

**STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION**

DAKOTA ACCESS, LLC)
) Docket No. 14-0754
)
APPLICATION PURSUANT TO SECTION 15-401)
OF THE COMMON CARRIER)
BY PIPELINE LAW AND SECTIONS 8-503)
AND 8-509 OF THE PUBLIC UTILITIES ACT)
AND FOR A CERTIFICATE IN GOOD STANDING)
AND RELATED AUTHORITY TO CONSTRUCT AND)
OPERATE A PETROLEUM PIPELINE AS A COMMON)
CARRIER PIPELINE AND WHEN)
NECESSARY TO TAKE PRIVATE PROPERTY AS)
PROVIDED BY THE LAW OF EMINENT DOMAIN)

**DAKOTA ACCESS, LLC’S REPLY TO SP GROUP LANDOWNERS’ RESPONSE TO
DAKOTA ACCESS, LLC’S MOTION FOR ENTRY OF PROTECTIVE ORDER**

Dakota Access, LLC (“Dakota Access”) submits this Reply to SP Group Landowners’ Response to Dakota Access’s Motion for Entry of Protective Order, and states:

1. On January 26, 2015, Dakota Access filed its Motion for Entry of Protective Order (“Dakota Access’s Motion”).
2. The deadline for any party to file a response to Dakota Access’s Motion was February 2nd, 2015.
3. There has been only one Response to Dakota Access’s Motion, the Response filed by the SP Group Landowners.
4. SP Group Landowners propose two minor revisions to the proposed protective order. As noted in SP Group Landowners’ Response, counsel for SP Group Landowners and counsel for Dakota Access discussed and came to agreement on the two proposed revisions to the proposed protective order.
5. To implement the two specific changes proposed by SP Group Landowners, Dakota Access, the proposed protective order should be changed as follows:

- a. In paragraph 4, the phrase “transmission of electrical energy” should be changed to “transmission of energy.”
- b. In paragraph 12, in the third line, “two (2) years from the date this Protective Order was issued” should be changed to “two (2) years from the date of the Commission’s final order in this docket;” and in the seventh and eighth lines, “two (2) years from the date of the Protective Order” should be changed to “two (2) years from the date of the Commission’s final order in this docket.”

6. The revised proposed protective order is attached hereto as **Attachment A** with the above-described revisions shown in legislative style.

WHEREFORE, for the reasons set forth above, Dakota Access, LLC respectfully requests entry of the revised proposed protective order, Attachment A hereto.

Respectfully submitted,

DAKOTA ACCESS, LLC

By /s/ Owen E. MacBride

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ATTACHMENT A

**STATE OF ILLINOIS
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PROPOSED PROTECTIVE ORDER

In the course of this proceeding, the parties and their attorneys may receive certain confidential or confidential and proprietary information by way of documents, testimony, answers to discovery requests, through informal discussions, or through another method of recording or transmitting information, including but not limited to any electronic, e-mail, or other computer-related communication. To protect against the inappropriate use or disclosure of such information and materials and to facilitate disclosure in this case, it is hereby ordered, pursuant to Sections 4-404 and 5-108 of the Public Utilities Act (the "Act"), 220 ILCS 5/4-404, 5-108, and 83 Illinois Administrative ("Ill. Adm.") Code §200.430, as follows:

Process for Designation of Information

1. Where any party believes in good faith that a specific document that it will produce contains information that is entitled to protection as confidential or confidential and proprietary under the law, that party ("Producing Party") shall identify such information by marking such information "Confidential," "Confidential & Proprietary" or "Critical Energy Infrastructure Information" ("CEII"), signifying that the Producing Party has in good faith made a legal and factual determination that the information is as described. The Producing Party shall visually distinguish such information from other information appearing in the same document. If any document contains both confidential and non-confidential information, only the specific portions of the document containing information that the Producing Party considers to be Confidential, Confidential & Proprietary or CEII shall be marked as such. Where any Producing Party believes in good faith that specific information it will convey orally includes information that is entitled to protected treatment under the law, that Producing Party shall identify such information by stating that it is "Confidential," "Confidential & Proprietary" or "CEII",

