

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

TRANSCANADA KEYSTONE PIPELINE, LP)
)
Petition pursuant to Section 8-503, 8-509, 15-101 and)
15-401 of the Public Utilities Act for a certificate) **Docket 06-0458**
authorizing operation as a common carrier by pipeline,)
and for entry of an order authorizing and directing)
construction and operation of a petroleum pipeline and)
granting authority to exercise eminent domain.)

**SECOND PETITION OF TRANSCANADA KEYSTONE PIPELINE, LP
REQUESTING THE COMMISSION TO RE-OPEN THE DOCKET
AND ISSUE AN AMENDATORY ORDER AUTHORIZING
AN EXTENSION OF THE KEYSTONE PIPELINE AND
USE OF EMINENT DOMAIN TO ACQUIRE EASEMENTS ON ADDITIONAL
TRACTS OF LAND TO BE CROSSED BY THE KEYSTONE PIPELINE**

To the Illinois Commerce Commission:

TransCanada Keystone Pipeline, LP (“Keystone”), pursuant to Sections 8-503, 8-509, 15-101 and 15-401 of the Public Utilities Act (“Act”), 220 ILCS 5/8-503, 8-509, 15-101 and 15-401, and 83 Ill. Admin. Code §200.900, requests that the Commission re-open the above-captioned docket for the purpose of receiving additional evidence concerning (i) the need for a small extension of the route of the Keystone Pipeline to reach the revised termination point of the pipeline, and (ii) the need for, and Keystone’s efforts to acquire by negotiation, necessary easements on certain tracts of lands which were not the subject of the Commission’s April 4, 2007 Order in this docket (“April 2007 Order”) but which will now be crossed by the Keystone Pipeline as a result of developments subsequent to issuance of the April 2007 Order; and after receiving, and based on, the additional evidence, issue an amendatory or supplemental order (A) modifying Keystone’s Certificate in Good Standing and authority to construct, operate and maintain the Keystone Pipeline to include the short extension of the pipeline route described herein, and (B) granting Keystone, pursuant to Section 8-509 of the Act, authority to exercise

eminent domain to obtain permanent easements and additional temporary construction easements on the additional tracts that will be crossed by the Keystone Pipeline, in the event Keystone is unable to secure such easements through negotiations and voluntary agreements with landowners. In support of these requests, Keystone states as follows:

I. Background – Prior Proceedings in this Docket

1. On June 19, 2006, Keystone filed a petition with the Commission requesting an order issuing Keystone a certificate in good standing pursuant to §15-401 of the Act; authorizing Keystone to operate, as a common carrier by pipeline, the Keystone Pipeline from an entry point into Illinois near Hartford, Illinois, to a terminus in Patoka, Illinois; authorizing, pursuant to §15-401 of the Act, the construction and operation of the proposed Keystone Pipeline for the transportation of crude petroleum in interstate commerce; authorizing and directing Keystone, pursuant to §8-503 of the Act, to construct, install and maintain the proposed Keystone Pipeline; and authorizing Keystone, pursuant to §8-509 of the Act, to exercise the power of eminent domain, to the extent necessary, to acquire permanent easements and additional temporary construction workspace easements, with the temporary easements to revert to the respective landowners upon completion of construction of the Keystone Pipeline.

2. On April 4, 2007, after an evidentiary hearing, the Commission issued the April 2007 Order granting Keystone a Certificate in Good Standing to operate the proposed Keystone Pipeline; authorizing and directing Keystone to construct, operate and maintain the Keystone Pipeline in Illinois; and authorizing Keystone to take and condemn property for easements, as more specifically described, and subject to the conditions set forth, in the April 2007 Order, along the route described in the Appendix to the April 2007 Order.

3. On October 30, 2007, Keystone filed the “Petition of TransCanada Keystone Pipeline, LP Requesting the Commission to Re-Open the Docket and Issue an Amendatory Order Based on a Change to the Design and Construction of the Proposed Pipeline” (the “First Petition to Reopen”). In the First Petition to Reopen, Keystone requested that the Commission (i) reopen this docket for the purpose of receiving additional evidence concerning a change to the design and construction of the Keystone Pipeline, specifically, an increase in the diameter of the pipeline from 24 inches to 30 inches on a portion of the route in Illinois, and (ii) after receiving, and based on, such additional evidence, issue an amendatory order confirming that the authorizations and approvals granted to Keystone in the April 2007 Order remain valid and in effect. On November 20, 2007, the Commission granted Keystone’s request to reopen this docket for the purposes stated in the First Petition to Reopen. On December 20, 2007, an evidentiary hearing on reopening was held. On January 30, 2008, the Commission issued an Amendatory Order on Reopening (the “January 2008 Order”) granting the relief requested in the First Petition to Reopen, including a determination that Findings (4), (5), (6), (7), (9), (10) and (11) of the April 2007 Order continue to be valid and in effect, and authorizing a modification to Finding (8) of the April 2007 Order (as more fully described below).

