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Gilbert P. High, Jr.
Thomas D. Rees
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Eric B. Smith
Richard C. Sokorai
James B. Shrimp
Melissa M. Boyd
William F. Kerr, Jr.
F. Arnold Heller
Stephanie E. Murphy
Mark R. Fischer, Jr.
Joo Y. Park
Keri A. Schantz
Kevin Cornish
Sireen I. Tucker

SPECIAL COUNSEL
David J. Brooman

OF COUNSEL
Marlyn F. Smith
John P. Gregg
Kenneth R. Myers

Sireen I. Tucker
DIRECT EMAIL
stucker@highswartz.com

August 29, 2014

Via Electronic Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

**Re: Petition of Sunoco Pipeline L.P. for a Finding that the
Situation of Structures to Shelter Pump Stations and Valve
Control Stations Is Reasonably Necessary for the
Convenience or Welfare of the Public
Docket No. P-2014-2411966**

Dear Secretary Chiavetta:

Enclosed for electronic filing with the Pennsylvania Public Utility Commission is West Goshen Township's Reply Exceptions in the above-referenced matter, with Certificate of Service attached.

If you have any questions regarding the above, please contact me.

Thank you.

Respectfully,


David J. Brooman

DJB:tlb

Enclosures

cc: Certificate of Service (via email and/or U.S. Mail)
Office of Special Assistants (w/enc)(via email)
Kristen Camp, Esquire (w/enc)
Kenneth R. Myers, Esquire
Sireen I. Tucker, Esquire

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of Sunoco Pipeline L.P. for a :
Finding that the Situation of Structures to :
Shelter Pump Stations and Value Control :
Stations is Reasonably Necessary for the : **DOCKET NO. P-2014-2411966**
Convenience or Welfare of the Public in :
West Goshen Township, Chester County :

WEST GOSHEN TOWNSHIP’S REPLY EXCEPTIONS

STATEMENT OF THE CASE

Sunoco Pipeline L.P. (“SPLP”), one of the largest fully integrated oil companies in the country, is the owner of a very old oil pipeline from Marcus Hook, Delaware County to Pittsburgh, Pennsylvania and beyond, which it acquired from Sun Oil Company. The pipeline was originally installed in 1931 to carry Marcus Hook refinery products to the west, marketing the output of the refinery. This pipeline crosses a portion of West Goshen Township (hereinafter “WGT”) in southeastern Chester County, Pennsylvania.

With the decline of refinery activity in southeastern Pennsylvania, the transportation of oil products from east to west has declined. SPLP ceased using portions of the pipeline and in 2012 SPLP applied for and received authority to abandon pipeline service in segments west of Mechanicsburg. (*See* Application Docket No. A-2013-2371789, Order dated August 29, 2013). SPLP also withdrew the rates on file with the Commission providing for service in those segments of its line.

At the time, SPLP indicated its intention to establish a new service at a future date to transport liquids from west to east, *but did not apply for or receive any service rights to do so.*

The 83 year old pipeline that traverses WGT is an 8-inch line designed and operated for the transportation of oil products at a pressure of approximately 300 pounds per square inch. As the line has gotten older, SPLP has found it necessary to remove and replace individual lengths of the old pipe. Still, the major portion of the pipe today is the very elderly original installation.

In 2012, SPLP announced “Mariner East,” a project to convert the old pipeline and add new pipe and pump stations for the transportation of propane and ethane from west to east, from sources in Ohio (and under its Amended Petition from western Pennsylvania) to the Marcus Hook terminal. There SPLP expects to load the liquids on ships for transportation and sale to northern Europe.¹

SPLP proposes to transport ethane and propane not as gases, but as liquids. To do this, WGT has been informed that SPLP designed its pipeline to operate at 1,300 to 1,400 pounds per square inch pressure.²

Ethane and propane are classified as “Highly Volatile Liquids” under the minimum pipeline safety regulations of the U.S. Department of Transportation.³ If these liquids are released from the pipeline in any volume, large or small, they will rapidly vaporize into a gas. Their volume will increase several hundred-fold. Propane gas and ethane gas are both heavier than air, and will tend to travel along the ground in a manner similar to a stream of water. When this gas stream finds a spark, it will ignite and usually explode.

¹ Petition of Sunoco Pipeline L.P. for a Finding that the Situation of Structures to Shelter Pumping Stations and Valve Control Stations is Reasonably Necessary for the Convenience or Welfare of the Public (“SPLP Petition”), paragraphs 3 and 4 dated March 21, 2014. See also http://articles.philly.com/2014-08-10/business/52624575_1_mariner-east-ethane-ineos-europe.

² See limited information in Amended Petition of Sunoco Pipeline L.P. for a Finding that the Situation of Structures to Shelter Pumping Stations and Valve Control Stations is Reasonably Necessary for the Convenience or Welfare of the Public (“SPLP Amended Petition”), Docket No. P-2014-2411966 (May 8, 2014), FN 3 and Exhibit E.

³ 49 C.F.R. §195.2. Highly volatile liquids becomes gaseous when exposed to the atmosphere. A spillage could create a vapor cloud that could settle into the lower elevation of the ground profile. 49 C.F.R. Part 195 Appendix C.

The risk to health and safety from the transportation of Highly Volatile Liquids by pipeline far exceeds the threat from lighter than air natural gas pipeline operation. The energy stored in these liquids is much greater than the energy in an equal volume of natural gas, and that remains true even after vaporization of the liquids.

SPLP proposes to repurpose its very old pipeline across WGT and to raise the operating pressure to handle the Highly Volatile Liquids. SPLP proposes to establish a new pump station for these liquids at a site it has chosen in WGT.

Although SPLP applied for zoning approval of its proposed pump station building in WGT and initiated hearings before the Township Zoning Hearing Board, it withdrew its application and chose a different legal path. On March 21, 2014, SPLP filed a Petition under the Municipalities Planning Code, 53 P.S. § 10619 (“M.P.C. §619”) and this Commission’s regulations, seeking a ruling exempting it from the need for zoning approval in thirty-one (31) Townships across Pennsylvania, including WGT.

SPLP’s proposed pump station and the aged oil pipeline it seeks to repurpose lie squarely between a quiet residential neighborhood of homes on the west, and U.S. Route 202, a large and vital transportation corridor, on the east. If any material release of propane or ethane were to occur, it could result in the loss of life, personal injury and major property damage in the adjoining neighborhood, and could shut down the transportation corridor.

WGT filed a Petition to Intervene on April 21, 2014. Concerned Citizens of West Goshen Township (“CCWGT”), residents of the area traversed by the aged pipeline, filed an intervention and protest to the SPLP Petition and SPLP Amended Petition. East Goshen Township and others filed in opposition to the SPLP Petition and SPLP Amended Petition. CCWGT submitted

Preliminary Objections and further Preliminary Objections to the SPLP Petition and SPLP Amended Petition.

CCWGT and other parties have raised the issue that the Mariner East project does not qualify as a “public utility” and therefore is not eligible for relief under M.P.C. §619. By ruling dated July 23, 2014 (issued July 30, 2014), Administrative Law Judges David A. Salapa and Elizabeth H. Barnes issued their Initial Decision dismissing the SPLP Petition (“Initial Decision”) holding that SPLP was not a “Public Utility Corporation” pursuant to M.P.C. § 619, and therefore the Commission lacked jurisdiction.

Because the Initial Decision is based primarily on pleadings, prior to hearing, this Brief accepts the facts presented by SPLP as true. This is done without prejudice to any future matter or hearing in which the project or the factual claims might be at issue.

WGT had initiated discovery addressed to SPLP. Its first set of Interrogatories addressed SPLP’s claim that its project is a public utility, a necessary element of any petition under M.P.C. §619. SPLP responded and reference is made in this Brief to public documents in materials there provided.⁴ The information provided by SPLP in discovery regarding its existing certificate authority under the Public Utility Code provides further support for the holding of the Initial Decision that SPLP’s Petition and Amended Petition was properly dismissed.

SUMMARY OF ARGUMENT

WGT is very concerned that the condition of the aged pipeline is unsafe to operate at the pressure needed to carry the volume of Highly Volatile Liquids that SPLP has planned. Because of the proposed location of SPLP’s facilities, the Township submits that the project as designed raises

⁴ The Answers to Interrogatories submitted by SPLP are identified as “WGT-1 at SPLP” in this Brief. The numbers following “SPLP” are the bates numbers used on the exhibits included with SPLP Answers to Interrogatories . For the convenience of the P.U.C. and all parties, where a portion of an Order is cited, the entire Order is provided in the enclosed Appendix. All documents referenced are public records filed with the P.U.C..

serious risks to public safety. SPLP's shortcut in filing under M.P.C. §619, instead of seeking proper certificate authority for its project, deprives the public and this Commission of the opportunity to properly examine Mariner East and all its ramifications.

SPLP's project is currently not a public utility project. SPLP cannot begin to offer its proposed pipeline intrastate transportation for the public unless and until it secures a Certificate of Public Convenience from this Commission. Although it intends Mariner East to be operational by the 2014-15 winter, SPLP has filed no Application and has expressed no intent to file such an Application with the Commission.⁵

SPLP argues that its existing certificate authority to transport petroleum and refined products from Philadelphia area refineries westward to Pittsburgh and Ohio and other points can be "repurposed" to authorize the Mariner East project to transport propane and ethane from western Pennsylvania eastward to Philadelphia area facilities. This "repurposing" violates the Public Utility Code and judicial precedent.

The Mariner East project is therefore not eligible for relief from Township zoning requirements under M.P.C. §619. West Goshen and the other Townships named in SPLP's Amended Petition should not be called upon to justify their zoning and land use plans before this Honorable Commission when there is no public utility project yet presented.

Most recently in the case of *Robinson Township v. Commonwealth*, 83 A.3d 901 (Pa. 2013), the Pennsylvania Supreme Court restated the importance of municipal zoning for the protection of the welfare of the public, and specifically to achieve the goals of the Environmental Rights Amendment, Article I, Section 27, to the Constitution of Pennsylvania. M.P.C. §619, like the statutory

⁵ See SPLP Request for Expedited Consideration dated March 21, 2014.

provisions found unconstitutional in that case, displaces municipal zoning authority, and should be utilized only in those instances that clearly qualify for Commission action.

ARGUMENT

A. As the Initial Decision notes, SPLP does not fit any apparent category under the Public Utility Code.

Section 102 of the Public Utility Code, 66 Pa.C.S. § 102, establishes each class of enterprise that may lawfully become a public utility under Pennsylvania law. The Initial Decision explains:

In addition, it is not clear that SPLP's proposed Mariner East pipeline service constitutes public utility service as defined in the Public Utility Code. The Public Utility Code defines a public utility in relevant part as follows:

(1) Any person or corporation now or hereafter owning or operating in this Commonwealth equipment or facilities for:

(i) Producing, generating, transmitting, distribution or furnishing natural or artificial gas, electricity or steam for the production of light, heat, or power to or for the public for compensation[or] ...

(v) Transporting or conveying natural or artificial gas, crude oil, gasoline, or petroleum products, materials for refrigeration, or oxygen or nitrogen, or other fluid substance, by pipeline or conduit, for the public for compensation.

...

Sunoco's amended petitions do not state that Sunoco will be engaged in the transportation of natural gas or that it is a producer of natural gas distributing directly to the public for compensation. Therefore, pursuant to 66 Pa.C.S. §102(2), Sunoco's proposed service does not qualify as public utility service within the meaning of Section 102.

(Initial Decision at 20-21).

SPLP's lack of a Certificate of Public Convenience for the Mariner East project is not just a matter of missing paperwork. Until SPLP applies for a Certificate for Mariner East and sets

forth the legal basis for its plan to render intrastate public utility service, its Petition under M.P.C. §619 is not supported or timely.

B. SPLP's Mariner East project does not constitute service to a qualifying public.

SPLP must show that its Mariner East project will serve a public in order to qualify as a public utility.

'The distinctions between a public utility and a business entity which is not a public utility are well known. For example, a public utility holds itself out to the public generally and may not refuse any legitimate demand for service, while a private business independently determines whom it will serve. 43 Am.Jur. Public Utilities and Services, § 2 (1942); 73 C.J.S. Public Utilities § 1 (1951).' *Commonwealth v. Lafferty*, 426 Pa. 541, 550, 233 A.2d 256, 260 (1967).

Commonwealth v. WYCH Communications, 23 Pa. Commw. Ct. 292, 296, 351 A.2d 328 (Pa. Commw. Ct. 1976).

As the Administrative Law Judges note, 90% of the project is dedicated to interstate service to shippers under long term contracts (Initial Decision at 19) that effectively underwrite the project. SPLP does not provide the details of these contracts. But if these large contract undertakings were intrastate shipments they might be classified as contract carriage, not common carriage. And as SPLP concedes, the interstate pipeline service proposed by SPLP is not a public utility.⁶

The remaining 10% of Mariner East is presumably not committed for contract service, but SPLP has informed the Federal Energy Regulatory Commission that it will be available to receive interstate shipments.⁷

⁶ Initial Decision at 19-20.

⁷ See Order of F.E.R.C. at Docket OR13-9-000, Sunoco Pipeline L.P., ¶ 11, noting: "Sunoco points out that the Commission previously has recognized that there is no single method of allocating capacity in times of excess demand and that pipelines should have some latitude in establishing allocation methods to meet circumstances specific to their operations.(FN 8) For example, states Sunoco, the Commission repeatedly has approved requests to offer priority service at a premium rate to shippers agreeing to long-term volume commitments in support of projects that create new pipeline capacity, while also preserving access for uncommitted shippers." www.ferc.gov/EventCalendar/Files/20130215124649-OR13-9-000.pdf.

