

**SUMMARY OF THE
MARKWEST ENERGY PARTNERS, L.P.
CODE OF CONDUCT AND ETHICS
FOR CONTRACTORS**

INTRODUCTION

Overview

The MarkWest *Code of Conduct and Ethics* (the “Code”) sets forth standards of conduct for all representatives of MarkWest Energy Partners, L.P. and its subsidiary companies and affiliates (“Company” or “MarkWest”). The Code provides information and guidance about standards of integrity and explains certain legal and ethical responsibilities. This Summary of the MarkWest Code of Conduct and Ethics for Contractors (“Contractor Summary”) provides a digest of the provisions of the Code that have direct application to MarkWest’s contractors (“Contractors”). Contractors are responsible for ensuring that they and their employees know the existence and importance of the Code and that they adhere to its requirements and procedures and understand that MarkWest directors, officers, employees and agents must also abide by the Code.

Please read this Contractor Summary carefully. You will be asked to acknowledge that you have read it and that you agree to abide by the applicable provisions of the Code.

Asking Questions and Voicing Concerns

This Contractor Summary provides an overview of the legal and ethical responsibilities that we all share, and is intended to guide you in making the right choice. If the Code or this Contractor Summary is unclear to you, or if you have any questions that are not addressed, please bring them to your supervisor or the MarkWest Representative’s attention. If you are aware of a situation in which you believe legal or ethical responsibilities are being violated or if you feel that you are being pressured to violate the law or ethical responsibilities, it is your responsibility to communicate this concern to your supervisor, the MarkWest Representative and/or other appropriate MarkWest personnel.

We want you to know that you will not be disciplined, lose work, or be retaliated against in any other way by MarkWest for asking questions or voicing concerns about legal or ethical obligations, as long as you are acting in good faith. “Good faith” does not mean that you have to be right—but it does mean that you believe that you are providing complete and truthful information, without an ulterior purpose.

There are a number of people you can go to with questions or to voice your concerns. You can speak with your direct manager or supervisor, the MarkWest Representative, or someone else in your organization’s or MarkWest’s management to address your concern. Any of these people may have the information you need or, even if not, should be able to refer your question to another appropriate source.

Duty to Report a Concern

If you have a concern, or if you discover a violation or potential violation of the law, Company policies, or the Code, you have a duty to report it immediately to your direct manager or supervisor, and

your MarkWest Representative. If you are uncomfortable talking with these individuals, you should talk to someone else in your management or you may also contact any MarkWest manager or officer, the MarkWest Law Department or Human Resources Department, or you may call the MarkWest toll-free hotline at **866-384-4277** available 24 hours a day and operated by a third-party service, EthicsPoint, or log on to its web based reporting at www.ethicspoint.com.

When reporting a concern, please supply sufficient information so that the matter may be investigated properly. Any information you supply will be handled confidentially to the extent possible. MarkWest prohibits retaliation by it or any employee for reporting your concerns in good faith.

Failure to Comply with the Code

Contractors who do not comply with the applicable provisions of the Code will be subject to disciplinary action including possible termination of the working relationship with MarkWest. MarkWest may also need to report certain matters to regulators or to appropriate government authorities for criminal or civil prosecution.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

MarkWest operations are conducted in many different states. The Code, which is founded on the highest ethical standards, is to be followed universally by all our employees and Contractors, wherever located. Although laws may and do differ from state to state, matters of our basic business integrity transcend state borders. Pertinent laws of every jurisdiction in which MarkWest operates must be followed.

First and foremost, it is MarkWest's policy to have its employees and Contractors behave in an ethical manner and comply with all laws, rules and government regulations that are applicable to our business. Each Contractor and each employee of each Contractor is charged with the responsibility of acquiring sufficient knowledge of the laws relating to its particular duties in order to follow the law and conduct itself in an ethical manner and recognize potential dangers and to know when to seek legal advice. No director, officer, executive or manager of MarkWest has authority to violate any law or to direct another employee or any other person to violate any law on behalf of MarkWest. We wish to make it very clear: unlawful conduct will not be tolerated by MarkWest. It is your responsibility to report any violations of the law to appropriate personnel. You may report such violations by following the procedures under the "Duty to Report a Concern" section of this Contractor Summary.

