STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

ENBRIDGE ENERGY PARTNERS, L.P. and ENBRIDGE ENERGY, LIMITED PARTNERSHIP	)	
	)	06-0470
APPLICATION FOR CERTIFICATE IN GOOD STANDING	)	(Reopen)

ORDER ON REOPENING

By the Commission:

On April 25, 2013, Enbridge Energy Partners, L.P. and Enbridge Energy, Limited Partnership (hereinafter "Enbridge"), filed a verified motion with the Illinois Commerce Commission ("Commission") requesting the Commission reopen Docket 06-0470 to amend the ORDER entered in this docket on April 4, 2007 to construct, operate and maintain the Line 61 pipeline, which is also known as the "Southern Access Pipeline." Specifically, the motion requested the Commission to reopen the docket and amend the Commission's ORDER to authorize them to construct, operate, and maintain three (3) electrically powered pumping stations as additions to said pipeline. Enbridge stated the new facilities are needed and necessary to enhance the pipeline's capacity to carry sufficient supplies of crude oil to meet the public need for and convenience in an adequate supply of refined petroleum products. Enbridge did not seek authority to install additional pipe outside the stations nor did it seek eminent domain authority. The motion was filed pursuant to Section 10-113 (220 ILCS 5/10-113) and Section 8-503 (220 ILCS 5/8-503) of the Public Utilities Act (the "Act").

Based upon a review of the verified motion and other documentation provided to the Commission Staff and the parties that intervened in the initial proceeding, no objections were filed to Enbridge's prayer for relief requested in the Motion to Reopen and Amend Order to Afford Authority to Construct Pumping-Capacity Additions to the Southern Access Pipeline. The Administrative Law Judge reviewed the foregoing and found all of the facts necessary for the Commission to grant the requested relief were contained in the motion. Therefore, the Administrative Law Judge granted Enbridge's request to waive the hearing and the record was later marked "Heard and Taken".

Enbridge's Position

Enbridge Energy Partners, L.P. is a Delaware master limited partnership which owns Enbridge Energy, Limited Partnership and which has its principal office in Houston, Texas. Both entities, hereinafter "Enbridge," are authorized to conduct business in the State of Illinois;

Enbridge was authorized in Dkt. No. 06-0470 to construct, operate, and maintain the subject pipeline. ORDER, April 4, 2007. That pipeline is a 42-inch outside diameter liquid petroleum pipeline that is an integral part of Enbridge's "Lakehead System." Line 61 originates at Enbridge's Superior, Wisconsin Terminal facility and traverses Wisconsin to enter Illinois in Boone County and continues on to Enbridge's Flanagan Terminal near Pontiac, Illinois. Pursuant to this Commission's ORDER of April 4, 2007, Line 61 was constructed and placed into commercial service in early 2008. Its transport capacity upon commissioning was 400,000 barrels-per-day ("bpd") of crude petroleum, which remains its capacity as of this date. As constructed, Line 61 was not equipped with pumping stations in Illinois as sufficient pump capacity was located in Wisconsin at Enbridge's Superior Terminal and the Vesper and Delevan pumping stations to move the initial volumes presented for transport into Illinois.

Post construction, Line 61 rapidly reached capacity as shippers presented for transport ever-increasing volumes of crude oil produced from Canadian fields in western Alberta and American sources in the Williston Basin area, primarily from North Dakota. This situation developed from the combination of increasing supplies of crude in both Canada and North Dakota and the growing preference and desire of American refineries for increased quantities of secured-sourced North American crude oil. As Midwestern and other refineries shifted their preferences from off-shore sources to domestic supplies, the transport demands on Enbridge's pipeline system grew substantially. To meet this need, Enbridge in recent years has undertaken numerous improvements to its Lakehead System, including acting to add pumping capacity to the Wisconsin segment of Line 61 sufficient to raise capacity to 560,000 bpd. Thus new pumps and related equipment are being added at the Superior Terminal and the Delevan and Vesper stations and an entirely new station will be constructed adjacent to the pump station near Sheldon, Wisconsin. Modifications and upgrades are also planned for the Flanagan Terminal.

Subsequent to the ORDER in this docket, affiliates of Enbridge have been authorized by the Commission to construct and operate additional pipelines to transport crude oil from the Flanagan Terminal to various Midwestern and southern markets to supply the nation's need for crude oil to produce refined petroleum products. Thus in Docket No. 07-0446, Enbridge Pipelines (Illinois) L.L.C. was certificated to construct the Southern Access Extension Pipeline to transport crude from the Flanagan Terminal to Patoka, Illinois for ultimate delivery to Illinois and southeastern refineries. ORDER, Dkt. No. 07-0446, July 8, 2009. Similarly, in Docket No. 12-0347, Enbridge Pipelines (FSP) L.L.C. was authorized to construct and operate the Flanagan South Pipeline to enhance transportation of crude to the Cushing, Oklahoma pipeline hub from which oil can move to Gulf Coast and Texas refineries. ORDER, Dkt. No. 12-0347, February 14, 2013. As well, in Docket No. 13-0134, Enbridge Energy, Limited Partnership has pending before the Commission an application for certification of a new, 77-mile pipeline -- Line 78 -- extending from the Flanagan Terminal to Enbridge system facilities in northwest Indiana to enhance capacity to move crude arriving at Pontiac to northern Illinois, northwestern Indiana, and other eastern states and provinces. "Application," February 15, 2013, Dkt.

No. 13-0134. These pipelines, as found and shown in the referenced dockets, are needed to provide transport for the increasing volumes of North America-sourced crude demanded by refineries nationwide to provide refined products for the public. To meet such public needs, ever-greater volumes of crude are being presented for movement to the Flanagan Terminal, which means the capacity of Line 61 must be enhanced.

