days advanced written notice to Carrier,
- (ii) the election must be in effect through the remainder of the Quarter (“Election Period”), and
- (iii) prepaid transportation credits may not be utilized during the Election Period.

[U] All rates on this page are unchanged.

Volume determination and discounts or incentive rates, as applicable, only apply to Eligible Shipments and do not apply to shipments that are not Eligible Shipments. If a Temporary Rate Reduction or a Temporary Volume Incentive Rate is applied to a volume in fulfillment of a Committed Shipper's quarterly minimum volume commitment, then such volume shall count as a partial barrel, calculated as the product of the volume multiplied by the quotient of the rate charged divided by the rate that would have been charged had the Temporary Rate Reduction or Temporary Volume Incentive Rate not been applied. The Temporary Rate Reduction and the Temporary Volume Incentive Rate will continue on a Quarter to Quarter basis until modified or cancelled by Carrier at any time, upon which Carrier will provide at least forty (40) days' notice to shippers.

7. The discounts listed below ("Available Capacity Discount") shall be deducted from the otherwise applicable transportation rate for volumes scheduled in response to Requests for Available Capacity Discounts pursuant to Item No. 70 of Carrier's F.E.R.C. Tariff No. 1.8.1, supplements thereto and successive issues thereof.

Origin	Destination	Discount (in Cents per Barrel)
Conan, Loving County, TX Mentone, Loving County, TX Orla, Reeves County, TX Wink, Winkler County, TX	Corpus, Nueces County, TX Ingleside, San Patricio County, TX Taft, San Patricio County, TX	70.00
Crane, Crane County, TX	Corpus, Nueces County, TX Ingleside, San Patricio County, TX Taft, San Patricio County, TX	59.00
Wink, Winkler County, TX	Crane, Crane County, TX	17.60

A committed shipper must satisfy its minimum volume commitment(s) to be eligible for an Available Capacity Discount. The Available Capacity Discount cannot be combined with the tariff rate reductions in Item 3, but may be combined with those in Item 6.

EXPLANATION OF ABBREVIATIONS AND REFERENCE MARKS

- [C] – Cancel
- [D] – Decrease
- [U] – Unchanged Rate