II. Changes in the Route of the Keystone Pipeline in Illinois

4. The April 2007 Order contained the following Findings (5), (6) and (7):
 - (5) as further required by Section 15-401, the public convenience and necessity requires issuance of a Certificate in Good Standing authorizing Petitioner to operate the pipeline described in this Order as a common carrier by pipeline; the area to be covered by the certificate should consist of a right-of-way of 50 feet in width along the route of the pipeline described in Keystone Exhibit 9.1, a copy of which is the Appendix to this Order, and property occupied by the pump station and delivery facilities of the pipeline as described in this Order;

- (6) Petitioner should make a filing or filings in this docket describing any deviations in the route of the pipeline from the route shown on the Appendix to this Order as shall become necessary (“Compliance Filing”), with such Compliance Filing or Filings to be made within nine (9) months following the date of this Order;
- (7) the erection, operation and maintenance of the proposed Keystone Pipeline in Illinois, as described in this Order, are necessary and ought reasonably be made to promote the convenience of the public; pursuant to Sections 8-503 and 15-401 of the Act, Petitioner should be authorized and directed to construct, operate and maintain the Keystone Pipeline, as described in this Order, in Illinois;

5. The April 2007 Order also contained the following Ordering Paragraphs corresponding to Findings (5), (6) and (7) (first, second and third Ordering Paragraphs):

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that TransCanada Keystone Pipeline, LP be, and is hereby, granted a Certificate in Good Standing pursuant to Section 15-401 of the Act to operate as a common carrier by pipeline and that said Certificate in Good Standing shall be the following:

CERTIFICATE IN GOOD STANDING

IT IS HEREBY CERTIFIED that TransCanada Keystone Pipeline, LP is authorized pursuant to Section 15-401 of the Public Utilities Act to operate as a common carrier by pipeline within an area 50 feet wide and extending along the route from the Mississippi River at Hartford, Illinois to Patoka, Illinois identified in the Appendix to this Order, as such route may be modified as set forth in any Compliance Filing in Docket No. 06-0458.

IT IS FURTHER ORDERED that TransCanada Keystone Pipeline, LP shall file within nine (9) months of the date of this Order any Compliance Filing or Filings necessary to show any deviations in the legal description of the route of the pipeline from the legal description shown in the Appendix to this Order.

IT IS FURTHER ORDERED that erection, operation and maintenance of the proposed Keystone Pipeline in Illinois, as described in this Order, are necessary and ought reasonably be made to promote the convenience of the public; pursuant to Sections 8-503 and 15-401 of the Act, TransCanada Keystone Pipeline, LP is authorized and directed to construct, operate and maintain the Keystone Pipeline, as described in this Order, in Illinois.

6. On January 3, 2008, Keystone made a Compliance Filing with the Commission, in accordance with Finding (6) and the second Ordering Paragraph of the April 2007 Order, identifying certain changes to the legal description of the route of the Keystone Pipeline in Illinois from the legal description of the route set forth in the Appendix to the April 2007 Order, which changes had occurred subsequent to issuance of the April 2007 Order. **Attachment 1** hereto is a copy of the revised legal description of the route of the Keystone Pipeline in Illinois that was included as Exhibit 1 to the Compliance Filing.

7. Accordingly, pursuant to operation of the terms of Findings (5), (6) and (7) and the first, second and third Ordering Paragraphs of the April 2007 Order, Keystone holds a Certificate in Good Standing, pursuant to Section 15-401 of the Act, to operate the Keystone Pipeline as a common carrier pipeline in Illinois along the route described in Exhibit 1 to the Compliance Filing (**Attachment 1** hereto); and the authorization and direction to Keystone to construct, operate and maintain the Keystone Pipeline, pursuant to Sections 8-503 and 15-401 of the Act, is applicable to the route described in Exhibit 1 to the Compliance Filing.

8. Additionally, subsequent to the Compliance Filing, Keystone has determined that one additional revision to the route described in **Attachment 1** is necessary. Specifically, Keystone has determined that is necessary to extend the route of the Keystone Pipeline eastward into one additional quarter-section in Marion County, Illinois (from the Southeast quarter of the Southwest quarter of Section 10, Township 4 North, Range 1 East to the Southwest quarter of the Southeast quarter of Section 10), in order to reach the termination point of the pipeline, which is now planned to be the Plains Terminal near Patoka, Illinois. The Keystone Pipeline will only need to cross one additional tract of land as a result of this extension, and that tract is owned by the operator of the Plains Terminal. Page 1 of **Attachment 2** hereto sets forth the revised legal

description of the pipeline route including this short extension. Page 2 of **Attachment 2** is a blackline of the revised legal description against the legal description in **Attachment 1**, showing the change in the legal description of the route due to the short extension necessary to reach the Plains Terminal.