signifying that the Producing Party has made a legal and factual determination that confidential information will be, or has been, conveyed. The Producing Party shall also provide written confirmation within three business days of such communication to all recipients that “Confidential,” “Confidential & Proprietary” or “CEII” information was conveyed. The written confirmation need only generally indicate that “Confidential,” “Confidential & Proprietary” or “CEII” information was provided without repeating the substance of the communication. Each specific document so marked or specific information so identified will be referred to hereafter as “Confidential Information.” Information so designated shall be afforded all protections given to Confidential, Confidential & Proprietary and CEII information set forth in Paragraphs 5 through 18 of this protective order (this “Order”), as applicable, unless and until a contrary ruling is made by the Administrative Law Judge(s) (“ALJ”) or the Illinois Commerce Commission (the “Commission”).

2. “Confidential” as used herein is non-public information maintained by a party in confidence in the ordinary course of business (and which such party seeks to maintain in confidence) and that falls into one or more of the following descriptive categories:

- a. trade secrets and commercial or financial information of a person or entity where the trade secrets or information are proprietary or privileged;
- b. private personnel information, except for executive compensation already disclosed in Securities and Exchange Commission filings; and
- c. such other categories of documents and information as are recognized as confidential under applicable law, by ruling of the ALJs, or by order of the Commission in this proceeding.

Nothing shall be considered Confidential if it is viewable from public locations, has been publicly disclosed previously, or lawfully received from other sources.

3. “Confidential & Proprietary” as used herein consists of trade secrets and commercial or financial information of a person or entity pertaining to its costs or pricing or which is otherwise competitively sensitive, non-public financial information of third parties, and customer specific information.

4. “Critical Energy Infrastructure Information” includes materials concerning critical infrastructure, the disclosure of which could adversely affect public safety and/or security; such “Critical Energy Infrastructure Information” relates to the transmission of ~~electrical~~ energy and could be useful to a person in planning an attack on critical infrastructure. 18 C.F.R. §388.113.

Confidential Information

5. Commission members and Commission employees, including Staff witnesses, are governed by Sections 4-404 and 5-108 of the Act and 83 Illinois

Administrative Code Sections 200.430, 200.605, and 200.1050 regarding the disclosure of Confidential, Confidential & Proprietary and CEII information or documents. Commission members and Commission employees, including Staff witnesses, are not subject to the provisions of this document including, but not limited to, the provisions set forth in Paragraphs 7, 8, 11, and 13.

6. Subject to rights to challenge any Confidential, Confidential & Proprietary and CEII designations made by a Producing Party described herein, no information or document that is produced and designated as Confidential nor any information contained therein or obtained therefrom, shall be delivered, exhibited, or disclosed to any person (other than Commission officers and employees and retained experts (i.e., independent experts hired by the Commission), who has not read this Order, signed Form 1, attached hereto, and delivered Form 1 to the Producing Party, and only such persons who have signed and delivered Form 1 to the Producing Party may access Confidential Information in a virtual data room or virtual discovery room maintained by the Producing Party.

7. Persons who comply with Paragraph 6 above shall use or disclose the Confidential Information only in preparation for and conduct of this proceeding, and then solely as provided in this Order, and shall take all reasonable precautions to keep the Confidential Information secure in accordance with the purposes and intent of this Order. This includes appropriate precautions to prevent the unauthorized transfer of information in any type of electronic format. All Confidential Information produced or exchanged in the course of this proceeding shall be used solely for the purpose of this proceeding or any appeal arising therefrom.

8. Parties may make Confidential Information available only to those who need access to the information to prepare for this proceeding and who have executed the attached Form 1 as provided in Paragraph 6 above. The number of copies (this includes the dissemination of information in an electronic format including, but not limited to, e-mail transmission) of any Confidential Information made by a party shall not exceed the number of individuals associated with that party that have executed the attached Form 1, unless the Producing Party otherwise agrees in writing. The Producing Party, at its election, may provide a party with copies equal to the number of individuals for that party that have executed Form 1, in which event, additional copies (this includes the electronic scanning of documents or dissemination of electronic documents via e-mail or by other means of electronic sharing, such as placing electronic documents on a shared access network) shall not be made unless the Producing Party otherwise agrees in writing. Parties shall notify the Producing Party of the identity of each person to whom a copy will be disseminated.