What capacity would be available for intrastate shippers is, on the present record, an open question. As the Initial Decision notes, the contract commitments relate to a projected volume of 72,000 barrels per day, whereas the plans for the initial Mariner East operation involves only 5,000 barrels per day.⁸

This and similar questions would be pertinent in a proceeding for a Certificate of Public Convenience. They cannot be answered properly from the limited proofs and data provided in a zoning petition under M.P.C. §619.

C. SPLP's other Certificates authorizing different services are irrelevant.

Only upon an “application...and the approval of such application by the Commission evidenced by its Certificate of Public Convenience first had and obtained” is it lawful for SPLP to begin to offer a public utility service. 66 Pa.C.S. § 1101. Moreover, a Certificate of Public Convenience “shall include a description of the nature of the service and of the territory in which it may be offered, rendered, furnished or supplied.” *Id.* To make the point clearer, Section 1102(a) provides: “Upon the application...and the approval of such application by the Commission, evidenced by its certificate of public convenience first had and obtained, it shall be lawful: (1) for any public utility to begin to offer...service of a different nature or to a different territory...” 66 Pa. C.S. § 1102(a)(1).

Moreover, a certificate may be issued only if the Commission finds “that the granting of such certificate is necessary or proper for the service, accommodation, convenience or *safety of the public.*” 66 Pa.C.S. § 1103(a) (emphasis added). None of the Applications in SPLP’s response to WGT’s discovery deal with west to east transportation of propane or ethane, or the pressure and other conditions contemplated for the Mariner East project. Safety concerns of the Township, its residents

⁸ SPLP Amended Petition at 9.

and other parties to this proceeding have not been addressed in any prior proceeding before this Commission.

SPLP argues that prior Certificates issued to it for other services qualify it to carry out Mariner East without more.⁹ But this claim does not pass inspection. Certificates of Public Convenience are what they are, they cannot be “repurposed.” A service of a different nature requires an amendment or a new Certificate authorization. Examination of the actual grants of authority claimed by SPLP show that the transportation contemplated does not have the necessary authorization.

In its Amended Petition, SPLP claims specifically that east of Mechanicsburg it “presently holds a Certificate of Public Convenience to provide petroleum products and refined petroleum products pipeline transportation service.” (SPLP Amended Petition at 2). Furthermore, “propane can be shipped by truck from the Marcellus shale region to Mechanicsburg, where it can then be transferred to the pipeline for further transportation to SPLP’s Twin Oaks facilities and thereby allowing further distribution to multiple third party storage facilities or distribution terminals located within Pennsylvania.” *Id.* In response to WGT’s discovery, SPLP has submitted documents from the various Application folders on which it relies. None substantiate its position.

What is apparent from the history of certificates to the present day is that the pipelines comprising SPLP were established for the sole purpose of moving products westward from the refineries to find markets. Care was taken to avoid any circumstances in which a common carrier obligation might divert valuable pipeline capacity to bringing product east. In more or less numerical order, the authorizations follow.

⁹ See SPLP Amended Petition at 4; See also SPLP Reply to New Matter of Upper Chichester Township , ¶ 43.

SPLP's earliest predecessor, Susquehanna Pipe Line Company, was incorporated "for the purpose of transporting...petroleum and refined petroleum products...and to construct, maintain and operate such pipelines, tanks and facilities as are necessary and proper...said pipeline or pipelines to run within the Commonwealth of Pennsylvania, including a *pipeline or pipelines beginning at or near the vicinity of the Village of Linwood in the County of Delaware, extending in a Westerly and Northwesterly direction to the Pennsylvania-Ohio state line...*" (WGT-1 at SPLP 1, emphasis added). The Secretary of State confirmed the application on February 19, 1930.

Susquehanna applied to the Commission at Application Docket No. A-21736-1929 for authorization for the conduct of its transportation business "as more particularly set forth in the statement of corporate purpose as contained in the Articles of Incorporation..." (WGT-1 at SPLP 10). The certificate issued by the Commission dated March 25, 1930 followed the same language, authorizing the service described in the filing with the Secretary of the Commonwealth certified on February 19, 1930.

Docket No. 21736, Folder 2, excluded an additional product, manufactured gas, and at the same time specified the route.

...the route or routes of pipeline or lines for which the Commission's approval is sought...will begin with main line or lines at or near the vicinity of the Village of Linwood in the County of Delaware and extend northwestwardly to, at or near Malvern, in the County of Chester, then westwardly to, at or near the City of Lancaster...to, at or near Beaver, in the County of Beaver, and thence northwestwardly to the Pennsylvania-Ohio state line...

(WGT-1 at SPLP 16).

Thus, the Certificate under which the eight-inch pipeline crossing WGT was placed in service in 1931 explicitly authorizes transportation only from east to west. There is no provision (indeed it would be a violation of this Certificate) for transportation toward the east into Delaware County.

Soon after the Susquehanna Pipe Line Company went into business, Keystone Pipe Line Company filed for a Certificate from the Public Service Commission for approval of a comparable facility:

Lines will begin at or near the facility of Point Breeze, Philadelphia, in the County of Philadelphia, extending in a northerly direction to or near the vicinity of Reading...thence to the Pennsylvania-New York state boundary line...with connecting lines therefrom, including...lines from or near the vicinity of said Point Breeze, or...near the vicinity of the City of Reading, Berks County, thence extending in a westerly direction to...the Pennsylvania-Ohio state boundary line...

(WGT-1 at SPLP 92).

The need for the services also was described:

The oil industry generally is handicapped by not having sufficient...means of transporting petroleum and refined petroleum products for distribution to dealers and customers. The proposed pipeline will begin in the City and County of Philadelphia, at or in the vicinity of the district locally known as Point Breeze, where nearby are located refineries and plants of petroleum company or companies dealing in refined petroleum products, who will be enabled to have transported their products to other refiners and/or distributors, to distribution centers contiguous to applicant's pipeline.

(WGT-1 at SPLP 94).

The same application goes on to project "additional pipelines or connecting pipelines" to move products "from or to refineries and important distributing points for said products throughout the state." (WGT-1 at SPLP 94). Nonetheless, the document filed in 1931 and approved by the Commission only authorized one-way transportation and that way was westbound.

Keystone Pipeline Company recites that the Public Service Commission approved a certificate dated May 11, 1931, at Application Docket No. A-23566, in an application for a further certificate dated August 3, 1936 at the same docket to transport petroleum and refined petroleum products. Again, the service described is transportation from the Philadelphia area "in a northerly direction...[to] Lehigh County, Pennsylvania." (WGT-1 at SPLP 48).

The authority Keystone Pipe Line added to its system under an Application at Docket No. A-23566, Folder 3 in 1936 was an extension from Lebanon County to the New York State boundary line in Bradford County. The transportation is described directionally:

commencing at the origin pump station at Point Breeze, in the City of Philadelphia, and running thence westerly...to Mechanicsburg in Cumberland County; thence westerly...to a point in Allegheny County...[b]eginning at Montello in Berks County there is a main branch of the pipe line running northerly to...the County of Berks..." (WGT-1 at SPLP 109). The new line is described as "taking off from the company's main line or lines at or near the vicinity of Quentin in the County of Lebanon and extending generally in a north-northwesterly direction to or near the vicinity of Sunbury in the County of Northumberland; thence to or near the vicinity of Williamsport...thence to the Pennsylvania-New York state boundary line..."

(WGT-1 at SPLP 110). A certificate was granted by Order dated August 3, 1936.

Susquehanna Pipe Line Company morphed into Sun Pipe Line Company and in 1951 received a Certificate at Application Docket Nos. 78241, 78242, 78243, 78244, 78245, 78246 and Securities Certificate 1298. In a single Order dated December 17, 1951, it was authorized to acquire Sun Oil Company properties and other affiliated properties, to issue capital stock, and to have the right to carry on business "inside and outside of the United States of America." (WGT-1 at SPLP 19-20). No change was made in the pipeline route or description previously established in 1930.

In 1964, Sun Pipe Line applied for additional rights in eastern Pennsylvania, describing its service in similar westward bound terms. (Application Docket No. A-91313).

The next amendment, at Application Docket No. A-93613, was approved by the Commission by Order dated April 10, 1967. (WGT-1 at SPLP 23). This Order gave Sun Pipe Line Company approval to lay a second line parallel to the first from Allegheny County to the Pennsylvania-Ohio boundary line, paralleling the existing pipeline along that route. This Certificate authority did not alter any rights east of Mechanicsburg. It is pertinent to note that the proposed pipeline was not to render service "between" two points. Rather, the authority sought was "approval to

begin to offer, render, furnish or supply service by pipeline...*from* the Allegheny pump station at or near the Borough of Blauhnox, Allegheny County, thence in a northwestwardly direction through Beaver and Lawrence Counties *to* the Pennsylvania-Ohio boundary line..." (WGT-1 at SPLP 23, emphasis added).

The Commission approved further looping of the western portion of the Sun Pipe Line system in 1967 at Docket No. A-93613. (WGT-1 at SPLP 23). The westbound direction is likewise specified.

The Commission Order at Application Docket No. A-81279 issued on August 9, 1954, describes the service approved for Keystone Pipe Line Company to be transportation "from its pumping station in East Goshen Township, Chester County, to a point near Fullerton, in Whitehall Township, Lehigh County..." (WGT-1 at SPLP 52). The heading of the Order specifically recites the same directional transportation.

The next significant event is the application of Atlantic Pipe Line at Docket No. A-86348 (A-140050, Folder 4) (April 2, 1959) (WGT-1 at SPLP 54-59). This Docket pertains solely to Atlantic Pipe Line facilities from Tinicum Township in Delaware County to the Point Breeze refinery in Philadelphia. Its significance is that this filing also describes the rights sought as proceeding "from...to" specific locations, e.g. service in a single direction, not service "between" any two points.

In the Application at Docket No. A-91313 (A-140050, Folder 5), filed May 26, 1964, Atlantic Pipe Line Company sought authority for the addition of a "pipeline or lines from applicant's Montello pumping station in Spring Township, Berks County, Pennsylvania, and extending in a northwesterly direction through Berks...to a point...[in] Northumberland County, Pennsylvania." (WGT-1 at SPLP 81). As in all other applications, the goal is to ship West and North.

By Order dated December 21, 1970 at Application Docket No. A-96281, the Commission defined the rights of Sinclair Pipeline Company (predecessor of ARCO Pipe Line Company) as follows:

On April 30, 1951 Sinclair was certificated at A.76767, folder 1, to do business within Pennsylvania as a foreign public utility and, at A.76767, folder 2, to transport refined petroleum products by a pipeline over a route extending westwardly from the City of Philadelphia to a point in Washington County on the Pennsylvania-Ohio line, with a connecting route extending from Lebanon County to the Pennsylvania-Maryland line.

(WGT-1 at SPLP 132).

As in the Keystone and Susquehanna line of authorizations, the company sought and was granted directional authorization, not two-way transportation rights. The merger of ARCO and Atlantic was approved in the 1970 case.

ARCO transferred assets to Atlantic Pipeline Corporation pursuant to approval at Application Docket No. A-140075 by Order dated August 28, 1985. No additional service rights were granted. (WGT-1 at SPLP 141).

SPLP was born when Atlantic Pipeline Corporation and Sun Pipe Line Company were merged into Sunoco Pipeline LP, the present Petitioner, at Application Docket Nos. A-140001, A-140400, and A-140075, by Order dated January 10, 2002. The transmittal letter (“Dec. 2011 Transmittal Letter”) accompanying their application, dated December 11, 2001, states: “No change in rates, rules or services is being proposed as part of the transaction.” The service rights claimed at that time were as follows:

Atlantic...is a Pennsylvania public utility that transports refined petroleum products, principally gasoline and fuel oils, in intrastate and interstate service. Atlantic’s intrastate pipeline system originates in southeastern Pennsylvania and extends northward to the State of New York and westward to the vicinity of Pittsburgh...

Sun...is a Pennsylvania public utility that transports refined petroleum products, principally gasoline and fuel oils, in intrastate and interstate service. Sun's intrastate pipeline system originates in southeastern Pennsylvania and extends northward to the State of New York and northeastward to the State of New Jersey. It also has an intrastate pipeline system which originates in the vicinity of Pittsburgh and extends westward to the State of Ohio...

Application Docket Nos. A-140001, A-140400F2000 and A-140075F2000 at 3 ("Docket No. A-140001, et al.").

The Dec. 2011 Transmittal Letter goes on to state: "Sunoco pipeline will adopt the currently effective tariffs of Sun and Atlantic and is not proposing any change in the rates, rules or services contained therein. By Order dated January 10, 2002, and correction dated February 26, 2002, the Commission granted the certificate. No additional service rights were granted. (WGT-1 at SPLP 169-74; 177-81).

Since its inception in 2002, a change in the service rights is reported in 2003. SPLP filed to abandon its Montello to Kingston line. The reason it gave is that "the United States Department of Transportation recently revised its regulations at 49 C.F.R. Part 195. These new regulations require Sunoco to initiate enhanced pipeline integrity management and leak detection programs along its pipelines, including its Montello to Kingston line. Sunoco avers that the time and resources required for it to comply with these new regulations are not justified for the Montello to Kingston line." (Docket No. A-140001, et al., Order dated May 22, 2003 at 1-3). Over the objection of two businesses purchasing product shipped through the SPLP line, the Commission granted the abandonment. (*See* Order dated May 22, 2003).

