

TALLGRASS PONY EXPRESS PIPELINE, LLC

LOCAL AND VOLUME INCENTIVE PIPELINE TARIFF

**THE RATES AND CHARGES NAMED IN THIS TARIFF ARE
FOR THE TRANSPORTATION AND DELIVERY OF
CRUDE PETROLEUM
By Pipeline**

Governed, except as otherwise provided, by rules and regulations shown in Tallgrass Pony Express Pipeline, LLC FERC No. 1.0.0 and subsequent issues thereof.

FROM:

Origins in WYOMING, COLORADO, and KANSAS

TO:

Destinations in COLORADO, KANSAS, and OKLAHOMA

Filed in compliance with 18 CFR § [C] 342.3.

[C] ~~Rates seeking Section 4 relief are marked with [F1].~~

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

ISSUED: December 27, 2019

EFFECTIVE: February 1, 2020

Issued By:

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NON-CONTRACT TRANSPORTATION RATES

(Rates in cents per Barrel of 42 United States Gallons each)

[U] All rates are unchanged.

| | | Destinations | | | | | | |
|---------|--|---|--|--|--|--|--|---|
| | | Pawnee Located in Weld County, CO | Buckingham Located in Weld County, CO | [N]Sterling Located in Logan County, CO | Augusta Destinatio n Located in Butler County, KS (El Dorado) ² | McPherson Located in McPherson County, KS ² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ³ |
| Origins | Guernsey PXP Located in Platte County, WY | N/A | N/A | 15.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | N/A | N/A | 15.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Guernsey PRG Located in Platte County, WY | N/A | N/A | 15.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Guernsey Sinclair Located in Platte County, WY | N/A | N/A | 15.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Guernsey HH Located in Platte County, WY | N/A | N/A | 15.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Platteville Located in Weld County, CO | N/A | 88.66 | 10.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Buckingham Located in Weld County, CO | N/A | N/A | 45.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Pawnee Located in Weld County, CO | N/A | N/A | 45.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Hereford Located in Weld County, CO | 45.00 | N/A | 85.00 | 455.63 | 455.63 | 455.63 | 455.63 |
| | Sterling Located in Logan County, CO | N/A | N/A | N/A | 455.63 | 455.63 | 455.63 | 455.63 |
| | Natoma Located in Rooks County, KS | N/A | N/A | N/A | N/A | N/A | 130.39 | 130.39 |

NON-CONTRACT LINE FILL RETURN RATES

(Rates in cents per Barrel of 42 United States Gallons each)

[U] All rates are unchanged.

| | | Pawnee Located in Weld County, CO | Buckingham Located in Weld County, CO | Augusta Destination Located in Butler County, KS (El Dorado)² | McPherson Located in McPherson County, KS² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK³ |
|---------|---|--|--|---|--|---|---|
| Origins | Guernsey PXP Located in Platte County, WY | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Guernsey PRG Located in Platte County, WY | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Guernsey Sinclair Located in Platte County, WY | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Guernsey HH Located in Platte County, WY | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Platteville Located in Weld County, CO | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Buckingham Located in Weld County, CO | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Pawnee Located in Weld County, CO | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Hereford Located in Weld County, CO | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Sterling Located in Logan County, CO | N/A | N/A | 369.03 | 369.03 | 369.03 | 369.03 |
| | Natoma Located in Rooks County, KS | N/A | N/A | N/A | N/A | 125.17 | 125.17 |

NON-CONTRACT RATES

TEMPORARY VOLUME INCENTIVE RATES

(Rates in cents per Barrel of 42 United States Gallons each)

Bakken Light Sweet; Niobrara; PXL - Guernsey Aggregate Deliveries Volume Incentive Program:

1. The volume incentive rates shall expire on April 30, 2020.
2. Eligibility for the volume incentive rates shall be determined monthly and will be based on Shipper's average daily aggregate deliveries of BLS, Niobrara, or PXL to Augusta, McPherson, P66 Ponca City, and [C] Various Cushing Destinations ~~Deeprock~~.

| | |
|-------------|---------------------|
| Rate Tier 1 | Less than 1,000 BPD |
| Rate Tier 2 | 1,000 – 12,999 BPD |
| Rate Tier 3 | 13,000 – or greater |

[U] All rates are unchanged.

| Origin | Destination | Rate Tier 1 | Rate Tier 2 | Rate Tier 3 |
|--|--|-------------|-------------|-------------|
| Guernsey Located in Platte County, WY | Augusta Located in Butler County, KS ² | 422.00 | 322.00 | 272.00 |
| | McPherson Located in McPherson County, KS ² | 422.00 | 322.00 | 272.00 |
| | P66 Ponca City Located in Kay County, OK | 422.00 | 322.00 | 272.00 |
| | Various Cushing Destinations Located in Payne County, OK ³ | 425.00 | 325.00 | 275.00 |

[N] All rates are new.

| Origin | Destination | Rate |
|---|--|------------|
| Sterling Located in Logan County, CO | Augusta Located in Butler County, KS ² | [N] 390.00 |
| | McPherson Located in McPherson County, KS ² | |
| | P66 Ponca City Located in Kay County, OK | |
| | Various Cushing Destinations Located in Payne County, OK ³ | |

Mixed Sweet - Guernsey Aggregate Deliveries Volume Incentive Program

1. The volume incentive rates shall expire on April 30, 2020.
2. Eligibility for the volume incentive rates shall be determined monthly and will be based on Shipper's average daily aggregate deliveries of Mixed Sweet to Augusta, McPherson, P66 Ponca City, and [C] Various Cushing Destinations ~~Deeprock~~.

