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STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ENTERPRISE TE PRODUCTS PIPELINE COMPANY LLC	)	
	)	Docket No. 12-0424
Application for Certificate of Pipeline Authority for Enterprise TE Products Pipeline Company LLC and Cancellation of the Certificate of TE Products Pipeline Company, Limited Partnership	)	

AGREED UPON DRAFT ORDER

I. INTRODUCTION AND PROCEDURAL HISTORY

In this proceeding, Enterprise TE Products Pipeline Company LLC ("Enterprise" or "Applicant") filed with the Illinois Commerce Commission ("Commission") an application for the issuance of a Certificate of Good Standing and the cancellation of the existing certification of TE Products Pipeline Company, Limited Partnership ("TE Products") pursuant to Section 15-401 of the Common Carrier by Pipeline Law, 220 ILCS 5/15-401 ("CCPL"), which is part of the Public Utilities Act, 220 ILCS 5/1-101, et seq. ("PUA" or "Act").

Pursuant to due notice, a pre-hearing conference was held in this matter before a duly authorized Administrative Law Judge of the Commission at the offices of the Commission in Chicago, Illinois. Counsel for Enterprise and the Commission Staff ("Staff") appeared and participated in the hearing. During the pre-hearing conference, Staff stated that having reviewed Enterprise's responses to a data request, it concluded that it found no reason to dispute Enterprise's requests and did not deem a full hearing to be necessary. Accordingly, a schedule for the submission of a proposed order was established.

II. STATUTORY PROVISIONS

Section 15-401(a) of the Act states:

> No person shall operate as a common carrier by pipeline unless the person possesses a certificate in good standing authorizing it to operate as a common carrier by pipeline.

Section 15-401(b) of the Act states:

> Requirements for issuance. The Commission, after a hearing, shall grant an application for certificate authorizing operations as a common carrier by pipeline in whole or in part, to the extent that it finds that the application was properly filed; a public need for the service exists; the applicant is fit, willing, and able to provide the service in compliance with this Act, Commission regulations, and

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orders; and the public convenience and necessity requires the issuance of the certificate.

III. BACKGROUND AND RELIEF REQUESTED

Enterprise is a Texas Limited Liability Company; its business address is 1100 Louisiana, Suite 1000, Houston, Texas 77002. Enterprise operates as a subsidiary of Enterprise Products Partners L.P. and is controlled by its Sole Manager, Enterprise GP LLC. Enterprise has been admitted to transact business in Illinois by the Illinois Secretary of State and owns pipelines in Illinois. (Application at 1-2.)

Specifically, Enterprise owns pipelines used for the transportation of petroleum products in Will, Union, Pope, Johnson, and Massac Counties in Illinois. These pipelines were originally constructed and operated by Trans-Ohio Pipeline Company ("Trans-Ohio"), which was granted certificates of public convenience and necessity authorizing the construction and operation of pipelines for the transportation of petroleum products in Docket No. 57843, Docket No. 59446, and Docket No. 56618. These pipelines included segments that run (a) from a point near Monee, Illinois to a point near Joliet, Illinois; (b) from a point near Lick Creek, Illinois to Calvert City, Kentucky; (c) from Manhattan, Illinois to a point near Romeoville, Illinois; and (d) from Cape Girardeau, Missouri to Griffin, Indiana. (Application at 2.)

By Order of December 16, 1998 in Docket No. 98-0543, the Commission canceled and annulled the certificates previously granted to Trans-Ohio and issued a Certificate in Good Standing to TE Products Pipeline Company, Limited Partnership ("TE Products"). TE Products had acquired all of the assets of Trans-Ohio and was operating the pipelines previously operated by Trans-Ohio. In that Order, the Commission found that TE Products had the requisite financial resources, knowledge, and experience to operate those pipelines in a safe and efficient manner and was otherwise fit, willing, and able to operate the assets to serve a public need for the transportation of petroleum products. (Application at 2-3.)

TE Products operated these pipelines until June 30, 2007 when TE Products, a Delaware limited partnership, was converted into a Texas limited partnership under the same name. The Texas limited partnership was then merged with and into TE Products Pipeline Company, LLC on the same day. Then on March 25, 2010, TE Products Pipeline Company, LLC changed its name to Enterprise TE Products Pipeline Company LLC. Thus, Enterprise has been operating the pipelines since June 30, 2007, first under the name TE Products Pipeline Company, LLC and subsequently under its current name, Enterprise TE Products Pipeline Company LLC. Through oversight, when Enterprise acquired the pipelines formerly operated by TE Products, it failed to seek a certificate from the Commission to authorize its assumption of the responsibility for operating and maintaining the pipelines. (Application at 3.)

