



NOTICE OF BINDING OPEN SEASON

AND

INFORMATION MEMORANDUM

Issued By

**MARATHON PIPE LINE LLC & OHIO RIVER PIPE LINE LLC
SUBSIDIARIES OF MPLX LP**

CORNERSTONE PIPELINE & UTICA BUILD-OUT PROJECTS

On

FEBRUARY 9, 2015

DISCLAIMER

This Notice of Open Season and Information Memorandum describes a Binding Open Season that will be conducted by Marathon Pipe Line LLC (MPL) and Ohio River Pipe Line LLC (ORPL), subsidiaries of MPLX LP. The projects include the Cornerstone Pipeline and other associated Utica Build-Out Projects (collectively the "Project"), which include new construction and utilization of existing pipelines. The issuance of this Notice of Open Season and Information Memorandum should not be construed as a commitment by MPL, ORPL or MPLX LP to proceed with the Project. Rather, this is an attempt by MPL, ORPL and MPLX LP to gauge shipper interest in the Project, which will then be evaluated by MPL. This Notice of Open Season and Information Memorandum should not be used as a basis of any investment decision by a potential shipper and should not be considered a recommendation by MPL, ORPL or MPLX LP. This is an informal marketing document and establishes no contractual relationship between MPL, ORPL, MPLX LP, or any of its affiliates, and any party who receives them.

Although this Notice of Open Season and Information Memorandum summarizes the content of various documents that are an integral part of the Binding Open Season process, interested shippers should consult the actual documents themselves for a complete representation of the Binding Open Season and the rights and obligations of shippers. Recipients of the Notice of Open Season and Information Memorandum should be aware of the following:

- MPL and ORPL reserve the right to amend or withdraw entirely from the Project. MPL also reserves the right to withdraw or change the formal documents that are used in this Binding Open Season. Notice of any changes will be provided to prospective shippers. MPL and ORPL will endeavor to provide prospective shippers with additional information they might request regarding the Project, update this document to the extent necessary and correct any inaccuracies which may become apparent as the Binding Open Season progresses.
- MPL and ORPL may at any time conduct discussions and negotiations with prospective shippers regarding the Project; however MPL and ORPL will not disclose or discuss any Capacity Request Forms submitted by interested shippers with other potential shippers.
- MPL and ORPL may discontinue negotiations at any time and any or all proposals or offers may be rejected at any time without obligations or liability to MPL, ORPL or MPLX LP. In each such case, MPL, ORPL and MPLX LP may act in its sole and absolute discretion without giving reasons and without liability or obligation of any kind.

Under no circumstances shall MPL, ORPL and MPLX LP or any of its directors, officers, employees, agents, attorneys, advisors and representatives be liable for any costs or expenses incurred by any prospective shipper or for any other liability, howsoever arising, incurred by any prospective shipper in connection with any investigation or evaluation of the Project, the preparation of any Capacity Request Form, or any discussions with MPL, ORPL or MPLX LP.

A. OVERVIEW

Marathon Pipe Line LLC (MPL) and Ohio River Pipe Line LLC (ORPL), subsidiaries of MPLX LP (www.mplx.com), hereby announce the commencement of a Binding Open Season to assess interest and solicit commitments from prospective shippers for transportation service on MPL's proposed 50-mile pipeline (the "Cornerstone Pipeline") and other associated Utica Build-Out Projects (collectively the "Project"). As provided in the Binding Open Season documents, interested shippers have an opportunity to secure capacity at a non-premium rate ("Non-Priority Service") or a premium rate that is not subject to allocation under normal operating conditions ("Priority Service"). This Binding Open Season will allow prospective shippers to submit an offer to MPL for Non-Priority and Priority Service through a Capacity Request Form (CRF) and a Transportation Service Agreement (TSA). The Binding Open Season will begin at 8:00 a.m. EST on February 9, 2015 and conclude at 12:00 p.m. EDT on March 13, 2015. The open season has been extended to conclude at 12:00 p.m. EDT on April 13, 2015.

The estimated in-service date for the Cornerstone Pipeline is projected to be late-2016 and the projected in-service date for the other Utica Build-Out Projects is mid-2017. The proposed Project will provide pipeline transportation service for what MPL and ORPL consider "Specialty Products", which consist of condensate, natural gasoline, diluent and butane.

B. DESCRIPTION OF THE PROJECT

Cornerstone Pipeline

The proposed Cornerstone Pipeline will originate in Harrison County, Ohio with connections to the MarkWest condensate stabilization facility, near Cadiz, Ohio and the Utica East Ohio (UEO) Harrison Hub fractionation facility, near Scio, Ohio and deliver to Marathon Petroleum Company LP's (MPC) Canton, Ohio refinery and to ORPL's East Sparta, Ohio tank farm. Additional Cornerstone Pipeline connection projects include a new MPL truck unload and tank farm which is planned near Cadiz, Ohio and the MarkWest fractionation facility, near Hopedale, Ohio. The Cornerstone Pipeline is being designed as a 16" diameter pipeline system that will be routed to provide the opportunity for connections to various Utica Shale condensate stabilization facilities, fractionator facilities, cryogenic facilities, along with potential future gathering and storage facilities. The Cornerstone Pipeline will be a batched system with the ability to transport condensate, natural gasoline, diluent and butane. The estimated in-service date for the Cornerstone Pipeline is anticipated to be late 2016.