[U] All rates are unchanged.

| | |
|-------------|------------------------|
| Rate Tier 1 | Less than 1,000 BPD |
| Rate Tier 2 | 1,000 – or greater BPD |

| Origin | Destination | Rate Tier 1 | Rate Tier 2 |
|--|---|-------------|-------------|
| Guernsey Located in Platte County, WY | Augusta Located in Butler County, KS ² | 422.00 | 322.00 |
| | McPherson Located in McPherson County, KS ² | 422.00 | 322.00 |
| | P66 Ponca City Located in Kay County, OK | 422.00 | 322.00 |
| | Various Cushing Destinations Located in Payne County, OK ³ | 425.00 | 325.00 |

CONTRACT RATES

(Rates in cents per Barrel of 42 United States Gallons each)

Guernsey Local Open Season (May 30, 2012)

[U] All rates are unchanged.

| | | Destinations | | | |
|---------------------------------------|----------------|---|--|--|---|
| | | Augusta Destination Located in Butler County, KS (El Dorado) ² | McPherson Located in McPherson County, KS ² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ¹ |
| Origin | Minimum Volume | | | | |
| Guernsey Located in Platte County, WY | 0-29,999 BPD | 272.00 | 272.00 | 272.00 | 275.00 |
| | 30,000+ BPD | 272.00 | 272.00 | 272.00 | 275.00 |

NECL Open Season (November 1, 2013)

[U] All rates are unchanged.

| | | Destinations | | | |
|---|------------------|---|--|--|---|
| | | Augusta Destination Located in Butler County, KS (El Dorado) ² | McPherson Located in McPherson County, KS ² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ¹ |
| Origins | Minimum Volume | | | | |
| Buckingham and Pawnee Located in Weld County, CO; Sterling Located in Logan County, CO | 1,000-19,999 BPD | 427.98 | 427.98 | 427.98 | 427.98 |
| | 20,000+ BPD | 399.45 | 399.45 | 399.45 | 399.45 |

Refinery Open Season (October 8, 2019)

[U] All rates are unchanged.

| | | Destinations |
|---------------------------------------|----------------|---|
| | | McPherson Located in McPherson County, KS |
| Origins | Minimum Volume | |
| Guernsey Located in Platte County, WY | 10,000 BPD | 250.00 ⁴ |

Platteville Open Season (June 1, 2017)

[U] All rates are unchanged.

| Option A & C Shippers | | | | | | |
|-----------------------|------------------------|---|---|---|--|--|
| | | Destinations | | | | |
| | | Buckingham Located in Weld County, CO | Augusta Destination Located in Butler County, KS (El Dorado) ² | McPherson Located in McPherson County, KS ² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ¹ |
| Origin | Minimum Volume | | | | | |
| Platteville Origin | 2,500- 4,999 BPD | 62.59 | 265.99 | 265.99 | 265.99 | 286.85 |
| | 5,000- 9,999 BPD | 57.37 | 255.56 | 255.56 | 255.56 | 276.42 |
| | 10,000+ BPD | 52.16 | 239.91 | 239.91 | 239.91 | 260.78 |

Platteville Open Season (June 1, 2017)

[U] All rates are unchanged.

| Option B Shippers | | | | | | |
|---------------------------|------------------------|---|---|---|--|--|
| <u>Platteville Origin</u> | | Destinations | | | | |
| | | Buckingham Located in Weld County, CO | Augusta Destination Located in Butler County, KS (El Dorado) ² | McPherson Located in McPherson County, KS ² | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ¹ |
| Date Active | Minimum Volume | | | | | |
| Through 4/30/2020 | 5000- 9,999 BPD | 41.72 | 187.76 | 187.76 | 187.76 | 203.41 |
| Post 4/30/2020 | 5,000- 9,999 BPD | N/A | 320.00 | 320.00 | 320.00 | 330.00 |
| Through 4/30/2020 | 10,000+ BPD | 36.51 | 208.62 | 208.62 | 208.62 | 219.05 |
| Post 4/30/2020 | 10,000+ BPD | N/A | 300.00 | 300.00 | 300.00 | 315.00 |

Natoma Open Season (November 13, 2017)

[U] All rates are unchanged.

| | | Destination | |
|--------|------------------------------------|--|---|
| | | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK ¹ |
| Origin | Natoma Located in Rooks County, KS | 130.39 | 130.39 |

PLA RATES and ORIGIN/DESTINATION GRADE PAIRS

(Pipeline Loss Allowance)

All movements of each crude grade will be limited to the listed origin and destination pairs below.