Of note, however, is SPLP's argument that the two businesses do not constitute and are not representative of any "group of customers" or "public at large". (*See* Order dated May 22, 2003 at 3, assigning the matter for adjudication by the office of Administrative Law Judge). In its exceptions, SPLP also reiterated the argument that the two businesses "are neither customers of Sunoco nor users

of the pipeline service. ...” The Commission again disagreed (although ordering no relief to the two end users).

Although pipe may presumably be repurposed in proper circumstances, a certificate to transport from east to west cannot be unilaterally “repurposed” to authorize transportation from west to east.

D. Specific shortfalls in the authority claimed by SPLP for Mariner East.

A Certificate of Public Convenience grants only the rights explicitly described. Any effort to add services or territory not originally listed has to go through an additional application and certificate proceeding. In the leading decision on this point, *Ferry v. Pennsylvania Public Utility Comm’n*, 192 Pa. Super. 331, 162 A.2d 266 (Pa. Super. Ct. 1960), a carrier authorized by certificate to transport “property” sought to transport bulk liquids, specifically gasoline or fuel oil. The original intent of the certificate proceeding in 1947, and the evidence presented of public need, did not encompass the enlarged service. On appeal, the Superior Court affirmed, stating:

Appellant contends here that the word ‘property’ as contained in his Certificate of Authority gave him the right to transport any type of property...such construction, of course, would lead to chaos in the transportation industry. Certificated carriers of one commodity would discover that, regarding of the service offered to the public, its field of certificate would be invaded by another carrier and that he, in turn, could invade a field of transportation never contemplated by him. The public, on the other hand, would be left to the whim of the carrier, and if the carrier did not see fit to haul a certain type of commodity, he could refrain from such hauling...

Id. at 268-269. (See also *Rosemont Taxi Cab Co., Inc. v. Philadelphia Parking Authority*, 68 A.3d 29 (Pa. Commw. Ct. 2013), appeal denied, 84 A.3d 1066 (Pa. 2014) (discussing directionality in the context of partial rights carriers).

As applied in the present case, if SPLP can repurpose its certificate for westbound carriage to allow eastbound carriage, every other pipeline within the Commonwealth of Pennsylvania

could freely reverse the direction of service without Commission approval. Motor carriers, taxi cab companies and others who may have limited authority for transportation of persons or property to terminal points outside their immediate territory, would automatically have the authority to pick up passengers and property outside their service territory. Nothing but chaos would ensue.

The Commonwealth Court has relied on *Ferry* to reverse Commission action. In *Purolator Security, Inc. v. Pennsylvania Public Utility Comm'n*, 32 Pa. Commw. Ct. 175, 378 A.2d 1020 (Pa. Commw. Ct. 1977), a carrier with certificate authority to carry property sought to add armored car service for the transportation of monies and securities. He argued that money and securities are both “property.” But the circumstances surrounding the granting of its carrier certificate showed no plan at that time to carry money or securities, and no armored car or other equipment needed to do so.

The Commission dismissed complaints by competitive armored car carriers. On appeal, the Commonwealth Court reversed the Commission, finding that the PUC interpretation allowing the transportation of monies and securities was outside the intention of the parties when the certificate was granted, and the effort to read the certificate broadly was clearly erroneous.

As is now apparent from the discovery provided by SPLP, there is no substance to its claim of authorization to carry out the Mariner East project.

E. The abandonment proceeding cannot enlarge SPLP’s service rights.

SPLP’s exceptions place great emphasis on the action of the Commission in an unopposed Order under Public Utility Code Section 703(g) at Docket No. A-2014-2422583, dated July 24, 2014 (Amending Order for Docket No. A-2013-2371789, dated August 29, 2013). What does not appear in either the Commission’s Order or SPLP’s repeated reference to it is the obvious point that in filing for abandonment in 2013, and then abandoning the abandonment in 2014, SPLP cannot claim any service rights greater than it had at the inception of that proceeding in 2013.

The Order of July 24, 2014 does not state the obvious problem that SPLP intends to offer a different service than the one that was abandoned. SPLP chose not to raise the point and neither the OSA nor the Commission Order discuss it, thus leaving the issue of the meaning of the Order for resolution in a different time and place; in particular, in the ruling of the ALJs in this proceeding.

Section 703(g) of the Public Utility Code follows a pattern of many rules that permit a court or agency to revisit a decision after the time for rehearing or appeal has passed. But the Commission's range of action allowable under Section 703 does not include granting relief that was never officially sought. See *Scott Paper Company v. Pennsylvania Public Utility Comm'n*, 126 Pa. Commw. Ct. 111, 558 A.2d 914 (Pa. Commw. Ct. 1989) (holding that the Commission cannot grant new and different authorization in a Section 703(g) order).

A further problem with any effort to expand a right in a Section 703(g) petition is the question of notice and hearing. See *Armstrong Telecommunications, Inc. v. Pennsylvania Public Utility Comm'n*, 835 A.2d 409 (Pa. Commw. Ct. 2003) (stating "...the notice and common procedure used in this case does not satisfy Section 703(g)'s hearing requirement"). In *Popowski v. Pennsylvania Public Utility Comm'n*, 805 A.2d 637 (Pa. Commw. Ct. 2002), it was made clear that the Commission must conduct an evidentiary hearing before rescinding or amending a prior order under this section of the Code..." *Id.* at 420. In the present case, the only parties notified appear to have been the parties who responded to the *abandonment* filing over one year ago.

The 703(g) abandonment proceeding did not enlarge SPLP's service rights.

F. SPLP's pending rate filing does not help its situation.

Just as a person or corporation must have a Certificate of Public Convenience before commencing to render public utility service, there must also be a Tariff for that service filed and effective before the Commission. Under letter dated June 11, 2014, SPLP filed its Tariff Pipeline – Pa.

P.U.C. No. 16 (“Pa. P.U.C. No. 16”) which it requested to become effective on October 1, 2014. Tariff No. 16 adds a new rate for service from Mechanicsburg, Cumberland County, to Twin Oaks in Delaware County for the transportation of propane. But at present that rate is not in effect and does not authorize any service to the public.

When a new rate for public utility service is placed on file with the Commission, the regulations at 52 Pa. Code §53.52 specify the supporting data that is required. However, the information provided in SPLP’s rate filing does not explain the source of the rate, or how many customers will pay it, or whether those customers are affiliates of SPLP. It does not provide any data as to effects on competitors. Instead, SPLP’s rate counsel states in their cover letter accompanying the filing: “As a reinstatement of service, it is not clear to what extent the information requested by Section 53.52...is required in support of Tariff No. 16. Presently, the company does not have propane shipping customers who will see a rate increase...” (Pa. P.U.C. No. 16 Cover Letter, dated June 11, 2014).

The difficulty, of course, is that SPLP is not reinstating any service it previously offered. Mariner East is a reversal of the transportation service SPLP previously provided, e.g. it involves moving Highly Volatile Liquids propane or ethane from west to east, rather than moving conventional petroleum products from east to west as previously carried out by SPLP and its predecessors. Whether SPLP’s incomplete rate filing will be accepted by the Commission is therefore an unknown at this time, and the filing itself cannot add to its Petition under M.P.C. §619 in any way.

G. M.P.C. §619 authorizes the Commission to substitute its judgment for municipal zoning *only* when there is a broad public interest to protect.

The centrality of zoning and land use regulation to the proper functioning of local government has most recently been reaffirmed by a plurality of the Pennsylvania Supreme Court in the case of *Robinson Township v. Commonwealth*, 83 A.3d 901 (Pa. 2013). *Robinson Twp.* reemphasizes

the importance of local zoning and its relationship to proper implementation of the Environmental Rights Amendment, Article I, Section 27, to Pennsylvania's Constitution. The plurality opinion quotes from the Commonwealth Court decision below:

In enjoining Section 3304, the Commonwealth Court held that the provision violated the citizens' due process rights by requiring local governments to amend their existing zoning ordinances without regard for basic zoning principles and, thereby, failing to protect interests of property owners from harm and altering the character of neighborhoods. *Robinson Twp.*, 52 A.3d at 484–85. The court explained that zoning laws protect landowners' enjoyment of their property by categorizing uses, designating compatible uses to the same district, and generally excluding incompatible uses from districts, with limited exceptions that do not affect the comprehensive land use scheme of the community. Local government, according to the court, relies on public input to produce a rational plan of development, under which “each piece of property pays, in the form of reasonable regulation of its use, for the protection that the plan gives to all property lying within the boundaries of the plan.” *Id.* at 482. The court stated that the goal of zoning is to preserve the rights of property owners within the constraints of the maxim “use [your] own property as not to injure your neighbors.” *Id.* (quoting *In re Realen Valley Forge Greenes Assocs.*, 576 Pa. 115, 838 A.2d 718, 728 (2003)).

Id. at 931.

As the Court noted in *Robinson Twp.*, “[T]o achieve recognition of the environmental rights enumerated in the first clause of Section 27 as ‘inviolable’ necessarily implies that economic development cannot take place at the expense of an unreasonable degradation of the environment.” 83 A.3d at 954. Exempting a significant project from the municipal zoning power is an extraordinary and rare occurrence under our state Constitution and laws.

M.P.C. §619 authorizes this Commission to override local zoning only where it is necessary to achieve a broader public good through the provision of public utility service. Many other kinds of enterprises are regulated by the state, for example: hospitals, clinics, funeral homes, enterprises that handle radioactive materials, and others. The many state boards and agencies engaged in these regulatory activities have no comparable power to this Commission's authority to override

municipal zoning. None of the regulated enterprises enjoy the privilege sought by SPLP to bypass local zoning.

The assumption of M.P.C. §619 is that a true public utility – an enterprise that meets the needs of a broad public – is of singular importance and requires a uniform system of land use regulation. SPLP’s project does not come close to meeting this standard.

CONCLUSION

The Administrative Law Judges were placed in an impossible position by SPLP’s Petition, and the Commission is now in that same impossible position. Without a Certificate of Public Convenience, with no prior service on the proposed eastbound route, without a rate on file and effective for the service it seeks to render, with no evidence of public need or details about prospective shippers, and no information about public safety, SPLP seeks a ruling overriding local zoning in thirty-one Townships.

Oil companies have secured from the federal government deregulation of interstate pipeline facilities, whereby they may establish or abandon facilities and routes with little or no regulatory proceedings. They are required only to file a rate schedule before the Federal Energy Regulatory Commission, which has committed itself to “light handed regulation” in even this small vestige of governmental supervision. But Pennsylvania law requires otherwise.

Predictably, with a ruling in hand overriding local zoning, SPLP would immediately commence construction and its project would soon be a *fait accompli*. The process of filing and pursuing an Application and securing a Certificate of Public Convenience before this Commission would be denuded of meaning. The shortcut taken by SPLP in its Petition and Amended Petition would defeat the main processes of Commission supervision for the protection of the public under the Public Utility Code.

The Initial Decision of the Administrative Law Judges properly recognized the defects in SPLP’s shortcut, which defects cannot be overcome in a proceeding under M.P.C. Section 619. The

Petition and Amended Petition were properly dismissed, and SPLP's Exceptions to the Initial Decision should be denied.

Respectfully submitted,

HIGH SWARTZ LLP

By: 

Kenneth R. Myers, Esquire

Attorney I.D. No. 4532

David J. Brooman, Esquire

Attorney I.D. No. 36571

Sireen I. Tucker, Esquire

Attorney I.D. No. 313606

40 East Airy Street

Norristown, PA 19404-0671

(610) 275-0700

(610) 275-5290 (fax)

kmyers@highswartz.com

dbrooman@highswartz.com

stucker@highswartz.com

Attorneys for West Goshen Township

Date: August 29, 2014

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

**Petition of Sunoco Pipeline L.P. for a
Finding that the Situation of Structures to
Shelter Pump Stations and Value Control
Stations is Reasonably Necessary for the
Convenience or Welfare of the Public**

DOCKET NO. P-2014-2411966

CERTIFICATE OF SERVICE

I hereby certify that on this 29th day of August, 2014, I served a true copy of West Goshen Township's Reply Exceptions, filed electronically on the commissions electronic service system, upon the parties listed below, in accordance with the requirements of 52 Pa. Code § 1.54 (relating to service by a party).

VIA FIRST CLASS MAIL

Honorable Elizabeth H. Barnes
P.O. Box 3265
Harrisburg, PA 17105-3265
ebarnes@pa.gov

Tanya McCloskey, Esquire
Aron J. Beatty, Esquire
555 Walnut Street
Forum Place – Fifth Floor
Harrisburg, PA 17101

Aaron Stemplewicz, Esquire
925 Canal Street
Suite 3701
Bristol, PA 19007
Representing Delaware Riverkeeper Network

John R. Evans, Esquire
Office of Small Business Advocate
Suite 1102, Commerce Building
300 North Second Street
Harrisburg, PA 17101

Margaret A. Morris, Esquire
Reger, Rizzo, Darnall LLP
Cira Centre, 13th Floor
2929 Arch Street
Philadelphia, PA 19104
mmorris@regerlaw.com
Representing East Goshen Twp.

Honorable David A. Salapa
P.O. Box 3265
Harrisburg, PA 17105-3265

Johnnie Simms, Esquire
Bureau of Investigation and Enforcement
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor West
Harrisburg, PA 17120
wfreet@pa.gov

Augusta Wilson, Esquire
Joseph O. Minott, Esquire
135 S. 19th Street - Suite 300
Philadelphia, PA 19103
awilson@cleanair.org
jminott@cleanair.org
Representing Clean Air Council

Scott J. Rubin, Esquire
Law Office of Scott J. Rubin
333 Oak Lane
Bloomsburg, PA 17815
scott.j.rubin@gmail.com
Representing Concerned Citizens of West Goshen Twp.

