

PRODUCTS (SE) PIPE LINE CORPORATION

IN CONNECTION WITH

MARATHON PIPE LINE LLC

JOINT AND VOLUME INCENTIVE TARIFF

FROM

Garyville, Louisiana (St. John the Baptist Parish)

TO

PIPELINE TERMINALS

AT POINTS IN:

ALABAMA, GEORGIA, MISSISSIPPI, NORTH CAROLINA,
SOUTH CAROLINA, TENNESSEE AND VIRGINIA

The rates named in this tariff for the transportation of PETROLEUM PRODUCTS by pipeline are governed, except as otherwise provided herein, by the rules and regulations published in Products (SE) Pipe Line Corporation's FERC No. 154.7.0 and Marathon Pipe Line LLC's FERC No. 295.2.0, while the petroleum product is in the custody of each carrier, respectively, and successive issues thereof. "Carrier", as used herein, refers to Products (SE) Pipe Line Corporation and Marathon Pipe Line LLC, individually or collectively, as applicable.

Petroleum Products transported under this tariff are entitled to such privileges and subject to such charges as published by Carrier and lawfully in effect on date of shipment and on file with the FERC.

The rates named herein are expressed in cents per Barrel of forty-two United States gallons and are subject to change as provided by law, also to rules and regulations named herein.

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

Issued in compliance with 18 CFR § 342.3, Indexing.

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ITEM 10 – TABLE OF JOINT RATES

(in Cents per bbl of 42 US Gallons)

~~[W][I][D]~~ ~~Increased Decreased~~ Rates. All rates in this item are ~~[I][D]~~ ~~increased decreased~~, unless noted.

| To | FROM |
|--|---|
| | Garyville, Louisiana (St. John the Baptist Parish) |
| Athens, GA (Clarke County) | 194.68 |
| Atlanta (Doraville), GA (DeKalb County) | 199.37 |
| Atlanta (Chattahoochee), GA (Fulton County) | 199.37 |
| Atlanta (Hartsfield Airport), GA ① | 220.16 |
| Belton, SC (Anderson County) | 198.75 |
| Birmingham, AL (Jefferson County) | 177.61 |
| Bremen, GA (Haralson County) | 198.54 |
| Charlotte, NC (Mecklenburg County) | 217.67 |
| Charlotte (Douglas Airport), NC ① | 238.57 |
| Chattanooga, TN (Hamilton County) | 220.63 |
| Cockpit Point, VA (Prince William County) | 243.27 |
| Collins, MS (Covington County) | 142.11 |
| Columbus, GA (Muscogee County) | 205.04 |
| Dulles International Airport, VA ① ② | 248.24 |
| Fredericksburg, VA (Spotsylvania County) | 243.27 |
| Greensboro, NC (Guilford County) | 224.11 |
| Hartwell, GA (Hart County) | 208.53 |
| Knoxville, TN (Knox County) | 227.59 |
| Lockhart, MS (Lauderdale County) | 162.64 |
| Macon, GA (Bibb County) | 208.23 |
| Meridian, MS (Lauderdale County) | 155.57 |
| Montgomery, AL (Montgomery County) | 203.74 |
| Moundville, AL (Hale County) | 172.90 |
| Oxford, AL (Calhoun County) | 190.21 |
| Richmond, VA (Chesterfield County) | 234.11 |
| Roanoke, VA (Roanoke County) | 240.56 |
| Ronald Reagan Washington National Airport, VA ① ② | 259.02 |
| Spartanburg, SC (Spartanburg County) | 213.20 |
| Newington, VA (Fairfax County) | 243.27 |

Route: Garyville, Louisiana (St John the Baptist Parish) Marathon Terminal to Baton Rouge, Louisiana (East Baton Rouge Parish) Products (SE) Pipe Line Corporation Station
 Products (SE) Pipe Line Corporation Baton Rouge, Louisiana (East Baton Rouge Parish) to points in Alabama, Georgia, Mississippi, North Carolina, South Carolina, Tennessee and Virginia

ITEM 20 – JOINT VOLUME INCENTIVE PROGRAM

| | | |
|------|--|--|
| 20.1 | GENERAL TERMS (1) Applicable Movements All Movements listed in Item 10 – Table of Joint Rates are eligible for the Joint Volume Incentive Program (JVIP) that meet the Incentive Levels listed in Item 20.2 (1) below. (2) Eligibility Any Shipper who commits to a minimum volume requirement of at least 100,000 barrels per day on a monthly average and agrees to pay Carrier a deficiency payment for failing to meet its minimum volume requirement. (3) Term The JVIP begins January 1, 2017 and expires December 31, 2027, unless amended, extended or previously canceled. | |
| 20.2 | JOINT VOLUME INCENTIVE PROGRAM (1) Incentive Levels There are three incentive levels: | |
| | Level A - | This incentive level applies to Shipper who ships up to 100,000 barrels per day on a monthly average. |
| | Level B - | This incentive level will apply to Shipper who ships between 100,001 – 115,000 barrels per day on a monthly average. |
| | Level C - | This incentive level will apply to Shipper who ships in excess of 115,000 barrels per day on a monthly average. |
| | (2) The incentive rates in cents per barrel, applicable to barrels moved under Item 10 – Table of Joint Rates. | |
| | Level A - | [U] 23.0 cents |
| | Level B - | [U] 26.0 cents |
| | Level C - | [U] 28.0 cents |
| 20.3 | JOINT VOLUME INCENTIVE REMITTANCE (1) The monthly remittances shall be based on the applicable incentive level(s) achieved by Shipper as described in 20.2 (1) and (2) above, for barrels shipped in the prior month. (2) Note that remittances are issued by Carrier in the month subsequent to the month during which the barrels are actually shipped. | |
| 20.4 | DEFICIENCY PAYMENTS Any Shipper who has committed to a minimum volume requirement and a deficiency payment shall, in addition to all other rates stated herein, be obligated to pay the deficiency payment required by its agreement with Carrier. | |

| <u>EXPLANATION OF REFERENCE MARKS</u> | |
|--|--|
| [I] | Increase |
| [U] | Unchanged |
| [W] | Wording |
| ① | Shipments limited to the movement of commercial aviation turbine engine fuel. |
| ② | Shippers must provide tankage at the following locations: (1) Newington, VA (Washington, DC) terminal for shipments destined to Dulles International Airport and Ronald Reagan Washington National Airport. |