9. If a party inadvertently produces information not marked "Confidential," "Confidential & Proprietary" or "CEII," as applicable, and the Producing Party subsequently notifies the recipient (and confirms in writing) that such information is Confidential, Confidential & Proprietary or CEII, the receiving party will treat such information as identified by the Producing Party in accordance with the provisions of this Order and will use its best efforts to recall or retrieve any such information that has been

distributed not in accordance with this Order. This paragraph does not waive the receiving party's right under this Order to challenge subsequently such designation on its merits under Paragraph 14 of this Order.

10. In the event that any party seeks to use or uses any Confidential Information in testimony, exhibits, discovery responses, cross-examination, briefs or other documents to be filed in this proceeding, the following shall apply:

- a) The testimony, exhibits, discovery responses, cross-examination, briefs or other documents containing Confidential Information shall be treated as confidential. Confidential versions of the documents containing Confidential Information shall be served only on applicable Commission employees and the attorneys for the parties granted access to the Confidential Information pursuant to this Order. This includes, but is not limited to, the service of documents in electronic formats (such attorneys may distribute Confidential Information so received as provided herein);
- b) The pages containing Confidential Information shall be clearly marked and the cover of the testimony or other documents shall indicate that Confidential Information is contained within the document inside. In the case of electronic data or documents, such designation shall be made by including "Confidential" or "Proprietary" in the name of the file containing Confidential Information and in the label of the other media containing electronic data;
- c) All Confidential Information shall be redacted from the copies of such testimony, exhibits, discovery responses, briefs or other documents including electronic documents and e-mail that may be provided to individuals and their attorneys who are not granted access pursuant to this Order;
- d) When a party seeks to file, either electronically or in paper, a document containing Confidential Information, it must file a public redacted version of such document for public viewing and an unredacted Confidential version with the Commission in accordance with Section 200.430(d) of Part 200.83 Ill. Admin. Code § 200.430(d). If a document contains both public information and Confidential Information, only the specific portions of the document considered confidential by the Producing Party shall be redacted from the public version of the document, consistent with Section 200.605 of Part 200. If the filing is made electronically via the e-Docket system, the public and Confidential versions shall be served in accordance with Section 200.1050(b) of Part 200; and
- e) Each Producing Party will maintain a list of all persons granted access to Confidential Information pursuant to this Order, and will make that list available to other parties upon request.

11. If at any time another court, administrative agency, person, or entity subpoenas, requests or orders production of Confidential Information or documents containing the same, the party receiving the subpoena, request, or order shall promptly notify the Producing Party of that fact and provide the Producing Party with an opportunity to seek appropriate remedies in order to adequately protect the release of any Confidential Information.

12. The portion of the Commission's record that is Confidential Information (paper and electronic) shall be treated as Confidential Information by the Commission for a period of two (2) years from the date ~~this Protective Order was issued~~ [of the Commission's final order in this docket](#), unless such period shall be extended at some future time pursuant to applicable Commission rules; provided, that a Producing Party may by motion request a ruling by the ALJ or the Commission that particular items of information in the Commission's record shall be protected as Confidential, Confidential & Proprietary or CEII for a period longer than two (2) years from the date ~~this Protective Order was issued~~ [of the Commission's final order in this docket](#), if supported by a showing of good cause, and if such request is granted, the confidential portion of the Commission's record (paper and electronic) shall be treated as Confidential Information by the Commission for the period specified in the ruling of the ALJ or the Commission. All Confidential, Confidential & Proprietary and CEII information disclosed in this proceeding but not made part of the Commission's record shall be treated as Confidential, Confidential & Proprietary or CEII, as applicable, in accordance with this order for a period of five (5) years from the date that the Commission's final order in this proceedings was entered, or for such other period as is agreed to by affected parties, unless such period shall be extended at some future time pursuant to applicable Commission rules.