Nicholas Kennedy, Esquire
1414-B Indian Creek Valley Road
Melcroft, PA 15462
Representing Mountain Watershed Assoc.

Adam Kron, Esquire
Environmental Integrity Project
1000 Vermont Avenue NW
Suite 1100
Washington, DC 20005
akron@environmentalintegrity.org
Representing Environmental Integrity Project

Christopher A. Lewis, Esquire
Michael L. Krancer, Esquire
Frank L. Tamulonis, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103
lewis@blankrome.com /
mkrancer@blankrome.com
ftamulonis@blankrome.com
Representing Sunoco Pipeline L.P.

J. Michael Sheridan, Esquire
230 N. Monroe Street
Media, PA 19063
Representing Upper Chichester Township

Respectfully submitted,

HIGH SWARTZ LLP

By: 

David J. Brooman
Attorney I.D. No. 36571
40 East Airy Street
Norristown, PA 19404-0671
(610) 275-0700
(610) 275-5290 (fax)
dbrooman@highswartz.com
Attorneys for West Goshen Township

Date: August 29, 2014

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Petition of Sunoco Pipeline L.P. for a :
Finding that the Situation of Structures to :
Shelter Pump Stations and Value Control :
Stations is Reasonably Necessary for the : **DOCKET NO. P-2014-2411966**
Convenience or Welfare of the Public in :
West Goshen Township, Chester County :

Appendix A to West Goshen Township's Reply Exceptions

TO THE GOVERNOR OF THE COMMONWEALTH OF PENNSYLVANIA:

SIR:

In compliance with the requirements of an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations," approved the 28th day of April, A. D. 1874, and the several supplements thereto, the undersigned, two of whom are citizens of Pennsylvania, having associated themselves together for the purpose hereinafter specified, and desiring that they may be incorporated, and that Letters Patent may issue to them and their successors according to law, do hereby certify:

1st. The name of the proposed corporation is SUSQUEHANNA PIPE LINE COMPANY.

2nd. Said corporation is formed for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products and to construct, maintain and operate such pipe lines, tanks and facilities as are necessary and proper for the conduct of said business, said pipe line or pipe lines to run within the Commonwealth of Pennsylvania, including a pipe line or pipe lines beginning at or near the vicinity of the Village of Linwood, in the County of Delaware, extending in a Westerly and Northwesterly direction to the Pennsylvania-Ohio State Line at or near the intersection of the Counties of Lawrence and Beaver, with connecting pipe lines therefrom, and other pipe lines beginning at or near the vicinity of the said Village of Linwood, and/or connecting pipe lines beginning in the County of Chester, extending in a Northerly direction to the Pennsylvania-New York State Line at or near Brookdale, in the County of Susquehanna, with connecting pipe lines therefrom, said pipe line or pipe lines or connecting pipe lines to extend through or into the Counties of

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Delaware, Chester, Philadelphia, Montgomery, Bucks, Berks, Lehigh, Northampton, Schuylkill, Carbon, Luzerne, Lackawanna, Susquehanna, Wyoming, Columbia, Montour, Northumberland, Lancaster, Lebanon, Dauphin, York, Adams, Cumberland, Indiana, Perry, Juniata, Mifflin, Huntingdon, Franklin, Blair, Bedford, Cambria, Somerset, Westmoreland, Allegheny, Butler, Beaver, Lawrence, Mercer, Venango, Crawford, Erie, Fayette, Green, Washington, Union, Fulton and Armstrong, by such route or routes as may now or hereafter be approved by the Public Service Commission of the Commonwealth of Pennsylvania.

3rd. The business of said corporation is to be transacted in the City of Philadelphia and State of Pennsylvania.

4th. Said corporation is to exist perpetually.

5th. The names and residences of the subscribers and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>NO. OF SHARES</u>
J. Howard Pew,	Ardmore, Penna.	10
J. N. Pew, Jr.	Ardmore, Penna.	10
Frank Cross	Merchantville, N. J.	5

6th. The number of directors of said corporation is fixed at three and the names and residences of the directors who are chosen directors for the first year are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
J. Howard Pew	Ardmore, Pa.
J. N. Pew, Jr.	Ardmore, Pa.
Frank Cross	Merchantville, N. J.

7th. The amount of the capital stock of said corporation is \$25,000.00, divided into 250 shares of the par

value of \$100.00 and \$2500.00, being ten per centum of the capital stock, has been paid in cash to the Treasurer of said corporation, whose name and residence are:

<u>NAME</u>	<u>RESIDENCE</u>
Frank Cross	Merchantville, N. J.
	<u>J. HOWARD PEW</u> (SEAL)
	<u>J. H. PEW, JR.</u> (SEAL)
	<u>FRANK GROSS</u> (SEAL)

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : ss:

Before me, a Notary Public, in and for the County aforesaid, personally came the above named, J. HOWARD PEW, J. H. PEW, JR. and FRANK GROSS, who, in due form of law, acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

WITNESS my hand and seal of office the 29th day of November, A. D. 1929.

H. Walter Johnson (SEAL)
Notary Public
My Commission expires at the end of next Session of Senate.

TYPEWRITTEN LIST OF SIGNATURES

J. HOWARD FEN

J. N. FEN, JR.

FRANK GROSS

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : ss:

Personally appeared, before me, this 29th day of November, A. D. 1939, J. HOWARD PEW, J. H. PEW, JR., and FRANK GROSS, who being duly sworn, according to law, depose and say that the statements contained in the foregoing instrument are true.

Sworn and subscribed before me: J. HOWARD PEW

the day and year aforesaid : J. H. PEW, JR.

H. Walter Johnson :
NOTARY PUBLIC FRANK GROSS

My commission expired at the :
and next Session of Senate :

OFFICE OF THE
SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA

Harrisburg,..... February 19, 1930

Pennsylvania, ss:

I DO HEREBY CERTIFY that there was presented to this Department application for Letters Patent of a proposed corporation to be entitled SUSQUEHANNA PIPE LINE COMPANY of which the foregoing and annexed is a full, true and correct copy.

I FURTHER STATE, that I believe said application to be in proper form; and to the best of my knowledge, information and belief the requirements of existing laws, preliminary to the incorporation, organization and creation of such companies, so far as the same pertain to this Department, prior to presentation to The Public Service Commission of Pennsylvania for approval, have been fully complied with.



*IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the seal of the Secretary's Office to
be affixed, the day and year above
written.*

Geo. D. Moore
Deputy Secretary of the Commonwealth.

NOTICE OF HEARING

SERIAL No. 937057

FILE No. 921736

FEBRUARY 1 1930

OFFICE OF THE SECRETARY OF THE COMMISSION

THE PUBLIC SERVICE COMMISSION OF PENNSYLVANIA

COMMISSION PENNSYLVANIA

In the case of the application of the Pennsylvania Telephone Company for a franchise to construct and operate telephone lines in the county of ...

Application Docket No. 21756 1929 Folder No. 1

STATE OF PENNSYLVANIA

COUNTY OF ...

On this day of ... 1930, before me, the undersigned, a Notary Public for the State of Pennsylvania, who, being duly sworn, deposes and says, that he is the ... of the ... published ... in the ... and the ... matter ...

...ary, A. D. 1930, before ... and for said county and ... Price (name of affiant) ... w, deposes and says, that he ... (name of publication) ... (City or town) ... and state of Pennsylvania; ... of a notice in the above ... in the regular issues of ... 1930, and February 24, (month and day) ... Martin Newspapers, Inc. ... (signature of affiant) ... Assistant Treasurer. ... day and year aforesaid. ... Notary Public ... , 19...

Monday ... 1930

Martin Newspapers, Inc.

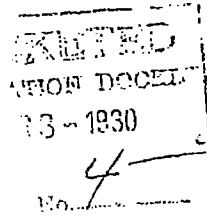
(signature of affiant) Assistant Treasurer. day and year aforesaid.

(signature of Notary Public) Notary Public , 19...

My com...

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Official Seal of the Commission



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SPLP 00000

OF NOTICE OF HEARING

COMMISSION

PENNSYLVANIA

In

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On

January, A. D. 1930, before

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19 30, and February 24
(month and day)

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Wm C. Hays
(signature of affiant)

S'

day and year aforesaid.

Wm C. Hays
Notary Public

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this 5th day of March, 1933.

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BEFORE
THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA.

In re: Application of SUSQUEHANNA
PIPE LINE COMPANY, for a certifi-
cate of public convenience, evi-
dencing the Commission's approval
of its incorporation, creation and
organization.

Application Docket No. 21736-1929.
Folder No. 1.

Lamberton & Moffett
1608 Walnut Street, Phila., Pa.

Hannum, Hunter, Hannum & Hodge
Chester, Pa.

*check # 277 of Lamerton & Moffett
Amf - S. O. No used. 7/11/33.*

BEFORE
THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA.

RECEIVED
MAY 17 1933
A. S. 1736

In re: Application of SUSQUEHANNA
PIPE LINE COMPANY, for a certifi-
cate of public convenience, evi-
dencing the Commission's approval
of its incorporation, creation and
organization.

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Application Docket

No. 21736

1933

Folder No. 1

TO THE PUBLIC SERVICE COMMISSION OF THE COMMONWEALTH OF PENNSYLVANIA:

The petition of J. Howard Pew, J. N. Pew, Jr. and Frank Cross, incorporators of the SUSQUEHANNA PIPE LINE COMPANY, a proposed public service company, respectfully represents:

1. That the names and addresses of the incorporators are J. Howard Pew, Ardmore, Pa., J. N. Pew, Jr., Ardmore, Pa., and Frank Cross, Merchantville, New Jersey, and that the name or title of the proposed company is SUSQUEHANNA PIPE LINE COMPANY.

2. That the name and address of your Petitioner's attorneys are Lamerton and Moffett, 1608 Walnut Street, Philadelphia, Pa., and Hannum, Hunter, Hannum and Hodge, Gibson Building, Chester, Pa.

3. That your petitioners have filed an application for Letters Patent under and by virtue of the provisions of an Act of Assembly of the Commonwealth of Pennsylvania, of April 29, 1874, and the several supplements thereto, with the Secretary of the Commonwealth and that Department has certified to your Commission a copy thereof with its certificate that all existing laws relative to the incorporation, organization and creation of the proposed company have been complied with.

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SPLP 000019

4. That your petitioners have obtained no right, power franchise or privilege under any ordinance or municipal contract, nor is such right, power or franchise required prior to incorporation under the existing laws regulating the incorporation of the proposed company.

5. The proposed corporation is organized for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products and the construction, maintenance and operation of such pipe lines, tanks and facilities in certain named Counties in the State of Pennsylvania as are necessary and proper for the conduct of said business, and more particularly set forth in the statement of corporate purpose as contained in its Articles of Incorporation on file with the Secretary of the Commonwealth, and duly certified to your Commission.

6. That no corporation, partnership or individual is now furnishing or has the corporate or franchise right to furnish service similar to that of the proposed company in the territory covered by the application for Letters Patent, and that no competitive condition will be created by said Company.

7. That the initial authorized capital stock of the proposed company is \$25,000.00 consisting of 250 shares having a par value of \$100.00 each, of which amount there has been subscribed 25 shares as follows:

J. Howard Pew	Ardmore, Pa.	10
J. N. Pew, Jr.	Ardmore, Pa.	10
Frank Cross	Merchantville, N.J.	5

8. That the proposed corporation will employ in rendering its service obligations, the following facilities:

Pipe lines which will be of welded construction and buried approximately three feet below cultivation depth.

Pump stations and Booster stations which will be located at proper points. Pipes, pumps, tanks and other equipment and facilities will be of modern fireproof equipment, designed according to the best engineering practices and with every possible safeguard against fire or other hazards.

Concurrently herewith is filed a petition for the obtaining of the exercise of rights, powers, franchises and privileges which sets forth in more detail the facilities to be employed.

9. It is proposed to finance the construction of the facilities set forth in paragraph 8 hereof, and more detailed in the said petition concurrently filed herewith, in the following manner: Immediately upon approval of the incorporation and of the beginning of rights, powers, franchises and privileges to be rendered, the Company will increase its authorized stock from \$2,000,000.00 to \$2,000,000.00 and the incorporators and other subscribers will purchase for cash such amount of stock as shall be necessary for construction of such initial unit. Any additional financing will be effected by further increase of Common Stock or the issuance of bonds, notes or preferred stock as economic and financial factors shall then determine most expedient and practicable.

10. The application contemplates the construction and operation of the entire line as herein outlined with the immediate operation of portions of the main line or connecting

lines as soon as completed and operation of additional portions of the line as completed.

11. That the proposed public service company is necessary for the service, accommodation and convenience of the public for the following reasons: The oil industry generally is handicapped by the lack of having efficient, quick and economical means of transporting petroleum and refined petroleum products for distribution to producers and consumers. The proposed pipe line company will begin in the vicinity of the village of Linwood, Delaware County, where there are located the refineries and plants of a number of large oil companies, and will be able to transport the products of these companies, and other refiners and distributors, to distributing centers of said companies in nearby cities. From time to time as the business develops, it is proposed to establish additional pipe lines or connecting pipe lines so that it will be possible for the oil industry to transport and ship quickly and economically by pipe lines petroleum and refined petroleum products from or to refineries and important distributing points for said products throughout the state.