In the instant proceeding, Enterprise seeks a Certificate of Good Standing pursuant to Section 15-401 of the Common Carrier by Pipeline Law authorizing Enterprise to continue the operation of the pipelines previously certificated to TE Products and the cancellation of the certificate previously granted to TE Products. Applicant states that its operation of these pipelines will be consistent in all respects with their operation by TE Products. Furthermore, no

new facilities are planned other than as may be required for the maintenance, repair, and replacement of facilities currently installed. There will be no acquisition of right-of-way, no new construction, and no significant changes in the manner in which the pipelines are being operated. The Commission's granting of a certificate will not result in any additional environmental impact or impact on traffic safety, road construction, other transportation issues, conservation areas, forest preserves, wildlife preserves, wetlands, other natural resources, or property values. The pipelines will continue to serve the people of Illinois and will satisfy the public need for common carrier transportation of petroleum products. (Application at 3-4.)

IV. FIT, WILLING AND ABLE

Enterprise presented evidence intended to show that it is "fit, willing, and able to provide the service in compliance with the Act, Commission regulations and orders" within the meaning of Section 15-401(b) of the Act. No intervenors contend otherwise, and Staff's position is that Enterprise is fit, willing, and able to operate the pipelines.

Enterprise owns and operates a 4,300-mile pipeline system that runs through twelve states. Two parallel pipelines extend from the Texas Gulf Coast to a terminal near Lick Creek, Illinois and then to Seymour, Indiana, providing storage and delivery services for both refined petroleum branches north into Will County, Illinois to a point near Monee, Illinois. From Monee, a 6-inch pipeline runs westward through Manhattan to a point near Joliet, Illinois. From Manhattan, a 6-inch pipeline branches northward to a point near Romeoville, Illinois. Enterprise's operating revenues during 2010 exceeded $305 million, its income exceeded $50 million, and its total assets exceeded $808 million. (Application at 4.)

V. PUBLIC NEED/PUBLIC CONVENIENCE AND NECESSITY

Furthermore, Enterprise presented evidence that there is a public need for the services that its pipelines provide. In Docket No. 98-0543, the Commission found that such a need exists, and that public need continues. (Application at 4.)

VI. FINDINGS AND ORDERING PARAGRAPHS

The Commission, having considered the entire record, is of the opinion and finds that:

1. Enterprise is a Texas Limited Liability Company authorized to conduct business in the State of Illinois;

2. the Commission has jurisdiction over the parties hereto and the subject matter hereof;

3. the recitals of fact and conclusions reached in the prefatory portion of this Order are supported by the record and are hereby adopted as findings of fact;

4. within the meaning of Section 15-401(b) of the Common Carrier By Pipeline Law, the application was properly filed; there is a public need for the services

provided by the pipelines identified herein; the Applicant is fit, willing, and able to provide service in compliance with this Act, Commission regulations, and orders; and the public convenience and necessity require issuance of a certificate of good standing to the extent approved herein; accordingly, a certificate of good standing authorizing Applicant to operate as a common carrier by pipeline should be granted;

5. in reaching its conclusions in this proceeding, the Commission has considered all evidence presented including that enumerated in Section 15-401(b) of the Common Carrier By Pipeline Law;

6. the authority to operate the identified pipelines shall be subject to the conditions imposed in the prefatory portion of this order;

7. Applicant shall comply with the Common Carrier By Pipeline Law.

IT IS THEREFORE ORDERED by the Illinois Commerce Commission that Enterprise TE Products Pipeline Company LLC should be, and is hereby, granted a Certificate of Good Standing pursuant to Section 15-401 of the Common Carrier By Pipeline Law to operate as a common carrier by pipeline and the previously issued certificate of TE Products Pipeline Company, Limited Partnership is hereby cancelled. Said Certificate of Good Standing for Enterprise shall be the following:

CERTIFICATE OF GOOD STANDING

IT IS HEREBY CERTIFIED, subject to the conditions imposed in this order, that Enterprise TE Products Pipeline Company LLC is authorized, pursuant to Section 15-401 of the Common Carrier By Pipeline Law, to operate and maintain the pipelines as described in this order and to operate as a common carrier by pipeline.

IT IS FURTHER ORDERED that Enterprise is required to comply with Findings (6) and (7) above, and other conditions set forth in this Order.

IT IS FURTHER ORDERED that the certificate previously issued to TE Products Pipeline Company, Limited Partnership is cancelled.

IT IS FURTHER ORDERED that subject to the provisions of Section 10-113 of the Act and 83 Ill. Adm. Code 200.880, this Order is final; it is not subject to the Administrative Review Law.

By proposed order of the Administrative Law Judge this 1st day of October, 2012.

Administrative Law Judge

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Angela M. Weis hereby certifies the following under penalties of perjury:

I am over the age of 18 years, not a party to this action and employed by Sidley Austin LLP, located at One South Dearborn, Chicago, IL 60603.

On the 18th day of October, 2012, I served a true and correct copy of the agreed upon draft order upon Elizabeth A. Rolando, Chief Clerk, Illinois Commerce Commission, 527 East Capitol Avenue, Springfield, Illinois 62701 by delivering a true and correct copy of the aforementioned document to an overnight courier (FedEx) for delivery the next day to wit: October 19, 2012.

Dated this 18th day of October, 2012, at Chicago, Illinois.

Angela M. Weis

Angela M. Weis