9. There have been six changes to the legal description of the route of the Keystone Pipeline from the route described in the Appendix to the April 2007 Order to the route described in **Attachment 2** hereto. Three of the changes to the legal description of the pipeline route do not represent changes to the physical route of the pipeline, but rather are only corrections to the original legal description; while three of the changes do represent changes to the physical route. The three changes to the legal description of the pipeline route that represent changes to the physical route of the Keystone Pipeline are as follows:

(i) Change to the legal description of the route in Madison County on the West line of Section 4, Township 4 North, Range 9 West, at the point of entry of the Keystone Pipeline into Illinois: The point of entry of the Keystone Pipeline into Illinois has been moved to a point on the West line of Section 4, Township 4 North, Range 9 West of the Third Principal Meridian in Madison County, approximately 2250 feet North (was formerly approximately 1875 feet North) of the Southwest corner of said Section 4. This change in the point of entry to a point approximately 375 feet farther north was due to a change in the route of the pipeline through Confluence Point State Park on the Missouri side of the Mississippi River which in turn affected the point at which the Keystone Pipeline crosses the Mississippi River.

(ii) Change to legal description of the route in Madison County, Township 4 North, Range 9 West, Section 1 through Township 4 North, Range 8 West, Section 5:

This portion of the pipeline route was originally designed to cover the shortest distance, thereby minimizing the amount of land required. As a result of landowner negotiations, the pipeline route was changed to follow existing pipeline rights-of-way (even though the total distance will be increased) in order to address the landowners' concerns that a new pipeline in new right-of-way would split their property. Specifically, the pipeline route was adjusted to follow the existing pipeline rights-of-way of the Buckeye Pipeline Company's Two Rivers pipeline and Marathon's Woodpat pipeline in this area. Additionally, the original route also crossed property which was designated for future development. The new route will avoid these areas.

(iii) Changes to legal description of route in Marion County, Township 4 North, Range 1 East, Section 16 through Township 4 North, Range 1 East, Section 10: This portion of the pipeline route has been adjusted to avoid having to remove trees next to a landowner's house. In addition, as described in ¶8 above, this portion of the route will be extended one-quarter section into the Southwest quarter of the Southeast quarter of Section 10 so that the Keystone Pipeline will end at the Plains Terminal in Patoka.

10. The changes to the physical route of the Keystone Pipeline described in ¶9 above are necessary and appropriate changes to the route approved in the April 2007 Order.

(i) The movement of the point at which the Keystone Pipeline enters the State of Illinois in Madison County to a point approximately 375 feet north of the originally-intended point of entry (as described in ¶9(i)) was necessitated by a change of the route of the pipeline through Confluence Point State Park, a heavily-used Missouri state park located in St. Charles, County, Missouri, on the west bank of the Mississippi River.

(ii) The change to the route in Madison County (as described in ¶9(ii)), while increasing the total length of the Keystone Pipeline, was the result of landowners' requests made during negotiations over acquisition of easements. Landowners expressed a preference that the route of the Keystone Pipeline make greater use of existing rights-of-way of other pipelines rather than creating a new pipeline right-of-way in this portion of Madison County. In addition, the route of the Keystone Pipeline in this area has been revised to avoid crossing certain land that has already been designated for development. Although the increase in length of the Keystone Pipeline will result in additional land acquisition and construction costs for Keystone, the greater use of rights-of-way of existing pipelines, and the revision of the route to avoid land already planned for development, will reduce landowner impacts.

(iii) The route has been adjusted in Marion County (as described in ¶9(iii)) at a landowner's request to avoid removal of trees near the landowner's residence. The route of the pipeline in Marion County also has been adjusted and will be extended eastward one quarter-section so that the Keystone Pipeline will end at the Plains Terminal in Patoka. This revision to the route will better accommodate the interconnection requirements of the Keystone Project and the Patoka terminal area. The only additional landowner whose property will be crossed by the Keystone Pipeline as a result of the short extension is the operator of the Plains Terminal, where the Keystone Pipeline will terminate.