Although the Commission's April 4, 2007 ORDER authorized two pumping stations in Illinois for the Southern Lights Pipeline -- the companion diluents pipeline authorized in Docket No. 06-0470 -- it did not encompass pumping stations and facilities for Line 61 because, as noted, adequate pumping capacity then existed in Wisconsin. However, Enbridge has now determined that in addition to the improvements scheduled for Wisconsin, three new pumping stations plus related facilities and systems are needed in Illinois to raise Line 61 to its ultimate design capacity of 1.2 million bpd. This can be done without installing new or larger pipe by enhancing the line's pumping capacity. Thus Enbridge plans to build a new "Belvidere Station" near Union in Boone County, a new "DeKalb Station" near Bristol in DeKalb County, and a new "Ottawa Station" near Ottawa in LaSalle County. See Exhibit A (Line 61 Upgrade Project, Illinois Location Map). The Belvidere Station will be equipped with three (3) 6000 HP electrically powered pump units and the DeKalb Station and the Ottawa Station will each have four (4) 6000 HP units. Each station will encompass a shelter for the pumps, electrical service buildings and substations, an operations/maintenance facility, valves connecting the pump station to the pipeline (with associated station piping), and perimeter fencing, monitoring equipment, and communications links as well as signage and lighting. Enbridge has secured options to purchase in fee sufficient land for the stations from the landowners owning property on the right-of-way at the proposed station sites: The Belvidere and Ottawa Stations will be approximately forty (40) acres while the DeKalb Station will be twenty-six (26) acres. See Exhibit B (Belvidere Station sketch -- 10 acres developed); Exhibit C (DeKalb Station sketch -- 15 acres developed); and Exhibit D (Ottawa Station sketch -- 10 acres developed).

The cost of the three new pumping stations and related equipment is projected to be approximately $148 million overall, with direct costs (land, procurement, construction) budgeted as $18.9 million for the Belvidere Station; as $25.9 million for the DeKalb Station; and as $26.1 million for the Ottawa Station (the balance is accounted for by allocated, indirect costs). Enbridge has budgeted the necessary funds for these projects: Financing will be provided pursuant to the "Mainline Expansion Funding Arrangement" between Enbridge Inc. and Enbridge Energy Partners, L.P. (one of the petitioners herein) provided and discussed in Docket No. 13-0134. All station work will comply with all applicable federal, state, and industry codes and requirements. It is planned to start construction on the stations in June 2014 and to bring them into service in early 2015 in order to meet transport demand and public need.

Staff and Intervenor Positions

On June 17, 2013, the Administrative Law Judge entered a ruling in the instant proceeding directing Staff and the parties to file responses to the Motion on or before

July 1, 2013 and for Enbridge to file replies thereto on or before July 8, 2013. Neither Staff nor any party filed a response or objection to Enbridge's Motion. In light of this fact, Enbridge requested that its prayer for relief be granted.

Findings and Ordering Paragraphs

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

(1) Enbridge Energy Partners, L.P. is a Delaware master limited partnership which owns Applicant Enbridge Energy, Limited Partnership and which has its principal office in Houston, Texas. Both entities are 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) An amendment to the ORDER entered in this docket on April 4, 2007 to construct, operate and maintain the Line 61 pipeline, which is also known as the "Southern Access Pipeline" specifically to authorize Enbridge to construct, operate, and maintain three (3) electrically powered pumping stations as additions to said pipeline is in the best interest and convenience of the public;

(5) The amendment to the ORDER does not grant Enbridge authority to install additional pipe outside the stations nor does it grant Enbridge eminent domain authority.

(6) Any objections, motions, or petitions filed in this proceeding that remain unresolved should be disposed of in a manner consistent with the ultimate conclusions contained in this Order.

IT IS THEREFORE ORDERED THAT the consent and approval of the Illinois Commerce Commission previously granted to Enbridge Energy Partners, L.P. and Enbridge Energy, Limited Partnership in Docket 06-0470 on April 4, 2007 is modified to authorize Enbridge to construct, operate, and maintain three (3) electrically powered pumping stations as additions to the Line 61 pipeline.

IT IS FURTHER ORDERED that approval continues to be granted to Enbridge Energy Partners, L.P. and Enbridge Energy, Limited Partnership to do any and all other things not contrary to law that are necessary and appropriate for the performance of any and all acts authorized herein.

IT IS FURTHER ORDERED that any objections, motions, or petitions filed in this proceeding that remain unresolved are hereby disposed of in a manner consistent with the ultimate conclusions contained in this Order.

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 Order of the Commission this ____ day of July, 2013.

(SIGNED) DOUGLAS P. SCOTT

Chairman

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

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ENBRIDGE ENERGY, LIMITED	)	
PARTNERSHIP	)	
	)	06-0470
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GOOD STANDING	)	

NOTICE OF FILING

PLEASE TAKE NOTICE that on this date we have filed with the Clerk of the Illinois Commerce Commission, the Draft Order of Enbridge Energy Partners, L.P. and Enbridge Energy, Limited Partnership, in the above-captioned matter.

ENBRIDGE ENERGY PARTNERS, L.P. and
ENBRIDGE ENERGY, LIMITED PARTNERSHIP

By: /s/ G. Darryl Reed
One of Its Attorneys

Dated: July 16, 2013

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CERTIFICATE OF SERVICE

I, G. Darryl Reed, an attorney, certify that I caused copies of the Draft Order of Enbridge Energy Partners, L.P. and Enbridge Energy, Limited Partnership, to be served on each of the parties listed on the service list via electronic or regular mail, this 16th day of July, 2013.

/s/ G. Darryl Reed
One of Its Attorneys

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06-0470
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