In acting to ensure that you and the Company are in compliance with legal and regulatory matters, your actions should comply with both the spirit, as well as with the letter, of the law.

CONFLICTS OF INTEREST

MarkWest employees are all expected to give their undivided business loyalty to MarkWest when conducting their job-related duties, and Contractors must be aware of this obligation for MarkWest employees. Additionally, in performing work for MarkWest, Contractors also are to not act in a manner detrimental to MarkWest. Accordingly, both MarkWest employees and Contractors must be careful to avoid creating or encouraging conflicts of interest. A "conflict of interest" exists:

- When a person's private interest interferes or conflicts, or even appears to conflict, in any way with the interests of MarkWest as a whole.

- When a person or members of his or her family, receives improper personal benefits as a result of his or her position or contract with MarkWest.

Gifts and Entertainment

Business gifts and entertainment are courtesies designed to build goodwill and sound working relationships among business partners. However, MarkWest will not tolerate Contractors to obtain business through improper means or use improper means to gain any special advantage in a business relationship. Business gifts that compromise, or even appear to compromise, one's ability to make objective and fair business decisions are inappropriate.

This guideline on "gifts and entertainment" applies to both MarkWest and to its Contractors, and applies to anything given or received as a result of a business relationship for which the recipient does not pay fair market value, including things such as travel, lodging, goods, services, and entertainment.

The difference between appropriate and inappropriate gifts is not always easy to determine. You and your manager should consider the following questions to determine whether a gift is appropriate. Any doubt should be resolved in favor of not giving or receiving the gift.

- Why is the gift being offered? Or, why are you offering the gift?
- Do you or the gift recipient feel any pressure to reciprocate or grant special favors as a result of this gift? Could there be the appearance of such pressure?
- Could your acceptance of the gift or the acceptance by the gift recipient adversely affect job performance or judgment on behalf of MarkWest? Could your acceptance or the acceptance by the gift recipient give the appearance of adversely affecting job performance or judgment?
- Are you certain that the gift does not violate any law or regulation?
- How would the giving or receiving of this gift appear to other clients, prospective clients or suppliers? Other employees? Your manager? Your family? The media?

CONFIDENTIALITY

Employees and Contractors of MarkWest must maintain the confidentiality of information entrusted to them by MarkWest and MarkWest's clients and prospective clients, except when disclosure is either expressly authorized by MarkWest or required by law. Confidential information includes all non-public information, including information that might be of use to competitors, or harmful to MarkWest or its clients and prospective clients, if disclosed. It also includes information that clients, prospective clients and suppliers have entrusted to MarkWest or MarkWest's Contractors. MarkWest expects that each employee and Contractor will preserve all such confidential information even after his or her employment or relationship with MarkWest ends. In some cases, disclosure of any such confidential information, even after termination of employment or other relationship, may result in civil and/or criminal liability to the individual. All employees and Contractors must, upon termination of employment or relationship with MarkWest, return all confidential information to MarkWest, including originals and copies, whether in electronic or hard copy. You will be asked to sign a statement of confidentiality, and failure to comply with these guidelines will not be tolerated.

Some examples of confidential information are: Non-public earnings reports and other financial information; Technical information about current or planned products and/or processes; Trade secrets; Employee salary and benefits data or medical information; Procurement plans, vendor lists or purchase prices; Cost, pricing, marketing or service strategies; and Customer and supplier lists.

DISCRIMINATION AND HARASSMENT

MarkWest is dedicated the principles of equal employment opportunity (EEO) in any term, condition, or privilege of employment. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind, including age, race, sex, color, religion, national origin, disability, or any other status protected by state or local law. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Unlawful harassment includes verbal or physical conduct, which has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment. We expect the same commitment from all individuals associated with MarkWest, including Contractors, managers, supervisors, co-workers, customers, vendors, consultants, etc.