III. Eminent Domain Authority

11. Findings (8) and (9) of the April 2007 Order granted Keystone authorization to exercise eminent domain to obtain easements along the route of the Keystone Pipeline. The January 2008 Order approved a modification to Finding (8) of the April 2007 Order. As modified by the January 2008 Order, Finding (8) and (9) state as follows:

- (8) Pursuant to Section 8-509 of the Act, Petitioner is authorized to exercise eminent domain to obtain 50 feet wide nonexclusive permanent easements, additional temporary construction easements 60 feet wide along the portion of the pipeline from the Mississippi River to Wood River, Illinois and 45 feet wide along the portion of the pipeline from Wood River to Patoka, Illinois, and such further temporary construction easements as are needed to accommodate specific design and construction requirements associated with road, river, railway and utility crossings and other situations involving varying soil, terrain and structure issues, along the route described in the Appendix to the Order;
- (9) the authority granted pursuant to Section 8-509 should be limited to the tracts of land listed on Keystone Exhibit 9.2 for which Petitioner has not acquired the necessary permanent and temporary easements through voluntary negotiations with the landowners and should only be exercised with respect to those tracts for which Keystone has made an offer to the landowner(s), at the landowner's last known address of record, to acquire the necessary permanent and temporary easements;

12. The fourth and fifth Ordering Paragraphs of the April 2007 Order corresponded to Findings (8) and (9); as modified by the January 2008 Order, these Ordering Paragraphs now provide:

IT IS FURTHER ORDERED, pursuant to Section 8-509 of the Act, that, in the manner provided for by the law of eminent domain, TransCanada Keystone Pipeline, LP is authorized to take and condemn 50 feet wide nonexclusive permanent easements, additional temporary construction easements 60 feet wide along the portion of the pipeline from the Mississippi River to Wood River, Illinois and 45 feet wide along the portion of the pipeline from Wood River to Patoka, Illinois, and such further temporary construction easements as are needed to accommodate specific design and construction requirements associated with road, river, railway and utility crossings and other situations involving varying soil, terrain and structure issues, along the route described in the Appendix to this Order and on the tracts of land listed in Keystone Exhibit 9.2 in this Docket for which TransCanada Keystone Pipeline, LP has not acquired the necessary permanent and temporary easements through voluntary negotiations with the landowners.

IT IS FURTHER ORDERED that the authority to take and condemn property granted by this Order shall only be exercised with respect to those tracts for which TransCanada Keystone Pipeline, LP has made an offer to the landowner(s), at the landowner's last known address of record, to acquire the necessary permanent and temporary easements.

13. As a result of the changes to the route of the Keystone Pipeline that have occurred since issuance of the April 2007 Order, the route of the Keystone Pipeline in Illinois will now cross a total of 19 new tracts of land that were not listed in Keystone Exhibit 9.2 referred to in Finding (9) and the fourth Ordering Paragraph of the April 2007 Order. These 19 tracts of land, and the name(s) and address(es) of the owner(s) of each of these 19 tracts, are listed in **Attachment 3** hereto (which is presented in the same format as Keystone Exhibit 9.2 submitted in the original proceedings in this docket). Some of these 19 tracts of land will be crossed by the Keystone Pipeline due to changes in the route of the pipeline that are so minor (*e.g.*, a change of several hundred feet or less) that they have not resulted in changes to the legal description of the pipeline route.

14. In addition, as a result of more detailed land surveys, physical inspections of the pipeline route, discussions with landowners, reviews of land records and other activities since the April 2007 Order, Keystone has identified a total of 11 tracts that were on the route of the Keystone Pipeline described in the Appendix to the April 2007 Order, but were not listed on Keystone Exhibit 9.2 submitted in the original proceedings in this docket. These 11 tracts are also listed on **Attachment 3** hereto.

15. Some of the tracts listed on **Attachment 3** were originally identified in 2006 as tracts potentially to be crossed by the Keystone Pipeline in Illinois, were subsequently removed, for various reasons, from the list of tracts to be crossed by the Keystone Pipeline, but have now been determined to be crossed by the revised route. As a result of these circumstances, the owners of some of the tracts listed on **Attachment 3** were originally contacted by Keystone's representatives to discuss acquisition of easements on their land as early as November 2006, when Keystone first began contacting individual landowners for the purpose of acquiring

easements in Illinois. Additionally, the owners of some of the tracts listed on **Attachment 3** also own other tracts that will be crossed by the Keystone Pipeline, and therefore have had meetings and other contacts with Keystone's representatives concerning the acquisition of easements on the owner's other tract or tracts. Keystone has mailed an Informational Package as provided for in the Commission's regulations at 83 Illinois Administrative Code Part 300 to the owner or owners of each tract listed on **Attachment 3**, in some cases as early as late August 2006 when Keystone first mailed Informational Packages to the owners of tracts that were expected to be crossed by the Keystone Pipeline.