WHEREFORE, your Petitioners pray your Honorable Commission to issue a certificate of Public Convenience, under the provisions of Article III, Section 2(a), and Article V, Sections 1 and 19 of the Public Service Company Law, evidencing its approval of the incorporation, organization and creation of the SUSQUEHANNA PIPE LINE COMPANY.

And they will ever pray, etc.

S
i and dated this
/ day of February
A 1930 .

7/1
Howard Dew
Frank [unclear]

THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA

Application Docket No. 21736-1900.
Folder No. 2.

In re: Application of the SUSQUEHANNA PIPE LINE COMPANY for approval of the beginning of the exercise of the rights, powers and franchises and privileges under its incorporation, creation and organization.

REPORT

BY THE COMMISSION:

This matter being before the Commission upon petition of the SUSQUEHANNA PIPE LINE COMPANY, dated February 11, 1900, as amended at hearing, for the approval of the beginning of the exercise of the rights, powers, franchises and privileges under its incorporation, creation and organization; and upon protests; and having been duly heard and submitted by the parties, and full investigation of the matters and things involved having been had, and it appearing that the route or routes of pipe line or lines for which the Commission's approval is sought to begin the exercise of the company's rights and privileges: Will begin with main line or lines at or near the vicinity of the Village of Linwood, in the County of Delaware and extend northwardly to, at or near Malvern, in the County of Chester, thence westwardly to, at or near the City of Lancaster, in the County of Lancaster, and thence southwestwardly to, at or near the City of Gettysburg, in the County of Adams, thence in a general westwardly or northwestwardly direction to Greensburg in the County of Westmoreland, thence in a general northwestwardly direction to, at or near Beaver, in the County of Beaver, and thence northwestwardly to the Pennsylvania-Ohio State Line, with connecting lines therefrom; one beginning at or near Columbia in the County of Lancaster, extending to, at or near Harrisburg, in the County of Dauphin, with another line beginning at or near Bedford, in the County of Bedford, extending northwardly to at or near the vicinity of Altoona in the County of Blair, and another connecting line from, at or near the vicinity of the Village of Hooversville in the County of Somerset to, at or near the vicinity of Johnstown in the County of Cambria, and a connecting line from said main line which will begin in the County of Chester and extend in a general northwardly direction to the Pennsylvania-New York State Line, in the County of Susquehanna, passing at or near the Cities of Reading, in the County of Berks, Tamaqua, in the County of Schuylkill, and Scranton, in the County of Lackawanna, with a branch or connecting line therefrom beginning at or near the City of Reading, in the County of Berks, and extending to, at or near Bethlehem, in the County of Northampton; and it further appearing that the objections

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A. 21736-1930.
Folder No. 2.

of certain artificial and natural gas companies represented at the hearing, were satisfied by stipulation filed of record, the Commission finds and determines that the approval of the beginning of the exercise of the Susquehanna Pipe Line Company of the rights and privileges of transporting, storing, insuring and shipping petroleum and refined petroleum products, and the ~~construction, maintenance and operation of pipe lines and requisite facilities on and along the route above described, and the issuance of a certificate of public convenience in evidence thereof, subject to the following limitation and condition, is necessary and proper for the service, accommodation and convenience of the public:~~

That no right, power or privilege is granted the Susquehanna Pipe Line Company, its successors or assigns to use the pipe lines constructed hereunder and hereby, without the consent and approval of this Commission hereinafter first had and obtained, for the transportation, storage or distribution of natural, manufactured or mixed natural or manufactured gas, (the terms natural, manufactured or mixed natural or manufactured gas not to be deemed or construed to mean or comprehend gasoline). The intent and purpose of this condition being to make effective the stipulation as noted on pages 28 and 29 in transcript of testimony of hearing held on March 5, 1930.

NOW, to-wit, March 25, 1930, IT IS ORDERED: That a certificate of public convenience issue evidencing the Commission's approval of the beginning of the exercise of the rights, powers and privileges granted under its incorporation, creation and organization, as above determined.

THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA

ATTEST:

[Signature]
Chairman

Secretary

1930

MEMORIALIZED

1951 order

PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application Docket Nos. 78241, 78242, 78243, 78244,
78245, 78246 and S.C.1298

- In re: Applications of SUN PIPE LINE COMPANY, formerly SUSQUEHANNA PIPE LINE Company.
- A. 78241 - For approval of an amendment to its charter and the beginning of the exercise of the additional right to transport, as a common carrier, petroleum and refined petroleum products by pipe line inside and outside of the United States of America.
- A. 78242 - For approval of the acquisition of all the properties and assets of The Sun Oil Company, a corporation of the State of Ohio.
- A. 78243 - For approval of the acquisition by Sun Pipe Line Company, a Pennsylvania corporation, of the outstanding capital stock of The Sun Oil Company, an Ohio corporation.
- A. 78244 - For approval of the acquisition of all the properties and assets of Sun Pipe Line Company, a corporation of the State of Texas.
- A. 78245 - For approval of the acquisition by Sun Pipe Line Company, a Pennsylvania corporation, of the outstanding capital stock of Sun Pipe Line Company, a Texas corporation.
- A. 78246 - For approval of the acquisition by Sun Pipe Line Company, a Pennsylvania corporation, of certain shares of the capital stock of West Texas Gulf Pipe Line Company, a Delaware corporation.
- S.C.1298 - Securities Certificate of Sun Pipe Line Company in the matter of the issuance of capital stock.

ORDER

BY THE COMMISSION, DECEMBER 17, 1951:

The matters involved in A. 78241 to A. 78246, both inclusive, having been duly submitted and heard, and full consideration having been given thereto, we find and determine that it is necessary or proper for the service, accommodation, convenience, or safety of the public that certificates of public convenience issue evidencing approval thereof; and we further find and determine that the issuance of securities in the amounts, of the character, and for the purposes proposed in S.C. 1298, is necessary or proper for the present and probable future capital needs of Sun Pipe Line Company, and that the said securities certificate accordingly should be registered; THEREFORE,

IT IS ORDERED:

1. That an amendment to the charter of Sun Pipe Line Company by the addition of the following sentence to paragraph 2nd of

its Articles of Corporation, as amended: "This corporation shall have the right to carry on and conduct its business inside and outside of the United States of America", and of the beginning of the exercise of those rights, as amended, subject to the requisite approval of the governing bodies outside this Commonwealth, be and are hereby approved, and that a certificate of public convenience issue at A. 78241 evidencing approval.

2. That the acquisition by Sun Pipe Line Company of all the outstanding capital stock of Sun Pipe Line Company, a Texas corporation, be and is hereby approved, and that a certificate of public convenience issue at A. 78245 evidencing approval.

3. That the acquisition by Sun Pipe Line Company of all the properties and assets of Sun Pipe Line Company, a Texas corporation, be and is hereby approved, and that a certificate of public convenience issue at A. 78244 evidencing approval.

4. That the acquisition by Sun Pipe Line Company of all the outstanding capital stock of The Sun Oil Company, an Ohio corporation, be and is hereby approved, and that a certificate of public convenience issue at A. 78243 evidencing approval.

5. That the acquisition by Sun Pipe Line Company of all the property and assets of The Sun Oil Company, an Ohio corporation, be and is hereby approved, and that a certificate of public convenience issue at A. 78242 evidencing approval.

6. That the acquisition by Sun Pipe Line Company of 5,076 shares of the capital stock of East Texas Gulf Pipe Line Company be and is hereby approved, and that a certificate of public convenience issue at A. 78246 evidencing approval.

7. That Securities Certificate No. 1298, in the matter of

the issuance of 49,676 shares of capital stock, par value \$100 per share, of Sun Pipe Line Company, be and is hereby registered.

PENNSYLVANIA PUBLIC UTILITY COMMISSION

Commissioners:

A. M. Moyal
Harold A. Scaryg
Joe Stoney

ATTEST:

J. Walter
Secretary

A.7.1561

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

EXAMINED

IN THE MATTER OF THE APPLICATION OF

THE PENNSYLVANIA PETROLEUM COMPANY, INC., formerly THE PENNSYLVANIA PETROLEUM COMPANY, under Sections 302(a) and (c), Article II, of the Public Utility Law, for approval of an amendment to its charter and the beginning of the exercise of the right and right to transport, as a carrier, petroleum and refined petroleum products by pipeline inside and outside of the United States of America.

CERTIFICATE
OF
PUBLIC CONVENIENCE

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 17th day of December, 1951.

Attest:

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Commissioners:

[Handwritten signatures of Commissioners]

J. A. Walter
Secretary

K.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Application Docket No. 93613

Application of SUN PIPE LINE COMPANY for approval to begin to offer, render, furnish or supply service by pipeline in the transportation of petroleum and petroleum products, said pipeline generally paralleling an existing pipeline of said company, and extending from the Allegheny Pump Station at or near the Borough of Blawnox, Allegheny County, thence in a north-westwardly direction through Beaver and Lawrence counties to the Pennsylvania-Ohio boundary line.

REPORT AND ORDER

BY THE COMMISSION:

This matter being before the Pennsylvania Public Utility Commission upon application of SUN PIPE LINE COMPANY for approval to begin to offer, render, furnish or supply service by pipeline in the transportation of petroleum and petroleum products, said pipeline generally paralleling an existing pipeline of said company, and extending from the Allegheny Pump Station at or near the Borough of Blawnox, Allegheny County, thence in a north-westwardly direction through Beaver and Lawrence counties to the Pennsylvania-Ohio boundary line, and having been duly presented in accordance with the rules of the Commission and full investigation of the matters and things involved having been had, the Commission finds and determines that the granting of said application is necessary or proper for the service, accommodation, convenience or safety of the public, and that a certificate of public convenience issue evidencing the Commission's approval thereof;

NOW, to wit, April 10, 1967, IT IS ORDERED: That a certificate of public convenience issue evidencing the Commission's approval of the said application as above determined.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

George L. Bloom

ATTEST:

C. J. McEwen Chairman

UCSO-35

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

A. 93613

IN THE MATTER OF THE APPLICATION OF SUN PIPE
PIPE COMPANY, under Section 202 (a), Article
II, of the Public Utility Law, as amended, for
approval to begin to offer, render, furnish or
supply service by pipeline in the transportation
of petroleum and petroleum products, said pipe-
line generally paralleling an existing pipeline
of said company, and extending from the
Allegheny Pump Station at or near the Borough of
Blawnox, Allegheny County, thence in a north-
westwardly direction through Beaver and Lawrence
counties to the Pennsylvania-Ohio boundary line.

CERTIFICATE
OF
PUBLIC CONVENIENCE

#2 (157)
Need Application

The Pennsylvania Public Utility Commission hereby certifies that after an investigation
and/or hearing had on the above entitled application, it has, by its report and order made and entered,
a copy of which is attached hereto and made a part hereof, found and determined that the granting of
said application is necessary or proper for the service, accommodation, convenience and safety of the
public, and this certificate is issued evidencing its approval of the said application as set forth in said
report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused
these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of
Harrisburg this 10th day of April 1957.

Attest:



PENNSYLVANIA
PUBLIC UTILITY COMMISSION

George L. Brown

Chairman

BEFORE

THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIVED
MAY 29 1954
Secretary's Office
Public Utility Com.

In re: Application of Keystone Pipe
Line Company, a corporation of
the Commonwealth of Pennsylvania,
Under Section 202(c) of the Penn-
sylvania Public Utility Code to
begin the exercise of the addi-
tional rights, powers, franchises
and privileges of constructing,
maintaining and operating, with
appurtenant facilities, a branch
or connecting pipe line from a
point in East Goshen Township,
Chester County, Pennsylvania, to
a point near Fullerton, Whitehall
Township, Lehigh County, Pennsyl-
vania.

APPROVED
Application No. 481279
Docket No. 1954

TO

THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

1. The name and address of applicant are:

Keystone Pipe Line Company
260 South Broad Street
Philadelphia 1, Pa.

2. The names and addresses of applicant's attorneys

are:

Roy W. Johns, Esq.
260 South Broad Street
Philadelphia 1, Pa.

and

J.H. Walter, Esq.
260 South Broad Street
Philadelphia 1, Pa.

and

Harry Rosenblum, Esq.
260 South Broad Street
Philadelphia 1, Pa.

RECORD
FOLDER

DOCKETED
APPLICATION FILED
JUN 20 1954

ENCLOSURE 11104
ISSUED 274-Regulatory
Div. 6/10/54 - Phil. S. G. A.

3. Keystone Pipe Line Company is a public service company incorporated under the laws of the Commonwealth of Pennsylvania under Clause XVIII of the 2nd Division of Section 1 of the Corporation Act of 1874 (March 29, 1874, P.L. 73) as expanded by the Supplementary and Amendatory Act of June 2, 1883, P.L. 61 and the Act of April 30, 1929, P.L. 896. The incorporation, organization and creation of applicant was approved by The Pennsylvania Public Service Commission on or about May 11, 1931, in and by its Report and Order and Certificate of Public Convenience issued at Docket A 23566-1931 Folder No. 1. Pursuant to said approval of the Public Service Commission, the Governor duly issued Letters Patent on or about May 19, 1931, and on May 20, 1931 the Articles of Association and Letters Patent were duly recorded in the Office for the Recording of Deeds in and for the County of Philadelphia, being applicant's principal place of business as set forth in its Articles of Incorporation, in Charter Book 114, page 419, and thereafter in other Counties in conformance with Law.