[U] All rates are unchanged.

| Bakken Light Sweet | | Destinations | | | |
|--------------------|---|---|--|--|---|
| | | Augusta Destination Located in Butler County, KS (El Dorado) | McPherson Located in McPherson County, KS | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK |
| Origins | Guernsey PXP Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey PRG Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Sinclair Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey HH Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Sterling Located in Logan County, CO | 0.150% | 0.150% | 0.150% | 0.150% |

[U] All rates are unchanged.

| Mixed Sweet | | Destinations | | | |
|-------------|---|---|--|--|---|
| | | Augusta Destination Located in Butler County, KS (El Dorado) | McPherson Located in McPherson County, KS | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK |
| Origins | Guernsey PXP Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey PRG Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Sinclair Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey HH Located in Platte County, WY | 0.150% | 0.150% | 0.150% | 0.150% |
| | Sterling Located in Logan County, CO | 0.150% | 0.150% | 0.150% | 0.150% |

[U] All rates are unchanged.

| Niobrara | | Destinations | | | | | |
|----------|---|--|--|---|--|---|---|
| | | Pawnee Located in Weld County, CO | Buckingham Located in Weld County, CO | Augusta Destination Located in Butler County, KS (El Dorado) | McPherson Located in McPherson County, KS | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK |
| Origins | Guernsey PXP Located in Platte County, WY | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey PRG Located in Platte County, WY | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey Sinclair Located in Platte County, WY | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |
| | Guernsey HH Located in Platte County, WY | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |
| | Buckingham Located in Weld County, CO | N/A | N/A | 0.200% | 0.200% | 0.200% | 0.200% |
| | Pawnee Located in Weld County, CO | N/A | 0.050% | 0.200% | 0.200% | 0.200% | 0.200% |
| | Hereford Located in Weld County, CO | 0.050% | 0.050% | 0.250% | 0.250% | 0.250% | 0.250% |
| | Sterling Located in Logan County, CO | N/A | N/A | 0.150% | 0.150% | 0.150% | 0.150% |

[U] All rates are unchanged.

| PXL | | Destinations | | | | | |
|---------|---|---|--|---|--|---|---|
| | | Pawnee Located in Weld County, CO | Buckingham Located in Weld County, CO | Augusta Destination Located in Butler County, KS (El Dorado) | McPherson Located in McPherson County, KS | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK |
| Origins | Guernsey PXP Located in Platte County, WY | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Guernsey Eighty Eight Oil Located in Platte County, WY | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Guernsey PRG Located in Platte County, WY | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Guernsey Sinclair Located in Platte County, WY | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Guernsey HH Located in Platte County, WY | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Platteville Located in Weld County, CO | N/A | 0.050% | 0.400% | 0.400% | 0.400% | 0.400% |
| | Buckingham Located in Weld County, CO | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |
| | Sterling Located in Logan County, CO | N/A | N/A | 0.350% | 0.350% | 0.350% | 0.350% |

[U] All rates are unchanged.

| Kansas Uplift | | Destination | |
|---------------|---------------------------------------|---|---|
| | | P66 Ponca City Located in Kay County, OK | Various Cushing Destinations Located in Payne County, OK |
| Origin | Natoma Located in Rooks County, KS | 0.200% | 0.200% |

The Pipeline Loss Allowance (“PLA”) for all tariff movements and line fill return will be based on the PLA chart above.

- (1) Includes the Blue Knight terminal, the Rose Rock terminal, the Enterprise terminal, the Enbridge terminal, the Plains All-American terminal, the Deeprock South terminal, the NGL Energy Partners terminal (“NGL”), the Seaway Crude Pipeline Company LLC (“Seaway”) and the Deeprock North Terminal. Deliveries to NGL and to Seaway will be assessed additional pump over fees amounting to [U]\$0.08 per barrel for deliveries to NGL and [U]\$0.10 per barrel for deliveries to Seaway.
- (2) All movements to the Augusta Destination or the McPherson Destination shall be subject to an additional fee (i.e., in addition to all other applicable tariff rates, fees, and charges) of [U]\$0.10 per barrel.
- (3) Deliveries to Deeprock South terminal and Deeprock North terminal are included. Deliveries to the Blue Knight terminal, the Rose Rock terminal, the Enterprise terminal, the Enbridge terminal, the Plains All-American terminal, and the NGL will be assessed an additional pump over fee amounting to [U]\$0.08. Deliveries to Seaway will be assessed an additional pump over fee amounting to [U]\$0.10 per barrel.
- (4) Shipper may nominate barrels from the Pawnee and Buckingham Origins as a Flex Shipper at this rate. Shipper may nominate volumes for final delivery to the Various Cushing Destinations for an additional \$0.25 per barrel fee, as well as, (1) an \$0.08 pump over fee for deliveries to the Blue Knight terminal, the Rose Rock terminal, the Enterprise terminal, the Enbridge terminal, the Plains All-American terminal, the NGL, or (2) a \$0.10 per barrel fee for deliveries to Seaway.

| EXPLANATION OF REFERENCE MARKS | |
|--------------------------------|------------|
| [N] | New. |
| [U] | Unchanged. |
| [W] | Wording. |