16. As of January 31, 2008, Keystone's representatives have had contacts with the owners of 28 of the 30 tracts listed on **Attachment 3** hereto for the purpose of negotiating for acquisition of the necessary easements on these tracts.¹ Keystone has also had at least one face-to-face meeting with the owner or owners of 20 of the 30 tracts. As of January 31, 2008, Keystone has made written offers to acquire easements to the owner(s) of 27 of the 30 tracts, and has entered into agreements for the necessary easements with the owner(s) of 8 of the 30 tracts. In its testimony and supporting exhibits in this proceeding on reopening, Keystone will present detailed evidence concerning its contacts and negotiations with the owner(s) of the 30 tracts.

17. Keystone plans to begin field construction of the Illinois portion of the Keystone Pipeline in April 2009 and to complete construction and place the Keystone Pipeline into commercial operation by November 30, 2009. Based on the progress of its negotiations with the owners of the tracts listed on **Attachment 3** hereto, and its schedule for construction and commencement of operation of the Keystone Pipeline, Keystone represents that it may be necessary for Keystone to exercise eminent domain, in accordance with Section 8-509 of the Act,

¹One of the 30 tracts is railroad property for which Keystone would obtain a permit from the railroad and an easement agreement will not be necessary.

to acquire the necessary easements for the Keystone Pipeline on one or more of the tracts listed on **Attachment 3**, in order to complete construction of the Keystone Pipeline in Illinois and place it into operation by November 30, 2009. Keystone would not exercise eminent domain with respect to any of these tracts unless and until it has (i) conveyed a fair market value offer to the landowner, and (ii) exhausted all reasonable mutual negotiation processes with the landowner.

18. Accordingly, Keystone requests that the Commission issue a second amendatory or supplemental order in this docket authorizing Keystone, pursuant to Section 8-509 of the Act, to exercise eminent domain to obtain nonexclusive permanent easements and additional temporary construction easements on the 30 tracts of land listed on **Attachment 3** hereto for which Keystone has not obtained, through negotiation, such easements (or, in the case of railroad property, comparable rights by permit). Keystone requests that the language of the amendatory or supplemental order authorizing Keystone to exercise eminent domain with respect to these tracts be consistent with the language of Findings (8) and (9) and the fourth and fifth Ordering Paragraphs of the April 2007 Order, as modified by the January 2008 Order.

IV. Testimony

19. In support of its request herein, Keystone is submitting contemporaneously with this filing the prepared testimony and exhibits of Michael Koski, Keystone Exhibit 12.0 and 12.1 – 12.4. This testimony describes the basis for the changes to the route of the Keystone Pipeline in Illinois that have occurred subsequent to the April 2007 Order, and Keystone's efforts to obtain easements through negotiations with the owners of the 30 additional tracts of land listed on **Attachment 3** hereto.

V. Conclusion

For the reasons set forth herein and in the accompanying prepared testimony being filed contemporaneously herewith, TransCanada Keystone Pipeline, LP respectfully requests that the Commission:

(1) reopen this docket for the purpose of receiving additional evidence concerning (i) the need for a small extension of the route of the Keystone Pipeline to reach the revised termination point of the pipeline, and (ii) the need for, and Keystone's efforts to acquire by negotiation, necessary easements on the tracts of lands listed on **Attachment 3** hereto, which were not the subject of the Commission's April 4, 2007 Order in this docket ("April 2007 Order") but which will now be crossed by the Keystone Pipeline as a result of developments subsequent to issuance of the April 2007 Order; and

(2) after giving notice to potentially affected landowners, and after receiving, and based on, the additional evidence, issue an amendatory or supplemental order (i) modifying Keystone's Certificate in Good Standing issued pursuant to Section 15-401 of the Act to operate the Keystone Pipeline as a common carrier pipeline and its authority pursuant to Sections 8-503 and 15-401 of the Act to construct, operate and maintain the Keystone Pipeline to incorporate the route described in **Attachment 2** hereto including the short extension of the pipeline route in Marion County described herein; and (ii) granting Keystone, pursuant to Section 8-509 of the Act, authority to exercise eminent domain to obtain permanent easements and additional temporary construction easements on any of the additional tracts listed on **Attachment 3** hereto for which Keystone has not obtained an easement agreement by negotiation (or, in the case of railroad property, comparable rights by permit).

Respectfully submitted,

TRANSCANADA KEYSTONE PIPELINE, LP



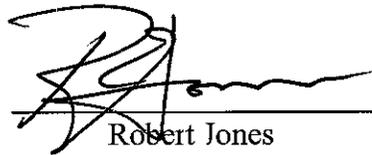
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VERIFICATION

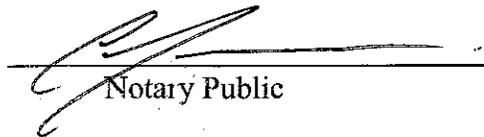
City of Calgary)
Province of Alberta)
Canada)

Robert Jones, being first duly sworn upon oath, states that he is a Vice-President of TransCanada PipeLines Limited; that he authorized to make this Verification on behalf of TransCanada Keystone Pipeline, LP; that he has read the above and foregoing Petition, and knows the contents thereof; and that said contents are true and correct to the best of his knowledge, information and belief.