13. After the Commission order in this proceeding becomes final and no longer subject to appeal or to further appeal, all persons possessing Confidential Information or copies of documents containing Confidential Information (including but not limited to testimony, exhibits, transcripts, discovery, responses, briefs, e-mails, disks) shall, within thirty (30) days after receiving a written, oral, or electronic request from the Producing Party, return all those materials to the Producing Party or shall destroy the materials and certify in writing to the Producing Party that such materials have been destroyed. Persons receiving Confidential Information shall also destroy all notes, working papers, e-mail, disks and computer or other network memories and other documents containing Confidential Information and shall certify in writing to the Producing Party that such notes, working papers, documents and electronic records have been so destroyed within thirty (30) days after receiving a written, oral, or electronic request from the Producing Party to do the same. However, a party need not affirmatively take steps to destroy information that is automatically stored in back-up electronic systems as long as such information is not otherwise retrieved by such party. Counsel for a party may retain one copy of any such notes, memoranda, working papers or other records containing information obtained or derived from any such Confidential Information ("Retained Information"), for file purposes. Counsel shall continue to abide by the terms of this Order regarding such Retained Information. Applicable periods of protection are addressed elsewhere in this Order.

14. If a party does not agree with the Producing Party's designation of documents and information as "Confidential," "Confidential & Proprietary" or "CEII," the party (the "Challenging Party") shall give the Producing Party reasonable written notice, by e-mail or by U.S. Mail, of the objection. The written notice of objection shall identify the specific documents or portions thereof that are the subject of the challenge. The Producing Party and Challenging Party shall attempt to negotiate a mutually satisfactory resolution of the issue. If the Producing Party continues to believe that the Confidential Information contains information that justifies such designation and in order to preserve the designation, it shall so inform the Challenging Party and file a motion to maintain the designation in response to the Challenging Party's objection(s) to the designation within five (5) business days of receipt of the Challenging Party's objection. A document marked "Confidential," "Confidential & Proprietary" or "CEII" shall be treated as such by all parties during the pendency of any challenge to such designation until the ALJ issues a ruling altering such designation. In a motion to preserve the confidentiality designation of the Producing Party, the Producing Party shall bear the burden to support its designation. The motion in support of the designation shall provide in detail, for each document and/or portion of document under challenge, the basis for seeking Confidential treatment. Parties shall be provided an opportunity to file a written response to such motion.

Confidential & Proprietary Information

15. All Confidential & Proprietary information shall be subject to, and receive all of the protections accorded to Confidential Information by, Paragraphs 1 through 14 above, and shall be subject to and receive the additional protections of this and the following Paragraphs.

16. If the Producing Party reasonably believes that documents or information fall within the definition of "Confidential & Proprietary" in Paragraph 3 above, such that the additional protections below should be provided, the Producing Party shall designate such information "Confidential & Proprietary."

17. In-house counsel, outside counsel, in-house experts who are not involved in the sale to or procurement from the Producing Party of goods and services and are not involved in competitive activities with the Producing Party, and consultants and independent experts retained for purposes of this proceeding, will have access to the Producing Party's Confidential & Proprietary information only after he/she executes and delivers Form 1 attached to this Order in favor of the Producing Party.

18. As to each party, Confidential & Proprietary information shall be disclosed only to (a) its outside counsel of record in this proceeding, its in-house attorneys, and (b) its in-house experts who are not involved in the sale to or procurement from the Producing Party of goods and services and are not involved in competitive activities with the Producing Party, or its independent experts or consultants retained in this proceeding by such party. Confidential & Proprietary information shall not be disclosed to any other employee, consultant, or agent, or any officer or director of such party absent a finding by the Administrative Law Judge(s) pursuant to Paragraph 14 above (i)

that such information is not properly designated as Confidential & Proprietary, or (ii) that such information can be disclosed to specific additional persons subject to such conditions and restrictions as the ALJ shall impose. This Paragraph is also without prejudice to the Producing Party's right to make objections as provided in Paragraph 23 below.

Critical Energy Infrastructure Information

19. All CEII shall be subject to, and receive all of the protections accorded to Confidential information by, Paragraphs 1 through 14 above, and shall be subject to and receive the additional protections of this and the following Paragraphs.

20. If the Producing Party reasonably believes that documents or information fall within the definition of "CEII" in Paragraph 4 above, such that the additional protections below should be provided, the Producing Party shall designate such information "Critical Energy Infrastructure Information" or "CEII."