Thereafter with the approval of the Pennsylvania Public Service Commission as evidenced by its Certificate of Public Convenience dated May 11, 1931, Application Docket No. 23566-1931, Folder No. 2, and Certificate of Public Convenience dated August 3, 1936, Application Docket No. 23566-1936, Folder No. 3, applicant began and has continued to this date to exercise the rights, powers, franchises and privileges of constructing, maintaining and operating pipe lines as set forth in the aforementioned Certificates of Public Convenience. The location of such pipe lines is shown on the map attached hereto and marked Exhibit "A".

Applicant was incorporated for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products and of constructing, maintaining and operating

such main and branch or connecting pipe lines and such tanks and other facilities as are necessary and proper from time to time to the conduct of its business, the pipe line or lines to run within the Commonwealth of Pennsylvania by such route or routes as may from time to time be approved by the Public Utility Commission or any body succeeding to its power and jurisdiction.

4. Applicant now desires the right, power, franchise and privilege of constructing, maintaining and operating, with appurtenant facilities,

A branch or connecting pipe line or lines from applicant's Boot Pumping Station in East Goshen Township, Chester County, Pennsylvania, and extending in a northerly direction through Chester, Montgomery, Berks and Lehigh Counties to a point near Fullerton in Whitehall Township, Lehigh County, Pennsylvania.

The location of applicant's present pipe lines are shown in blue and the proposed pipe line is shown in red on the map attached hereto and marked Exhibit "B".

The termini of the proposed branch or connecting pipe line are all located in applicant's charter territory as now contained in its Articles of Incorporation.

5. The facilities will consist in general of an eight-inch pipe line approximately forty-eight miles in length between the points above mentioned, together with valves, fittings, pumps, buildings, communication facilities and other equipment or appurtenances necessary or desirable for use in the construction, operation and maintenance of the pipe lines.

6. The estimated cost of the proposed facilities when completed is \$1,875,000.00.

7. It is expected that the proposed facilities will begin operation in the spring or summer of 1955.

8. It is expected applicant will have sufficient funds in its treasury to purchase and construct the facilities. However, if it should be necessary for applicant to borrow for such purposes, a security certificate relating to obligations to be issued in connection with any such borrowing will be filed with the Commission as required by law.

9. The capital stock of applicant is as follows:

<u>Name</u>	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
Preferred	None	None	None
Common (Par Value \$100 per share)	\$2,500,000	\$1,750,000	\$1,750,000

Applicant has no authorized, issued and outstanding bonds or other obligations representing funded debt. However, applicant is indebted to The Atlantic Refining Company in the sum of \$3,100,000, presently represented by a non-interest-bearing demand note.

10. A copy of applicant's balance sheet as of April 30, 1954 is attached to this application and marked Exhibit "C".

11. A copy of applicant's income statement for three months to April 30, 1954 is attached to this application and marked Exhibit "D".

12. Applicant knows of no other corporation, partnership, or individual now furnishing or which has the corporate or franchise right to furnish similar service to that desired to be rendered by applicant in the territory covered by this application except

✓ Buckeye Pipe Line Company
30 Broad Street, New York 4, N.Y.

✓ Sun Pipe Line Company
1608 Walnut Street, Philadelphia, Pa.

✓ National Transit Company
Oil City, Penna.

Socony-Vacuum Oil Company
Pipe Line Division
Plainfield, N.J.

Tuscarora Pipe Line Company Ltd.
3401 N. Sixth Street, Susquehanna Township
R.D. #2, Harrisburg, Penna.

It is not expected that the facilities of the above mentioned companies will be competitive with the pipe line proposed to be constructed by applicant.

13. Approval of this application is necessary and proper for the service, accommodation and convenience of the public for the following reasons:

Applicant has existing pipe line facilities (by a circuitous route) to a point near Fullerton as shown on attached Exhibits A and B. However, such facilities are inadequate to transport the petroleum available for shipment to that point and the proposed facilities will enable applicant to transport an additional volume of petroleum to that point by a much shorter route.

14. Applicant hereby consents and stipulates that the Commission's approval and Certificate of Public Convenience may contain the following condition:

"No right, power, or privilege is granted the Keystone Pipe Line Company, its successors, or assigns, to use the pipe lines constructed hereunder and hereby, without the consent and approval of this Commission hereinafter first had and obtained, for the transportation, storage or distribution of natural, manufactured, or mixed natural or manufactured gas (the terms natural, manufactured, or mixed natural or manufactured gas not to be deemed or considered to mean or comprehend gasoline)."

Wherefore, applicant prays your Honorable Commission to issue a Certificate of Public Convenience under the provisions

of Section 202(c) of the Pennsylvania Public Utility Code.

KEYSTONE PIPE LINE COMPANY

By *R. H. Lynch*
Vice President

COMMONWEALTH OF PENNSYLVANIA :
: SS
COUNTY OF PHILADELPHIA :

R. H. Lynch, being duly sworn according to law,
deposes and says that he is Vice President of Keystone Pipe Line
Company; that he is authorized to and does make this affidavit
for it; and that the facts set forth above are true and correct
to the best of his knowledge, information and belief and he expects
the said Keystone Pipe Line Company to be able to prove the same
at the hearing hereof.

R. H. Lynch

Sworn and subscribed to before me
this *28th* day of *May*, 1954.

Lily M. Stever
Notary Public
NOTARY PUBLIC
My Commission Expires February 1, 1955

PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application Docket No. 81279

In re: Application of KEYSTONE PIPE LINE COMPANY - For approval of the beginning of the exercise of the additional right to construct, maintain and operate a branch or connecting pipe lines, with appurtenant facilities, for the transportation and storage of petroleum and/or refined petroleum products from applicant's Boot Pumping Station in East Goshen Township, Chester County, extending in a northerly direction through Chester, Montgomery, Berks and Lehigh counties, to a point near Fullerton, in Whitehall Township, Lehigh County.

O R D E R

BY THE COMMISSION, AUGUST 9, 1954:

This matter being before the Pennsylvania Public Utility Commission upon application of Keystone Pipe Line Company, a Pennsylvania corporation, filed May 29, 1954, for approval of the beginning of the exercise of the additional right to construct, maintain and operate a branch or connecting pipe line for the transportation and storage of petroleum or refined petroleum products from its pumping station in East Goshen Township, Chester County to a point near Fullerton, in Whitehall Township, Lehigh County, as more fully described in the application, and having been duly presented and full investigation of the matters and things involved having been had, the Commission finds and determines that the granting of said application is necessary or proper for the service, accommodation, convenience or safety of the public, and

that a certificate of public convenience issue evidencing the Commission's approval thereof; THEREFORE, in exercise of its jurisdiction

IT IS ORDERED: That a certificate of public convenience issue to Keystone Pipe Line Company evidencing the Commission's approval of the said application, as above determined, subject to the following conditions:

1. That the right, power or privilege hereby granted to Keystone Pipe Line Company, its successors or assigns, shall not permit the use of the pipe lines constructed hereunder and hereby, without the consent and approval of this Commission hereinafter first had and obtained, for

DOCKET
APPLICATION FILED
JUL 13 1954
ENTRY No. [Signature]
RECORD
SPLO 00052

A.81279

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF
KEYSTONE PIPE LINE COMPANY, under Sections
202(b) and (c), Article II, of the Public Util-
ity Law, for approval of the beginning of the
exercise of the additional right to construct,
maintain and operate a branch or connecting
pipe lines, with appurtenant facilities, for
the transportation and storage of petroleum
and/or refined petroleum products from appli-
cant's Boot Pumping Station in East Goshen
Township, Chester County, extending in a
northerly direction through Chester, Montgomery
Berks and Lehigh counties, to a point near
Fullerton, in Whitehall Township, Lehigh
County.

CERTIFICATE
OF
PUBLIC CONVENIENCE

The Pennsylvania Public Utility Commission hereby certifies that after an investigation
and/or hearing had on the above entitled application, it has, by its report and order made and entered,
a copy of which is attached hereto and made a part hereof, found and determined that the granting of
said application is necessary or proper for the service, accommodation, convenience and safety of the
public, and this certificate is issued evidencing its approval of the said application as set forth in said
report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused
these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of
Harrisburg this ninth day of August, 1954.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Attest:

Lea Schwartz
Chairman

Caroline J. Walker
Acting Secretary

RECORD
FOLDER

DOCKETED
APPLICATION DOCKET
JUL 13 1954
ENTRY No. *[initials]*

1959 APC buys ARC assets

A-80313

ORIGINAL

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MAR 30 10 41 AM 1959

BEFORE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

SECRETARY'S OFFICE
PUBLIC UTILITY COMMISSION

In re: Application of Atlantic Pipe Line Company for approval of the purchase by Atlantic Pipe Line Company of Real and Personal Property from The Atlantic Refining Company under Section 202(e) of the Public Utility Law and for approval under Section 202(b) of the beginning of the exercise of additional rights, powers, franchises and privileges of constructing, maintaining, and operating with appurtenant facilities, pipe lines, from at, or near the vicinity of Tinicum Township to The Atlantic Refining Company's Point Breeze Refinery in Philadelphia.

Application Docket No. ~~186318~~
Folder No. ~~186318~~ 1140050
F.4

3/31/59
RECEIPT ISSUED
Atlantic Pipe Line Co.
10.00 - book 6 of p.

To Pennsylvania Public Utility Commission:

1. The name and address of applicant are Atlantic Pipe Line Company, 260 South Broad Street, Philadelphia, Pennsylvania.
2. The name and address of applicant's attorneys are Roy W. Johns, J. H. Walter and H. N. Williams, 260 South Broad Street, Philadelphia, Pennsylvania.
3. Atlantic Pipe Line Company is a public service company of the Commonwealth of Pennsylvania, duly incorporated as Keystone Pipe Line Company on May 19, 1931, and by virtue of an Act of Assembly of said Commonwealth approved April 29, 1874 and the several supplements thereto for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products.
4. The Atlantic Refining Company is a corporation of the Commonwealth of Pennsylvania with its principal office in the City of Philadelphia, and is the owner of capital stock of Atlantic Pipe Line Company.

RECORD FOLDER

DOCKETED
APPLICATION DOCKET
APR 2 - 1959
ENTRY No. 12

5. The Atlantic Refining Company is the owner of two tracts of land consisting of 69.4354 acres, more or less, situate in Tinicum Township, Delaware County, Pennsylvania, as more fully described in Attachment A hereto and as shown on the map marked Attachment B.

6. The Atlantic Refining Company is the owner of certain docks, storage tanks, pipe lines, pumping equipment, pipe, material and fittings and other property as listed on Attachment C hereto.

7. The said Atlantic Pipe Line Company desires to enter into an agreement with The Atlantic Refining Company to purchase all of the property referred to in paragraphs numbered 5 and 6 above.

8. The consideration to be paid by Atlantic Pipe Line Company for the purchase amounts to \$3,915,222.61, and was determined as follows:

- (a) Land - The original cost to The Atlantic Refining Company \$464,827.00.
- (b) Pipe, fittings, material, engineering and construction costs, (new) - The original cost to The Atlantic Refining Company \$484,662.61
- (c) Docks, storage tanks, pipe lines, pumps and other property (used) - The reproduction costs for the various articles of property, in use, were determined as of December 31, 1958 by using as a basis the indices figures established by the Federal Interstate Commerce Commission for valuation purposes, the appropriate indices figure was then

applied to the original cost of the particular article and from this resultant figure was deducted on a straight line basis the applicable depreciation rates prescribed by that Commission. Total depreciated reproduction costs \$2,965,733.00.

9. \$3,500,000.00 of said consideration shall be paid by transferring 35,000 shares of Atlantic Pipe Line Company capital stock (par value \$100.00 per share) to The Atlantic Refining Company. The balance of the consideration shall be paid with cash on hand.

10. The present authorized capital stock for Atlantic Pipe Line Company is 168,300 shares, which have been issued to The Atlantic Refining Company. Therefore, it is necessary to amend the Charter of Atlantic Pipe Line Company to increase the authorized capital stock in a sufficient amount to pay a portion of the consideration as aforesaid.

11. There are attached hereto a certified copy of the meeting minutes of Atlantic Pipe Line Company's Board of Directors authorizing the increase in the capital stock and a certified copy of the unanimous consent of the only stockholder of Atlantic Pipe Line Company to increase its capital stock.

12. There is attached hereto a certified copy of the meeting minutes of the Atlantic Pipe Line Company's Board of Directors authorizing the purchase of the property herein proposed.

13. Included in the property to be purchased are two 16" pipe lines running a distance of approximately four miles from the dock on the land to be acquired to the boundary of land owned by The Atlantic Refining Company and designated as its Point Breeze Refinery, which pipe lines will be employed by the applicant in furnishing service.

14. Generally, applicant proposes to build an additional dock, tanks and other facilities on the land to be acquired and to construct two 30" pipe lines running a distance of approximately four miles from said dock to the boundary of The Atlantic Refining Company's Point Breeze Refinery, all of which will be employed by the applicant in furnishing service.

15. The reason for the proposed purchase is to acquire additional pipe lines, other facilities, and waterfront property with docks and space for additional docks so that ships and barges may take on and discharge petroleum and petroleum products through the pipe line facilities of the applicant to be acquired and to be constructed, all of which is necessary for the service, accommodation and convenience of the public and for possible future development and use as service may be required.

16. The estimated cost of constructing the additional dock, pipe lines, other facilities for use in connection therewith, and of obtaining the necessary equipment and rights of way amounts to \$4,150,000 and such amount shall be paid in cash.