Robert Jones

Subscribed and sworn to before me
this 3rd day of February, 2008



Notary Public

CRAIG S. NEWMAN
Barrister & Solicitor

ICC DOCKET 06-0458

TRANSCANADA KEYSTONE PIPELINE, LP

SECOND PETITION TO REOPEN

ATTACHMENT 1

Legal Description

**DESCRIPTION OF TRANSCANADA KEYSTONE PIPELINE, LP'S PROPOSED
MAINLINE PIPELINE ROUTE ACROSS THE STATE OF ILLINOIS**

ENTERING the State of Illinois at the Illinois-Missouri border on the West line of Section 4, Township 4 North, Range 9 West, of the Third Principal Meridian, Madison County, Illinois, approximately 2250 feet North of the Southwest corner of said Section 4, then proceeding in a Easterly direction through Sections 4, 3 and 2 to the intersection of Buckeye Pipeline Company's Two Rivers pipeline right-of-way located in the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 2 , thence proceeding Easterly through Section 1 to the intersection of Marathon's Woodpat pipeline right-of-way located in the SE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 1, thence proceeding Easterly through Section 1; ENTERING Township 4 North, Range 8 West, Section 6, proceeding in a East-Southeasterly direction through Section 6, thence proceeding Easterly through Section 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 7 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 6 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 5 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Bond County, Illinois in Township 4 North, Range 4 West, on the West line of Section 6, thence proceeding in a East-southeasterly direction through Sections 6, 5, 4, 9, 10, 11, and 12; ENTERING Township 4 North, Range 3 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Township 4 North, Range 2 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Fayette County, Illinois in Township 4 North, Range 1 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, and 9, thence proceeding in a Southeasterly direction though Sections 10, 11, 14, and 13; ENTERING Marion County, Illinois in Township 4 North, Range 1 East on the West line of Section 18, thence proceeding in a Easterly direction through Sections 18; 17, and 16, thence proceeding Northerly through Section 16 into Section 9 and thence proceeding in a Easterly direction through Section 9 and 10, terminating at the Marathon tank farm in the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 10.

ICC DOCKET 06-0458

TRANSCANADA KEYSTONE PIPELINE, LP

SECOND PETITION TO REOPEN

ATTACHMENT 2

Legal Description

DESCRIPTION OF TRANSCANADA KEYSTONE PIPELINE, LP'S PROPOSED MAINLINE PIPELINE ROUTE ACROSS THE STATE OF ILLINOIS

ENTERING the State of Illinois at the Illinois-Missouri border on the West line of Section 4, Township 4 North, Range 9 West, of the Third Principal Meridian, Madison County, Illinois, approximately 2250 feet North of the Southwest corner of said Section 4, then proceeding in a Easterly direction through Sections 4, 3 and 2 to the intersection of Buckeye Pipeline Company's Two Rivers pipeline right-of-way located in the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 2 , thence proceeding Easterly through Section 1 to the intersection of Marathon's Woodpat pipeline right-of-way located in the SE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 1, thence proceeding Easterly through Section 1; ENTERING Township 4 North, Range 8 West, Section 6, proceeding in a East-Southeasterly direction through Section 6, thence proceeding Easterly through Section 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 7 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 6 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 5 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Bond County, Illinois in Township 4 North, Range 4 West, on the West line of Section 6, thence proceeding in a East-southeasterly direction through Sections 6, 5, 4, 9, 10, 11, and 12; ENTERING Township 4 North, Range 3 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Township 4 North, Range 2 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Fayette County, Illinois in Township 4 North, Range 1 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, and 9, thence proceeding in a Southeasterly direction though Sections 10, 11, 14, and 13; ENTERING Marion County, Illinois in Township 4 North, Range 1 East on the West line of Section 18, thence proceeding in a Easterly direction through Sections 18; 17, and 16, thence proceeding Northerly through Section 16 into Section 9 and thence proceeding in a Easterly direction through Section 9 and 10, terminating at the Plains Terminal in the SW $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 10.

