

**NOTICE OF BINDING OPEN SEASON**

**AND**

**INFORMATION MEMORANDUM**

**Issued By**

**MARATHON PIPE LINE LLC**  
*SUBSIDIARY OF MPLX LP*

**WOOD RIVER – PATOKA PIPELINE EXPANSION**

**On**

**AUGUST 1, 2017**

## DISCLAIMER

This Notice of Binding Open Season and Information Memorandum describes a binding open season that will be conducted by Marathon Pipe Line LLC (“MPL”), a subsidiary of MPLX LP. The project encompasses the capacity expansion of the Wood River, Illinois to Patoka, Illinois Pipeline (the “Project”). The issuance of this Notice of Binding Open Season and Information Memorandum should not be construed as a commitment by MPL or MPLX LP to proceed with the Project. Rather, this is an attempt by MPL and MPLX LP to gauge shipper interest in the Project, which will then be evaluated by MPL. This Notice of Binding 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 or MPLX LP. This is an informal marketing document and establishes no contractual relationship between MPL, MPLX LP, or any of its affiliates, and any party who receives them.

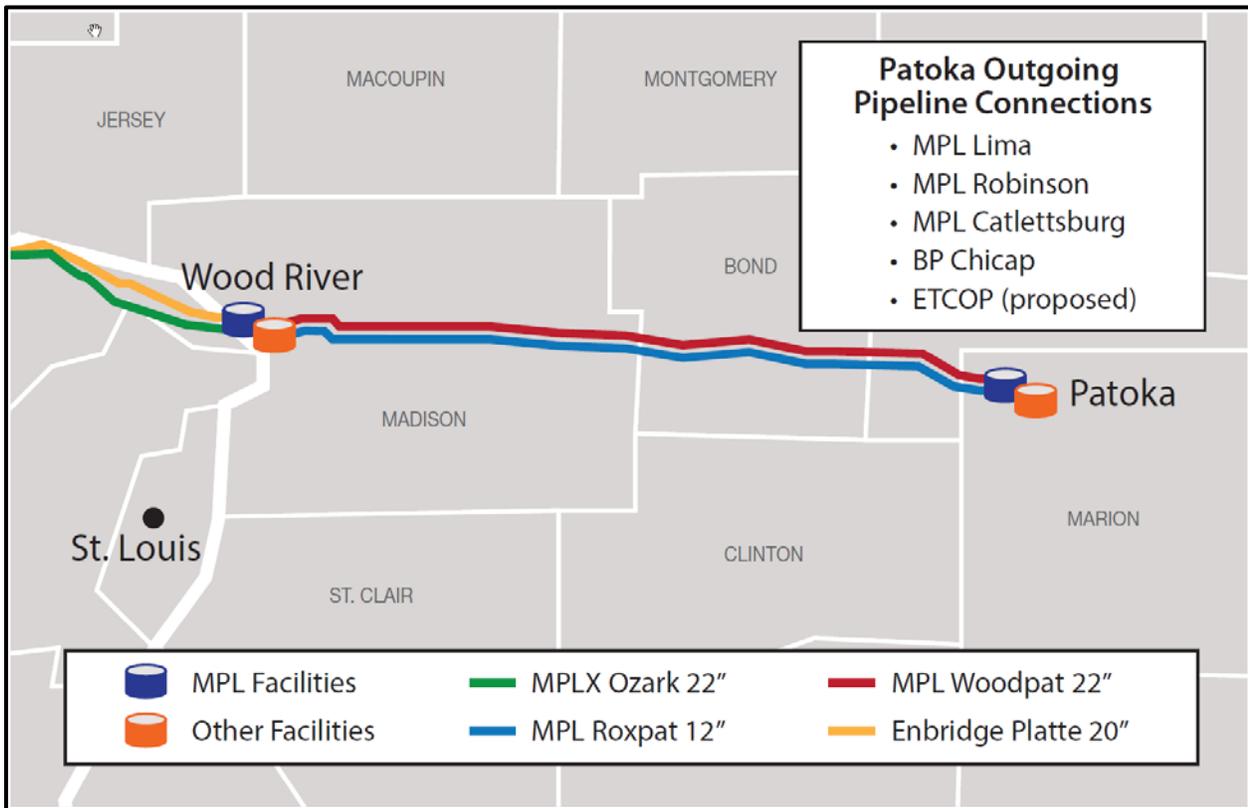
Although this Notice of Binding Open Season and Information Memorandum summarizes the content of various documents that are an integral part of the binding open season process, interested shippers should consult all actual documents for a complete representation of the binding open season and the rights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

- MPL reserves 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 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 may at any time conduct discussions and negotiations with prospective shippers regarding the Project; however, MPL will not disclose or discuss any Capacity Request Forms submitted by interested shippers with other potential shippers.
- MPL 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 or MPLX LP. In each such case, MPL 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 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 or MPLX LP.