It is the policy of MarkWest that all individuals should be able to enjoy a work atmosphere free of all forms of illegal discrimination. All individuals associated with MarkWest are expected to conduct themselves in a professional and businesslike manner at all times. The presence or use of offensive statements, gestures, materials or behavior may result in corrective action up to and including termination.

Harassment (Verbal or Physical)

Harassment is defined as unwelcome or unsolicited verbal, physical or sexual conduct, which is made a condition of employment; is used as a basis of employment decisions; or creates an intimidating, hostile or offensive workplace. Examples of what may be harassment, depending on the situation, include: verbal harassment -- derogatory or vulgar comments regarding a person's race, sex, religion, ethnic heritage, and/or physical appearance, and/or distribution of written or graphic material having such effects; and physical harassment -- hitting, pushing or other aggressive physical conduct, or threats to take such action.

Sexual Harassment

MarkWest will not tolerate sexual harassment and inappropriate sexual conduct. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature, when submission to such conduct is made explicitly or implicitly a term or condition of employment; when submission to or rejection of such conduct is used as the basis for decisions affecting an individual's employment; or such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

Prohibited conduct includes, but is not limited to, sexually implicit or explicit communications whether in written form, such as cartoons, posters, calendars, notes, letters or e-mail; verbal form, such as comments, jokes, foul or obscene language of a sexual nature, gossiping or questions about another's sex life, or repeated unwanted requests for dates; or physical gestures and other nonverbal behavior, such as unwelcome touching, grabbing, fondling, kissing, massaging, and brushing up against another's body.

Discrimination/Harassment Complaint Procedure

MarkWest expects individuals to make a timely complaint to enable MarkWest to promptly investigate and correct any behavior that may be in violation of this policy. Report the incident to your supervisor, the MarkWest Representative and/or managers, and/or to MarkWest's law department and/or human resources, who will promptly investigate the matter and take appropriate corrective action. Your

complaint will be kept as confidential as practicable. If you feel you cannot go to any of these individuals with your complaint, you should report the incident through the hotline. MarkWest prohibits retaliation for filing a good faith complaint under this policy or for assisting in good faith in a complaint investigation. If you perceive retaliation for making a complaint or your participation in the investigation, please follow the complaint procedure outlined above. The situation will be promptly investigated.

PROTECTION AND PROPER USE OF COMPANY ASSETS

MarkWest's property is to be used solely for the benefit of MarkWest. Company property includes tangible property such as funds, premises, equipment and furnishings, as well as proprietary information such as customer lists, non-public financial information, business plans and forecasts, software and ideas for new products and services. The use and transfer of Company property by employees, Contractors and third parties must be consistent with Company policies. Funds and assets of MarkWest may only be used for legitimate business purposes. Services should be provided and products purchased on the basis of quality, value, price and other tangible criteria. Company funds or assets may never be used for any unlawful purpose.

Systems Communications

We have established policies for the access and use of our electronic and telephonic communication systems. MarkWest may provide Contractors with access to certain of its electronic and telephonic communication systems, which include facilities for E-mail, voice mail, fax, internet and intranet access, to assist in the conduct of business. As such, systems hardware and software are Company property. Further, information or data composed, sent, or received using these systems remains the property of MarkWest. The systems are reserved solely for business purposes. Contractors should be aware that they have no right of privacy as to any information or file maintained in or on MarkWest's property including desks, offices, or information transmitted or stored through MarkWest's computer systems, voice mail, e-mail, or other technical resources. MarkWest may override any applicable passwords for purposes of inspecting, investigating or searching computerized files or transmissions, voice mail, e-mail, or any other media in which information is gathered, stored or transmitted, and reserves the right to inspect desks, offices and their contents for information or other Company property or to protect Company interests.

CERTIFICATION

I hereby acknowledge that I have read the Summary of the MarkWest Energy Partners Code of Conduct and Ethics for Contractors, have become familiar with its contents and will comply with its terms.

I also understand that there is an anonymous ethics hotline, operated by a third-party service, that I may call 24 hours a day to report any violation to the MarkWest Code of Conduct and Ethics policy (Hotline - 866-384-4277).

Name (please print)

Signature

Date