Legal Description

DESCRIPTION OF TRANSCANADA KEYSTONE PIPELINE, LP'S PROPOSED MAINLINE PIPELINE ROUTE ACROSS THE STATE OF ILLINOIS

ENTERING the State of Illinois at the Illinois-Missouri border on the West line of Section 4, Township 4 North, Range 9 West, of the Third Principal Meridian, Madison County, Illinois, approximately 2250 feet North of the Southwest corner of said Section 4, then proceeding in a Easterly direction through Sections 4, 3 and 2 to the intersection of Buckeye Pipeline Company's Two Rivers pipeline right-of-way located in the SE $\frac{1}{4}$ of the SE $\frac{1}{4}$ of Section 2 , thence proceeding Easterly through Section 1 to the intersection of Marathon's Woodpat pipeline right-of-way located in the SE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 1, thence proceeding Easterly through Section 1; ENTERING Township 4 North, Range 8 West, Section 6, proceeding in a East-Southeasterly direction through Section 6, thence proceeding Easterly through Section 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 7 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 6 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Township 4 North, Range 5 West, on the West line of Section 6, thence proceeding in a Easterly direction through Sections 6, 5, 4, 3, 2, and 1; ENTERING Bond County, Illinois in Township 4 North, Range 4 West, on the West line of Section 6, thence proceeding in a East-southeasterly direction through Sections 6, 5, 4, 9, 10, 11, and 12; ENTERING Township 4 North, Range 3 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Township 4 North, Range 2 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, 9, 10, 11, and 12; ENTERING Fayette County, Illinois in Township 4 North, Range 1 West, on the West line of Section 7, thence proceeding in a Easterly direction through Sections 7, 8, and 9, thence proceeding in a Southeasterly direction though Sections 10, 11, 14, and 13; ENTERING Marion County, Illinois in Township 4 North, Range 1 East on the West line of Section 18, thence proceeding in a Easterly direction through Sections 18; 17, and 16, thence proceeding Northerly through Section 16 into Section 9 and thence proceeding in a Easterly direction through Section 9 and 10, terminating at the Marathon tank farm Plains Terminal in the SWSE $\frac{1}{4}$ of the SESW $\frac{1}{4}$ of Section 10.

