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SUPPLEMENT No. 2 to TEXAS RRC No. 101

APR 6 1 2017

GAS SERVICES DIVISION
AUSTIN, TEXAS

CLAYTON WILLIAMS PIPELINE CORPORATION

LOCAL TARIFF

APPLYING TO

TRANSPORTATION

OF

CRUDE PETROLEUM

FROM AND TO

POINTS IN TEXAS

RECEIVED
R.R.C. OF TEXAS

APR 21 2017

GAS SERVICES DIVISION
AUSTIN, TEXAS

FILED
2017 APR 21 PM 2:09
CLAYTON WILLIAMS PIPELINE CORPORATION
RAILROAD COMMISSION
OF TEXAS

The rates named in this tariff are for gathering and transportation of crude petroleum by pipeline, subject to the rules and regulations published by Clayton Williams Pipeline Corporation's tariff Texas RRC No. 101, supplements thereto and successive reissues thereof.

ISSUED: April 21, 2017

EFFECTIVE: April 21, 2017

Issued By

Robert C. Lyon – Vice President

Clayton Williams Pipeline Corporation

6 Desta Drive, Suite 2025

Midland, Texas 79705

432-688-3838

| FROM | TO | RATES IN CENTS PER BARREL (42 U.S. Gallons) |
|-----------------------------------|---------------------|--|
| POINTS IN REEVES COUNTY, TEXAS | PERRY RANCH STATION | 127.00 |

Gathering Charges: When gathering service is performed by Clayton Williams Pipeline Corporation at a point of origin, a charge of 96.0 cents per barrel will be made in addition to the transportation rate named above.

| | | |
|----------------------|------------------|-----------|
| Colley State 22 | WOLFBONE STATION | 89.00 [N] |
| Lowe 26 | WOLFBONE STATION | 36.00 [N] |
| Williams 10-51 | WOLFBONE STATION | 36.00 [N] |
| South Williams 10-51 | WOLFBONE STATION | 36.00 [N] |

| | | |
|--------------------------------|----------|-----------|
| Points in Reeves County, Texas | ORYX CDP | 90.00 [N] |
|--------------------------------|----------|-----------|

Unloading Charges: When shipments are unloaded into mainline facilities of Clayton Williams Pipeline Corporation charges set forth in paragraph 38 of Clayton Williams Pipeline Corporation rules and regulations Tariff Texas RRC No. 101 will be made in addition to the transportation rate named above.

In addition to rules and regulations stated in Clayton Williams Pipeline Corporation's Tariff Texas RRC No. 101, a charge of 11.00 cents per barrel will be made for pumping service for delivery to Shipper's or Consignee's tanks where the receiving station has to perform additional pumping service.

EXPLANATION OF REFERENCE NOTES

[N] New