17. The Atlantic Refining Company is the present owner and operator of the two existing 16" pipe lines and applicant knows of no other corporation, partnership, or individual who is now furnishing or who has corporate or franchise rights to furnish service proposed to be rendered by applicant in this application, thus no competitive condition will be created.

18. There is attached hereto a balance sheet of applicant as of December 31, 1958.

19. There is attached hereto a statement of profit and loss of applicant for the twelve months ended December 31, 1958.

20. Applicant will file and publish its initial proposed rate for the service in connection with the existing facilities to be acquired pursuant to regulations of the Federal Interstate Commerce Commission and such proposed rate is two cents (2¢) per barrel for crude petroleum (unheated) received from vessels through facilities of applicant. At such time as the proposed additional dock and two 30" pipe lines and other facilities are completed applicant will file and publish its proposed rates for service in connection with crude petroleum that requires heating.

21. The estimated revenues and expenses of applicant in furnishing the proposed service covered by this application during the first year are as follows:

Revenue - 995,000

Expense - 564,000

22. There has been filed with your Honorable Commission for registration a Securities Certificate of Atlantic Pipe Line Company in respect to an increase of \$3,500,000 in its authorized capital and the issuance of 35,000 shares of its \$100 par value Common Stock in partial payment of the consideration for the purchase referred to herein and all of the information contained in said Securities Certificate is made a part hereof by reference.

WHEREFORE, applicant prays your Honorable Commission to issue a certificate of public convenience approving the purchase of real and personal property from The Atlantic Refining Company under Section 202(e) of the Public Utility Law and under Section 202(b) for the beginning of the exercise of additional rights, powers, franchises and privileges of constructing,

maintaining and operating with appurtenant facilities, pipe lines from, at or near, the vicinity of Tinicum Township to, at or near The Atlantic Refining Company's Point Breeze Refinery in Philadelphia.

ATLANTIC PIPE LINE COMPANY

By *R.H. Lynch* *W.H.*
Vice President

Signed and dated this 26th
day of March, 1959.

R. H. LYNCH, being duly sworn according to law, deposes and says that he is Vice President of Atlantic Pipe Line Company; that he is authorized to and does make this affidavit for it; and that the facts set forth above are true and correct to the best of his knowledge, information and belief.

R.H. Lynch *W.H.*
Vice President

Sworn and subscribed before me
this 26 day of March, 1959

Reginald F. DeBree

Notary Public for the State of Pennsylvania
My Comm. Expires Dec. 31, 1959

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Application of Atlantic Pipe :
 Line Company, a corporation of the :
 Commonwealth of Pennsylvania, Under :
 Section 202(c) of the Pennsylvania :
 Public Utility Law to begin the :
 exercise of the additional rights, :
 powers, franchises and privileges :
 of laying, constructing, maintaining : Application
 and operating, with appurtenant :
 facilities, a branch or connecting : Docket No. ~~10153~~, 1964
 pipe line from a point in Spring :
 Township, Berks County, Pennsylvania :
 extending in a northwesterly :
 direction through Berks, Schuylkill, :
 Northumberland and Montour Counties :
 to a point north of and near Dewart, :
 Delaware Township in Northumberland :
 County, Pennsylvania. :

*A. 140050
F.5*

RECEIVED
 MAY 20 11 25 AM '64
 PUBLIC UTILITY
 COMMISSION

TO PENNSYLVANIA PUBLIC UTILITY COMMISSION:

1. The name and address of applicant are
2. The names and addresses of applicant's attorneys are:

Atlantic Pipe Line Company
 260 South Broad Street
 Philadelphia, Pa. 19101

Roy W. Johns, Esq.
 260 South Broad Street
 Philadelphia, Pa. 19101

and

Joel L. Carr, Esq.
 260 South Broad Street
 Philadelphia, Pa. 19101

and

H. Newell Williams
 260 South Broad Street
 Philadelphia, Pa. 19101

DOCKETED
 APPLICATION DOCKET
 MAY 26 1964
 ENTRY No. *[Signature]*

RECORD
 HOLDER

RECEIPT
 5/20/64
 No. 6603 Atlantic Pipe Line Co.
 Quib. & 10.00 - Rev. E. S. S.

3. Atlantic Pipe Line Company formerly known as Keystone Pipe Line Company is a public utility company incorporated and existing under an Act of the General Assembly of the Commonwealth of Pennsylvania approved April 29, 1874 (P.L. 73) and the several supplements thereto. The incorporation, organization and creation of applicant was approved by The Pennsylvania Public Service Commission on or about May ¹⁶ XI, 1931, in and by its Report and Order and Certificate of Public Convenience issued at Docket A 23566-1931 Folder No. 1. Pursuant to said approval of the Public Service Commission, the Governor duly issued Letters Patent on or about May 19, 1931, and on May 20, 1931 the Articles of Association and Letters Patent were duly recorded in the Office for the Recording of Deeds in and for the County of Philadelphia, being applicant's principal place of business as set forth in its Articles of Incorporation, in Charter Book 114, page 419, and thereafter in other Counties in conformance with law.

Thereafter with the approval of the Pennsylvania Public Service Commission as evidenced by its Certificate of Public Convenience dated May 11, 1931, Application Docket No. 23566-1931, Folder No. 2, Certificate of Public Convenience dated August 3, 1936, Application Docket No. 23566-1936, Folder No. 3, and of the Pennsylvania Public Utility Commission as evidenced by its Certificate of Public Convenience dated August 9, 1954, Application Docket No. 81279-1954, and Certificate of Public Convenience dated June 1, 1959, Application Docket No. 86313-1959, applicant began and has continued to this date to exercise the rights, powers, franchises and privileges of constructing, maintaining and operating pipe lines as set forth in the aforementioned Certificates of Public Convenience. The location of such pipe lines is shown on the map attached hereto and marked Exhibit "A".

Applicant was incorporated for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products and of constructing, maintaining and operating such main and branch or connecting pipe lines and such tanks and other facilities as are necessary and proper from time to time to the conduct of its business, the pipe line or lines to run within the Commonwealth of Pennsylvania by such route or routes as may from time to time be approved by the Public Utility Commission or any body succeeding to its power and jurisdiction.

4. Applicant now desires the right, power, franchise and privilege of constructing, maintaining and operating, with appurtenant facilities:

A branch or connecting pipe line or lines from applicant's Montello Pumping Station in Spring Township, Berks County, Pennsylvania, and extending in a north-westerly direction through Berks, Schuylkill, Northumberland and Montour Counties to a point north of and near Dewart in Delaware Township, Northumberland County, Pennsylvania.

The location of applicant's present pipe lines is shown on the map attached hereto and marked Exhibit "B" with the proposed pipe line shown thereon in red.

The termini of the proposed branch or connecting pipe line are all located in applicant's charter territory as now contained in its Articles of Incorporation.

5. The facilities will consist in general of a fourteen inch pipe line approximately seventy-three miles in length between the points above mentioned, together with valves, fittings, pumps, buildings, communication facilities and other equipment or appurtenances necessary or desirable for use in the construction, operation and maintenance of the pipe lines.

6. The estimated cost of the proposed facilities when completed is \$5,308,000.00.

7. It is expected that the proposed facilities will begin operation in the winter of 1964.

8. It is expected applicant will have sufficient funds in its treasury to purchase and construct the facilities. However, if it should be necessary for applicant to borrow for such purposes a security certificate relating to obligations to be issued in connection with any such borrowing will be filed with the Commission as required by law.

9. The capital stock of applicant is as follows:

<u>Name</u>	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
Preferred	None	None	None
Common (Par Value \$100 per share)	\$20,330,000.	\$20,330,000.	\$20,330,000.

Applicant's funded debt amounts to \$600,000 and is represented by three interest bearing notes payable to Morgan Guaranty Trust Company of New York. The principal sum of each note is \$200,000, and one is due May 31, 1964, another due May 31, 1965, and the third due May 31, 1966.

10. A copy of applicant's balance sheet as of March 31, 1964 is attached to this application and marked Exhibit "C".

11. A copy of applicant's income statement for three months to March 31, 1964 is attached to this application and marked Exhibit "D".

12. Applicant knows of no other corporation, partnership, or individual now furnishing or which has the corporate or franchise right to furnish similar service to that desired to be rendered by applicant in the territory covered by this application except:

Buckeye Pipe Line Company
30 Broad Street, New York 4, N. Y.

Sun Pipe Line Company
1608 Walnut Street, Philadelphia, Pa.

Magnolia Pipe Line Company
Mobil Building
P. O. Box 900, Dallas 21, Texas

The extent and type of service furnished by the above named companies is shown on attached Exhibit "E".

It is not expected that the facilities of the above mentioned companies will be competitive with the pipe line proposed to be constructed by applicant.

13. Approval of this application is necessary and proper for the service, accommodation and convenience of the public for the following reasons:

Applicant has existing pipe line facilities (by a circuitous route) to a point near Dewart, as shown on attached Exhibits A and B. However, such facilities are inadequate to transport the petroleum available for shipment to that point for deliveries at Sunbury and Williamsport in Pennsylvania, and the proposed facilities will enable applicant to transport an additional volume of petroleum to that point by a much shorter route.

14. Applicant hereby consents and stipulates that the Commission's approval and Certificate of Public Convenience may contain the following condition:

"No right, power, or privilege is granted the Atlantic Pipe Line Company, its successors or assigns, to use the pipe lines constructed hereunder and hereby, without the consent and approval of this Commission hereinafter first had and obtained, for the transportation, storage or distribution of natural, manufactured, or mixed natural or manufactured gas (the terms natural, manufactured, or mixed natural or manufactured gas not to be deemed or considered to mean or comprehend gasoline)."

Wherefore, applicant prays your Honorable Commission to issue a Certificate of Public Convenience under the provisions of Section 202(c) of the Pennsylvania Public Utility Code.

ATLANTIC PIPE LINE COMPANY

By R.H. Lynch
Vice President

COMMONWEALTH OF PENNSYLVANIA :
: SS.
COUNTY OF PHILADELPHIA :

R.H. Lynch, being duly sworn according to law, deposes and says that he is Vice President of Atlantic Pipe Line Company; that he is authorized to and does make this affidavit for it; and that the facts set forth above are true and correct to the best of his knowledge, information and belief and he expects the said Atlantic Pipe Line Company to be able to prove the same at the hearing hereof.

R.H. Lynch

Sworn and subscribed to before me this 19 day of May, 1964.

Lily W. Stover
Notary Public

Notary Public
Philadelphia County
My Commission Expires February 1, 1965

*Check # 1975 of Harmon, Chester
Harmon and Hedge Cont \$ 5.70*

BEFORE
THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA.

SERIAL No. 9507
FILE No. 2-223566
REC'D APR 8 - 1931 F2
OFFICE OF SECRETARY
AND PUBLIC SERVICE DIVISION

In re: Application of KEYSTONE PIPE LINE COMPANY, for Certificate of Public Convenience, evidencing the Commission's approval of the beginning of the exercise of rights, powers, franchises and privileges. : Application Docket No. 223566, 1931. Folder No. 2.

TO THE PUBLIC SERVICE COMMISSION OF THE COMMONWEALTH OF PENNSYLVANIA:

The Petition of J. W. VanDyke, W. M. Irish and R. C. Tuttle, incorporators of KEYSTONE PIPE LINE COMPANY, a proposed Public Service Company, respectfully represents:

1. The names and addresses of the proposed incorporators are: J. W. VanDyke, 19th and Walnut Streets, Philadelphia, Pa.; W. M. Irish, 17th and Locust Streets, Philadelphia, Pa.; and R. C. Tuttle, 6431 Woodcrest Avenue, Overbrook, Philadelphia, Pa.; and the name or title of the proposed company is KEYSTONE PIPE LINE COMPANY.

2. The names and addresses of your Petitioners' attorneys are John H. Stone, Esq., 260 South Broad Street, Philadelphia, Pa., and Frank M. Hunter, Esq., Gibson Building, Chester, Pa.

3. Your Petitioners have filed an application for Letters Patent under and by virtue of the provisions of an Act of Assembly of the Commonwealth of Pennsylvania, approved April 29, 1874, and the several amendments thereof and supplements thereto, with the Secretary of the Commonwealth, and that Department has certified to your Commission a copy thereof with its certificate that all existing laws relative to the incorporation, organization and creation of the proposed company, have been complied with.

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4. Your Petitioners have obtained no right, power, franchise or privilege under any ordinance or municipal contract, nor is such right, power or franchise required prior to incorporation under existing laws regulating the incorporation of the proposed company.

5. The proposed corporation is organized for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products, and the construction, maintenance and operation of such pipe lines, tanks and facilities in certain named Counties in the State of Pennsylvania as are necessary and proper for the conduct of said business, and as more particularly set forth in the statement of corporate purpose as contained in its Articles of Incorporation on file with the Secretary of the Commonwealth, and duly certified to the Commission.

6. No corporation, partnership or individual is now furnishing or has the corporate or franchise right to furnish, service similar to that of the proposed company in the territory covered by the application for Letters Patent, with the possible exception of Susquehanna Pipe Line Company, 1608 Walnut Street, Philadelphia, Pennsylvania. Applicants believe and represent that no competitive conditions will be created with said Susquehanna Pipe Line Company.

7. The initial authorized capital stock of the proposed Company is \$100,000.00, consisting of 1,000 shares having a par value of \$100.00 each, of which amount there have been subscribed 100 shares as follows:

J. W. VanDyke, 19th and Walnut Streets, Philadelphia, Pa.	50 shares
W. M. Irish, 17th and Locust Streets, Philadelphia, Pa.	25 shares
R. C. Tuttle, 6431 Woodcrest Avenue, Overbrook, Phila., Pa.	25 shares.