21. In-house counsel, outside counsel, and other persons entitled to have access to CEII will have access to the Producing Party's CEII information only after he/she executes and delivers Form 1 attached to this Order in favor of the Producing Party.

22. As to each party, CEII information shall be disclosed only to its outside counsel of record in these proceedings, its in-house attorneys, and other persons who are entitled to have access to CEII in accordance with the regulations and procedures of the Federal Energy Regulatory Commission at 18 C.F.R. §388.113. CEII shall not be disclosed to any other employee, consultant, or agent, or any officer or director of such party absent a finding by the Administrative Law Judge(s) pursuant to Paragraph 14 above (i) that such information is not properly designated as CEII, or (ii) that such information can be disclosed to specific additional persons subject to such conditions and restrictions as the ALJ shall impose. This Paragraph is also without prejudice to the Producing Party's right to make objections as provided in Paragraph 23 below.

Other Objections or Information Not Covered By This Order

23. This Order is not intended to describe all materials to which a party may make an objection to production, and nothing in this Order shall prevent a Party from objecting to discovery requests pursuant to the Commission's Rules of Practice or, to the extent applicable, the Illinois Code of Civil Procedure, the Rules of the Supreme Court of Illinois, or other law, including, but not limited to, the relevancy, materiality, or admissibility of any information requested. Likewise, nothing in this Order prevents any Party from seeking review of any designation made by a Producing Party pursuant hereto.

Remedies

24. Provisions regarding liability for damages and penalties resulting from unauthorized disclosure, and the right to pursue compensatory damages for breach, are

not adopted as part of this Protective Order. Affected parties are not precluded from agreeing to such terms and provisions among themselves.

Other

25. Designations of information as “Confidential,” “Confidential & Proprietary” or “CEII” shall be made in good faith. Blanket designations made without consideration of the nature of the specific information being designated shall not be utilized. Nothing in this Order shall limit or supersede any protections applicable to information under other state or federal law.

26. The provisions in the Commission’s Rules of Practice, such as those governing the submission of public redacted versions, and the identification on the proprietary copy of the specific information that has been claimed to be confidential, remain fully applicable.

27. This ruling does not purport to interpret or enforce 220 ILCS 5/4-404 or 5/5-108. This ruling does not purport to preclude the Commission’s Clerk’s Office from using its normal procedures in the handling and protection of confidential or proprietary documents on e-Docket or otherwise. Parties may seek modifications or clarifications of this ruling. This order may be modified where deemed appropriate.

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

DAKOTA ACCESS, LLC) 14-0754

**FORM 1 – CERTIFICATION FOR PRODUCTION OF CONFIDENTIAL INFORMATION,
CONFIDENTIAL & PROPRIETARY INFORMATION AND
CRITICAL ENERGY INFRASTRUCTURE INFORMATION**

I, _____, certify that I am a(n) in-house attorney/outside attorney/consultant/employee/in-house expert/independent expert (circle one) for _____, a party to this proceeding, ICC Docket No. 14-0754, and that I need access to Confidential information, Confidential & Proprietary information and Critical Energy Infrastructure Information, as designated under the Order Regarding Protection of Confidential Information (the "Order"), that will be produced in this proceeding. I have read the Order and agree to abide by all of its terms, unless such terms are altered by the Administrative Law Judge ("ALJ"), at which time the undersigned agrees to be bound by the terms of the Order, as altered and entered by the ALJ. I further certify that the Confidential information, Confidential & Proprietary information and/or Critical Energy Infrastructure Information (as designated under the Order) will be used solely for the purposes stated in, and as set forth in, the Order, and I will not use or disclose Confidential & Proprietary information that I receive in this case to assist or facilitate any competitor, supplier or customer of the Producing Party in decisions or strategies that relate to the sale, purchase, pricing, or marketing the Producing Party's products or services or to competition with the Producing Party's products or services.

Agreed (signature): _____

Name: _____

Title: _____

Employer: _____

Employer's Address: _____

Party Representing: _____

Subscribed and sworn to before me
this __ day of _____, 2015

Notary Public

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that she caused the ICC Docket 14-0574 to be served on each of the persons on the Service List by e-mail on February 4, 2015.

/s/ Alexandra L. Iannessa

Alexandra L. Iannessa

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