## A. OVERVIEW

Marathon Pipe Line LLC (“MPL”), a subsidiary of MPLX LP ([www.mplx.com](http://www.mplx.com)), hereby announces the commencement of a binding open season to assess interest and solicit commitments from prospective shippers for transportation service on the proposed expansion capacity of the Wood River to Patoka 22” (“Woodpat”) Pipeline. As provided in the binding open season documents, interested shippers have an opportunity to secure capacity at 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 Priority Service through a Capacity Request Form and a Transportation Services Agreement (“TSA”). The binding open season will begin at 8:00 a.m. CT on August 1, 2017 and conclude at 12:00 p.m. CT on August 31, 2017.



## B. DESCRIPTION OF THE PROJECT

MPL owns the Woodpat Pipeline, which extends from Wood River, Illinois to Patoka, Illinois. With increased crude oil production in the Texas, Oklahoma, Canadian and several Rocky Mountain regions, demand for this link between Wood River and Patoka is strong, as the pipeline is typically full and prorated. The Project would provide additional capacity between the destination point of two of the Midwest’s largest crude oil supply lines (Platte Pipeline and Ozark Pipeline) and the large marketing and refining demand centered in Patoka. The Project will be accomplished by increasing horsepower and

installing drag reducing agent injection skids. The In-Service Date for the Project is projected to be in the second quarter of 2018.

Through this binding open season, MPL is providing interested shippers with the opportunity to secure certain benefits in exchange for making long-term minimum volume commitments (“Committed Volumes”) to the Woodpat Pipeline, thereby becoming “Committed Shippers.” A Committed Shipper will receive transportation service exempt from prorationing provisions under normal operating conditions for its contractually Committed Volumes, in exchange for a commitment to transport those volumes at a premium rate, pursuant to the terms of a TSA executed during the binding open season process.

#### **ANTICIPATED AVAILABLE CAPACITY ON WOODPAT PIPELINE**

Current capacity of the Woodpat Pipeline is approximately 215 MBPD. The proposed Project will add an additional 130 MBPD of capacity. Up to 90% of the expansion capacity will be made available for committed shippers. Post expansion, it is expected that approximately 66% of the Woodpat Pipeline will remain available for use by uncommitted shippers.

#### **PROJECT SCOPE WITH ROXPAT PIPELINE**

While MPL’s binding open season only relates specifically to the Project on the Woodpat Pipeline, MPL has recently proposed to its shippers a method to optimize the uncommitted capacities of both the Woodpat Pipeline and MPL’s Roxanna – Patoka (“Roxpat”) Pipeline, which parallels the Woodpat Pipeline. This proposal is to combine the capacities of the two systems and essentially operate the two pipelines as one, providing the same service. With this proposal, the available capacity for uncommitted shippers post expansion will be approximately 73%. Roxpat Pipeline will have the same uncommitted tariff as Woodpat Pipeline following this combination.

### **C. OPEN SEASON PROCESS AND DOCUMENTS**

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

[http://www.mplx.com/About\\_MPLX/Woodpat Pipeline Binding Open Season/](http://www.mplx.com/About_MPLX/Woodpat_Pipeline_Binding_Open_Season/) OR  
[http://www.marathonpipeline.com/Shippers/Woodpat Pipeline Binding Open Season/](http://www.marathonpipeline.com/Shippers/Woodpat_Pipeline_Binding_Open_Season/)

After returning an executed confidentiality agreement to the contact listed below, the following documents will be provided:

- The Full Notice of Binding Open Season and Information Memorandum
- Transportation Services Agreement, including all attachments
- Pro forma Tariff

Interested shippers may provide comments or questions on the terms of the TSA, provided that the comments are received on or before 12:00 p.m. CT on August 15, 2017. Following receipt of any comments, MPL may choose, in its sole discretion, to revise the TSA. If MPL elects to revise the TSA, then MPL will forward the updated TSA to all parties who have executed the confidentiality agreement.



All interested shippers that wish to execute a final TSA in order to become a Committed Shipper must complete and submit two copies of the TSA, with a completed Capacity Request Form, no later than 12:00 p.m. CT on August 31, 2017 to:

Tonya Hunter  
Attorney  
539 South Main Street, Room 885-M  
Findlay, Ohio 45840  
Telephone: 419-421-3340  
FAX: 419-422-9347  
Email: [tjhunter@marathonpetroleum.com](mailto:tjhunter@marathonpetroleum.com)

MPL will reject any final TSA not received before the deadline above or which fails to satisfy the requirements set in this Notice of Binding Open Season and Information Memorandum. MPL also reserves the right to adjust or modify this Notice of Binding Open Season 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 Capacity Request Form by returning the second copy of the TSA signed and fully executed by MPL to the shipper within sixty (60) days after the close of the binding open season. 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 Capacity Request Form are 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 Capacity Request Form are null and void.

MPL shall have the right to hold an additional open season for unused or additional expansion capacity.