ICC DOCKET 06-0458

TRANSCANADA KEYSTONE PIPELINE, LP

SECOND PETITION TO REOPEN

ATTACHMENT 3

Illinois Tracts Added Since Exhibit 9.2 - January 31, 2008

Tract Number				Type	TractShortLegalDesc	PartyName	PartyAddress
ML	IL	MD	4959.002.1	DIR	NW PT S1/2	MARATHON PETROLEUM COMPANY LLC	539 S MAIN STREET FINDLAY, OH 45840
ML	IL	MD	5012.001	DIR	PT SE4 02-T-04-N-R-5-W	JOHN G. HELMKAMP, JR. FLOSSIE E. HELMKAMP	PO BOX 486 EAST ALTON, IL 62024
ML	IL	MD	5012.003.02	DIR	PT SW4 01-T-4N-R-9W	FLOWERS LAND PARTNERSHIP	R 2 BOX 269 CARROLLTON, IL 62016
ML	IL	MD	5012.003.03	DIR	SW4 01-T-4N-R-9W	ZIMMERMAN FAMILY LAND TRUST	10100 BEELER LANE ST JACOB, IL 62281
ML	IL	MD	5012.003.04	DIR	PT SE4 01-T-04-N-R-9-W	VILLAGE OF ROXANA	400 S CENTRAL AVE ROXANA, IL 62084
ML	IL	MD	5012.003.05	DIR	PT SE4 01-T-4N-R-9W	WILLAREDT ACRES INC Atten: NANCY KROCKEBERG	8606 BERTELS ROAD DORSEY, IL 62021
ML	IL	MD	5012.003.06	DIR	PT SW4 06-T-4N-R-8W	MISSOURI PACIFIC RR	210 N. 13TH ST. LOUIS, MO. 63103
ML	IL	MD	5012.003.08	DIR	PT SEC 06-T-04-N-R-8-W	KELLER EXCAVATING LLC	13 COUGAR DR GLEN CARBON, IL 62034
ML	IL	MD	5012.003.09	DIR	PT E2 06-T-04-N-R-8-W	WILLAREDT ACRES INC Atten: NANCY KROCKEBERG	8606 BERTLES ROAD DORSEY, IL 62021
ML	IL	MD	5012.003.10	ADJ	PT SE4 06-T-04-N-R-8-W	ROXANA LANDFILL, INC.	4600 CAHOKIA CREEK ROAD ROXANA, IL 62084
ML	IL	MD	5012.003.11	DIR	PT SW4 05-T-04-N-R-8-W	ROXANA LANDFILL, INC.	4600 CAHOKIA CREEK ROAD ROXANA, IL 62084
ML	IL	MD	5031	ADJ	PT SW4 03-T-04-N-R-8-W	TERRY SCHEIBAL	405 B EAST VANDALIA ST. EDWARDSVILLE, IL 62025
ML	IL	MD	5036.1.001	DIR	PT SEC 1-T-04-N-R-8-W	MADISON COUNTY MASS TRANSIT DISTRICT Attn. Mr. Cain	1 TRANSIT WAY GRANITE CITY, IL 62040
ML	IL	MD	5036.1.003	DIR	PT NW4 01-T-04-N-R-8-W	DELMAR A SCHOENLEBER MARCELLA C SCHOENLEBER	4621 STATE ROUTE 157 EDWARDSVILLE, IL 62025
ML	IL	MD	5036.1.004	DIR	PT NE4 02-T-04-N-R-8-W	GEORGE JAYNES	4635 NORTH STATE ROUTE 157 EDWARDSVILLE, IL, 62025
ML	IL	MD	5043.1	DIR	PT SW4 06-T-04-N-R-7-W	CONRAD F BAUER Atten: TRUST	4585 ZIKA LANE EDWARDSVILLE, IL 62025
ML	IL	MD	5048.002	ADJ	PT SW4 5-T-04-N-R-7-W	THOMAS E. SCHOFIELD NANCY A. SCHOFIELD	4501 N. PERADOTTI ROAD EDWARDSVILLE, IL 62025
ML	IL	MD	5048.003	DIR	PT SW4 05-T-04-N-R-7-W	ROBERT H SCHUH	4645 N PERADOTTI ROAD EDWARDSVILLE, IL 62025
ML	IL	MD	5048.003.1	DIR	PT SW4 05-T-04-N-R-7-W	RICHARD SCHUH AND ALICE J. SCHUH	4651 N PERADOTTI ROAD EDWARDSVILLE, IL 62025
ML	IL	MD	5051.1	DIR	PT SW4 04-T-04-N-7-W	MADISON COUNTY MASS TRANSIT DISTRICT Attn. Mr. Cain	1 TRANSIT WAY GRANITE CITY, IL 62040
ML	IL	BD	5108	ADJ	PT NE4 07-T-04-N-R-4-W	RALPH JR VON BOKEL	311 FREYS MEADOWS AVE POCAHONTAS, IL 62275
ML	IL	BD	5127	DIR	PT NW4 12T-4-N-R-4-W	DEBRA J WEISS GARY L WEISS	502 SUGAR LOAF ROAD GREENVILLE, IL 62246
ML	IL	BD	5134.2	DIR	PT SE4NE4, N 11/2ACRES OF THE SE4 AND PT OF THE SW4NE4	ROBERT S. WUKOVICH, JR. JENNIFER A. WUKOVICH	889 DOLLS ORCHARD ROAD GREENVILLE, IL 62246
ML	IL	BD	5140.003	DIR	PT NW4 10-T-04-N-R-3-W	LONIS L. GRUEN	492 OLDE CABIN ROAD GREENVILLE, IL 62246
ML	IL	BD	5140.005	DIR	PT NE4 10-T-04-N-R-3-W	ROBERT L. PIZZO	1176 LAKE LOLA AVE. GREENVILLE, IL 62246
ML	IL	BD	5140.006	DIR	PT NE4 10-T-04-N-R-3-W	JEFFERY JENNE	7404 LINDENBROKER ROAD WORDEN, IL 62097

Illinois Tracts Added Since Exhibit 9.2 - January 31, 2008

Tract Number				Type	TractShortLegalDesc	PartyName	PartyAddress
ML	IL	FY	5180.1	DIR	PT 07-T-04-N-R-1-W	USA Atten: Lynn Hoerner, Real Estate Specialist, Corps of Engineers	RT2, BOX 233 VANDALIA, IL 62471
ML	IL	MR	1583.17.4	DIR	SE4 OF THE SE4 OF SEC. 9 T4N R1E	ALAN B. ERVIN, A SINGLE PERSON	601 S. A. HIGHWAY 51 VERNON, ILL 62892
ML	IL	MR	5183.17.5	DIR	SE4 OF THE SW4 OF SEC. 10 T4N R1E	MARATHON PETROLEUM COMPANY LLC	539 S. MAIN FINDLEY, OHIO 45840
ML	IL	MR	5183.17.6	DIR	PT S2 SE4 SEC 10 T-04-N R-1-E	PLAINS MARKETING L.P.	333 CLAY STREET, SUITE 1600 Houston, TX 77002

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that he caused copies of the "Second Petition of TransCanada Keystone Pipeline, LP Requesting the Commission to Re-Open the Docket and Issue and Amendatory Order Authorizing an Extension of the Keystone Pipeline and Use of Eminent Domain to Acquire Easements on Additional Tracts of Land to be Crossed by the Keystone Pipeline" to be served on the persons on the attached Service List by e-mail on February 14, 2008.

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