Utica Build-Out Projects

MPL, as operator of ORPL, is also advancing various Utica Build-Out Projects to provide service to additional markets beyond Canton, Ohio. The Cornerstone Pipeline will deliver volumes into ORPL's East Sparta tank farm for transportation to additional markets via the Utica Build-Out Projects, which include new construction and utilization of existing pipelines. These projects connect many of the Midwestern refineries to the Utica Shale production and ultimately provide the ability to reach the Chicago, Illinois area refineries and pipelines that supply diluent to Western Canada. The estimated in-service date for all of the Utica Build-Out Projects is anticipated to be mid-2017.

Appendix 1 of this document provides additional details on the origination facilities and delivery facilities associated with the Cornerstone Pipeline and Utica Build-Out Projects.

C. OPEN SEASON PROCESS AND DOCUMENTS

Upon commencement of the open season, the relevant open season documents will be posted to the following websites for review by prospective shippers.

http://www.marathonpipeline.com/cornerstone_open_season/ OR http://www.mplx.com/cornerstone_open_season/

Additional documents and details related to the open season will be made available upon completion of a confidentiality agreement. Requests for additional details can be made by contacting:

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MPL reserves the right to reject any final TSA not received before the deadline above or which fails to satisfy the requirements set in this Binding Open Season notice. MPL also reserves the right to adjust or modify this Binding Open Season Notice and Information Memorandum, including any of its associated documents, during the Binding Open Season.

Upon the close of the open season, MPL will indicate acceptance of a shipper's submitted TSA and CRF by returning the second copy of the TSA signed and executed by MPL to the shipper. If a submitted TSA has not been executed by MPL and returned to shipper within sixty (60) days after the close of the Binding Open Season, then the submitted TSA and CRF is considered null and void and any rights or obligations of the shipper to the Project ceases. If MPL decides not to pursue the Project after the Binding Open Season closes, then MPL will notify all interested shippers that their submitted TSA and CRF are null and void.

Should the volume commitments received during this Binding Open Season to any destination exceed available Specialty Product capacity, MPL will award capacity based on the net present value (NPV) of the volume commitment. Should any interested shipper submit volume requests with equal NPV to another interested shipper and there is insufficient capacity to meet such requests, MPL will award capacity on a pro rata basis. If the available capacity has to be allocated among interested shippers, then MPL will provide a revised TSA to reflect a pro rata share of the capacity.

MPL reserves the right to adjust or modify the Project for regulatory, legal, environmental, or operational reasons. If MPL elects to make a material change to the TSA, it will notify all shippers that previously submitted a signed TSA and provide them with the opportunity to sign and return the revised TSA.

Appendix 1 – Project Origination & Delivery Facilities

Cornerstone Pipeline & Utica Build-Out Projects Binding Open Season Origination & Delivery Facilities

Origination Facilities	Facility Type	Products	Notes
MPLX Cadiz	Truck Unload/Tank Farm	Condensate	New MPLX Facility
MarkWest/Midwest Terminals Cadiz	Condensate Stabilizer	Condensate	
UEO Harrison Hub (Scio)	Fractionator/Condensate Stabilizer	Condensate, Natural Gasoline, Diluent, Butane	
MarkWest Hopedale	Fractionator	Natural Gasoline, Diluent, Butane	Via Cornerstone Connection Pipeline
Delivery Facilities	Facility Type	Products	Notes
MPC Canton	Refinery	Condensate, Natural Gasoline, Diluent, Butane	
Husky Lima	Refinery	Condensate, Natural Gasoline, Diluent, Butane	
Maumee Lima	Tank Farm	Condensate, Natural Gasoline, Diluent	For Further Delivery on the Maumee 22" or the RIO 8" Reversal
MPC Lima	Terminal	Natural Gasoline	For Further Delivery on the RIO 8" Reversal
Buckeye Lima	Pipeline Connection	Butane	For Further Deliver on Buckeye Pipeline
PBF Toledo (via Maumee 22" System)	Refinery	Condensate	Delivery to Lima; Shipper Must Secure Space on Maumee 22"
BP/Husky Toledo (via Maumee 22" System)	Refinery	Condensate	Delivery to Lima; Shipper Must Secure Space on Maumee 22"
MPC Detroit (via Maumee 22" System)	Refinery	Condensate	Delivery to Lima; Shipper Must Secure Space on Maumee 22"
MPC Robinson	Refinery	Condensate, Natural Gasoline, Diluent, Butane	
Countrymark Mt. Vernon	Refinery	Condensate, Natural Gasoline	
MPC Hammond For Further Delivery to Enbridge Manhattan (via Wolverine/BP Systems)	Tank Farm	Diluent	Delivery to Hammond; Shipper Must Secure Space on Wolverine/BP and Enbridge Systems