B. The proposed corporation will employ in rendering its service obligations, the following facilities.

A main line or lines will ~~begin~~^{beginning} at or near the vicinity of Point Breeze, Philadelphia, in the County of Philadelphia, ^{and} extending in a northerly direction to or near the vicinity of the City of Reading, in the County of Berks, thence to or near the vicinity of the City of Scranton in the County of Lackawanna, thence to the Pennsylvania-New York State Boundary Line to or near the vicinity of the City of Susquehanna, Susquehanna County with connecting lines therefrom, including a connecting line or lines taking off at or near the vicinity of Port Clinton in Schuylkill County and extending at or near the vicinity of Allentown in the County of Lehigh; and also by a line or lines from or near the vicinity of said Point Breeze, or by a connecting line or lines beginning at or near the vicinity of the City of Reading, Berks County, thence extending in a westerly direction to or near the vicinity of the City of Lebanon, Lebanon County; thence extending to or near the vicinity of the City of Harrisburg, Dauphin County, thence extending to or near the vicinity of Carlisle, Cumberland County; thence in a westerly direction to the Pennsylvania-Ohio State Boundary Line at or near Bessemer in the County of

Lawrence; with connecting lines therefrom including a connecting line or lines taking off at or near the vicinity of the City of Lebanon, in Lebanon County and extending to or near the vicinity of the City of Lancaster, Lancaster County, Pa.

Pipe lines will be of welded construction and buried approximately three feet below cultivation depth.

Pump stations and Booster stations will be located at proper points.

Pipes, pumps, tanks and other equipment, apparatus and facilities will be of modern fire proof character; designed, constructed and laid in accordance with the best engineering practice, and with every possible safeguard against fire or other hazards.

9. It is proposed to finance the construction of the facilities set forth in paragraph 8; in the following manner. Upon the approval of the incorporation and of the beginning of the exercise of rights, powers, franchises and privileges thereunder, the corporation will increase its capital stock from \$100,000.00 to approximately \$2,500,000., either by single increase or from time to time, as is deemed economic, and the incorporators and other subscribers will purchase for cash, such amount of stock as shall be necessary for the construction of such initial units. Additional financing will be effected by the further increase of common stock or the issuance of bonds, notes or preferred stock, as the economic and financial factors and conditions shall then determine most expedient and proper.

10. The application contemplates the initial construction and operation of the lines east of the said vicinity of

Carlisle, Cumberland County, as herein outlined, with the immediate operation of portions of the main line or connecting lines as soon as completed, and operation of additional portions of the line as constructed; the portion of the lines west of said vicinity of Carlisle being contemplated for construction upon completion of said easterly section.

11. The proposed public service company is necessary for the service, accommodation and convenience of the public for the following reasons:

The oil industry generally is handicapped by not having sufficient, quick, efficient and economic means of transporting petroleum and refined petroleum products for distribution to dealers and customers. The proposed pipe line will begin in the City and County of Philadelphia, at or in the vicinity of the district locally known as Point Breeze, where nearby are located refineries and plants of petroleum company or companies dealing in refined petroleum products, who will be enabled to have transported their products to other refiners and/or distributors, to distribution centers contiguous to applicants' pipe line. From time to time as business develops, it is proposed to establish additional pipe lines or connecting pipe lines, so that it will be possible for the oil and petroleum industry to transport and ship quickly and economically by pipe lines, petroleum and refined petroleum products from or to refineries and important distributing points for said products throughout the State.

12. Applicants have concurrently filed herewith their separate petition for a Certificate of Public Convenience evidencing your Commission's approval of incorporation, creation and organization.

WHEREFORE, your Petitioners pray your Honorable Commission to issue a Certificate of Public Convenience under the provisions of Article III, Section 2(b) and Article V, Sections 18 and 19 of the Public Service Company Law, evidencing its approval of the beginning of the exercise of rights, powers, franchises and privileges under its said incorporation, organization and creation.

And they will ever pray, etc.

J. W. V. J. W. V.
W. M. T. W. M. T.
R. C. T. R. C. T.

Signed and dated this 7th day of April A.D.,
1931.

Jeanne Pickles

NOTARY PUBLIC

My Commission Expires March 9, 1933

STATE OF PENNSYLVANIA :
COUNTY OF PHILADELPHIA : SS.

Personally appeared before me, a Notary Public in and for said County and State, J. W. VanDyke, who being by me first duly sworn according to law, deposes and says that the facts contained in the foregoing Petition are true and correct to the best of his knowledge and belief.

Sworn and subscribed before :

me this 7th day of April : J. W. VanDyke v.
A. D., 1931. :

Jeanni Pickles
NOTARY PUBLIC
My Commission Expires March 9, 1935

COUNTIES COVERED BY CHARTER APPLICATION

A23566-31
2

* Philadelphia	Wyoming	*Huntingdon
* Delaware	Bradford	*Cambria
* Chester	Sullivan	Somerset
* Berks	Columbia	*Westmoreland
* Schuylkill	Montour	*Beaver
* Luzerne	Lycoming	*Butler
* Lackawanna	Snyder	*Allegheny
* Susquehanna	Northumberland	*Lawrence
*Lehigh	Adams	Mercer
*Lebanon	York	Crawford
*Dauphin	*Indiana	Venango
*Cumberland	*Perry	Green
*Lancaster	*Juniata	Erie
Montgomery	*Mifflin	Fayette
Bucks	*Blair	Washington
Carbon	Franklin	*Armstrong
Northampton	Bedford	Fulton
		Union

* Counties comprehended by Folder No. 2 (Beginning of exercise of franchises and privileges).

COUNTIES IN WHICH IT IS PROPOSED TO BEGIN EXERCISE OF FRANCHISE AND PRIVILEGES.

Philadelphia	Lebanon	Cambria
Delaware	Dauphin	Indiana
Chester	Cumberland	Westmoreland
Berks	Lancaster	Armstrong
Schuylkill	Perry	Allegheny
Luzerne	Juniata	Butler
Lackawanna	Mifflin	Beaver
Susquehanna	Huntingdon	Lawrence
Lehigh	Blair	

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SERIAL NO. _____
FILE NO. _____
JUL 24 1936

Op # 4848 of Jammum, Hunter, Harmon and Judge Court & Co. v. W. A. B.

BEFORE
THE PUBLIC SERVICE COMMISSION
OF THE
COMMONWEALTH OF PENNSYLVANIA

In re: Application of
KEYSTONE PIPE LINE COMPANY
for a Certificate of Public Conven-
ience evidencing the Commission's
approval of the beginning of the
exercise of the additional rights,
powers, franchises and privileges
of constructing, maintaining and
operating with appurtenant facilities
branch or connecting pipe line or lines
from at or near the vicinity of Quentin
in Lebanon County to the Pennsylvania-
New York State Boundary Line at or near
the vicinity of Wells in Bradford County.

:
:
:
: Application Docket
:
: No. 23566 - 1936
:
: Folder No. 3
:
:

TO THE PUBLIC SERVICE COMMISSION OF THE COMMONWEALTH OF PENNSYLVANIA:

The Petition of KEYSTONE PIPE LINE COMPANY respectfully
represents that:

1. The name and address of your Petitioner is
Keystone Pipe Line Company
260 South Broad Street
Philadelphia, Pennsylvania.
2. The names and addresses of your Petitioner's attorneys

are:

Oscar H. Price, Esq.,
260 South Broad Street
Philadelphia, Pennsylvania.

Frank M. Hunter, Esq.,
Gibson Building,
Chester, Pennsylvania.

3. Keystone Pipe Line Company is a public service company
incorporated under the Laws of the Commonwealth of Pennsylvania under

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Clause XVIII of the 2nd Division of Section 1 of the Corporation Act of 1874 (March 29, 1874, P. L. 73) as expanded by the Supplementary and Amendatory Act of June 2, 1883, P.L. 61 and the Act of April 30, 1929, P. L. 896. The incorporation, organization and creation of your Petitioner was approved by your Commission on or about May 11, 1931 in and by your Report and Order and Certificate of Public Convenience issued at Docket A. 23566-1931 Folder No. 1. Pursuant to your Commission's said approval, the Governor duly issued Letters Patent on or about May 19, 1931, and on May 20, 1931, the Articles of Association and Letters Patent were duly recorded in the Office for the Recording of Deeds in and for the County of Philadelphia, being Applicant's principal place of business as set forth in its Articles of Incorporation, in Charter Book 114, page 419, and thereafter in other counties conformably with law.

4. Generally Applicant is formed for the purpose of transporting, storing, insuring and shipping petroleum and refined petroleum products and of constructing, maintaining and operating such main and branch or connecting pipe lines and such tanks and other facilities as are necessary and proper from time to time in the conduct of its business, the pipe line or lines to run within the Commonwealth of Pennsylvania by such route or routes as may from time to time be approved by your Commission or any body succeeding to its power and jurisdiction.

5. Petitioner has no authorized, issued and outstanding bonds or other obligations representing funded debt. The capital stock of your Petitioner is as follows:

<u>Name</u>	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
Preferred	None	None	None
Common (Par Value \$100 per share)	\$2,500,000	\$1,750,000	\$1,750,000

6. Pursuant to the approval of your Commission as evidenced by its Report and Order and Certificate of Public Convenience dated May 11, 1931, at Application Docket No. 23566-1931, Folder No. 2 approving the beginning of the exercise of rights, powers, franchises and privileges under said incorporation, Petitioner is now furnishing service in the transportation of petroleum and refined petroleum products through pipe lines constructed, maintained and operated by it, the routes of said pipe lines being generally described as follows:-

Commencing at the origin pump station at Point Breeze, in the City of Philadelphia, and running thence westerly to a point northwest of Chester in the County of Delaware; thence generally northwesterly passing to the east of West Chester, through Exton, and to the West of Lionville in the County of Chester; thence continuing northwesterly to Montello, about 7 miles west of Reading in Berks County; thence westerly passing south of Lebanon to Quentin in Lebanon County; thence westerly passing to the north of Middletown in the County of Dauphin and crossing the Susquehanna River near Highspire, in Dauphin County; thence westerly to Mechanicsburg in Cumberland County; thence westerly passing north of Carlisle in Cumberland County, and south of New Germantown in Perry County to a point south of Mt. Union in Huntingdon County; thence westerly to Eldorado about 2 miles south of Altoona in Blair County; thence westerly to Vinco about 7 miles north of Johnstown in Cambria County; thence westerly passing about 1 mile north of Blairsville in the County of Indiana to a point just north of Delmont in Westmoreland County; thence westerly to a point in Allegheny County which is about 3 miles northwest of Murraysville in the County of Westmoreland, from whence it branches, with the northerly branch running to a point on the Allegheny River near 57th and Butler Streets in the City of Pittsburgh, County of Allegheny, and the southerly branch running to Hays on the Monongahela River in the County of Allegheny. Beginning at Montello in Berks County there is a main branch of the pipe line running northerly to a point southwest of Hamburg in the County of Berks from whence a branch line runs east-northeasterly to Fullerton about 5 miles north of Allentown in the County of Lehigh; thence beginning at the point southwest of Hamburg in the County of Berks the main branch continues northerly to Pinedale in the County of Schuylkill; thence again northerly to Barnesville in the County of Schuylkill; thence a little west of northerly to Beach Haven in the County of Luzerne; thence northerly and northeasterly to Kingston about 1 mile northwesterly of Wilkes-Barre in the County of Luzerne.

7. Petitioner now desires the right, power, franchise and privilege of constructing, maintaining and operating a branch or connecting pipe line or lines taking off from the Company's main line or lines at or near the vicinity of Quentin in the County of Lebanon and extending generally in a north-northwesterly direction to or near the vicinity of Sunbury in the County of Northumberland; thence to or near the vicinity of Williamsport in the County of Lycoming thence to the Pennsylvania-New York State Boundary Line at or near the vicinity of Wells in the County of Bradford, the said branch or connecting pipe line or lines extending into the Counties of Lebanon, Dauphin, Northumberland, Snyder, Union, Lycoming, Sullivan and Bradford or as an alternative into the Counties of Lebanon, Dauphin, Northumberland, Montour, Lycoming, Sullivan and Bradford, together with all necessary and proper tanks and other facilities appurtenant to said branch or connecting line or lines.

The termini and the alternative routes of said proposed branch or connecting pipe line or lines are all located in Petitioner's charter territory as now contained in its Articles of Incorporation.

8. The ~~estimated~~ cost of said additional pipe lines and their appurtenant facilities and rights-of-way is estimated at \$1,300,000. Your Petitioner proposes to finance said construction by the issuance and disposal of additional shares of its common stock, for which issue and disposal formal application for your Commission approval will be duly filed.

9. No other person, firm, association or corporation is now furnishing or has the right to furnish the same type of service in the area which is proposed to be served by Petitioner's said branch

line or lines except that National Transit Company address Oil City, Penna., the Susquehanna Pipe Line Company, address 1608 Walnut Street, Philadelphia, Penna., and the Tuscarora Oil Company Ltd. address 3401 North 6th Street, Susquehanna Township Harrisburg, Penna., R.D. No. 2 operate or have charter rights in certain of the aforementioned counties, but their facilities will not be competitive with the branch or connecting lines contemplated by this Petition.

10. The approval of your Commission is necessary and proper for the service, accommodation and convenience of the public among others for the following reasons:

The proposed branch or connecting pipe line or lines will serve an extensive area which has no comparable service at the present time and in which area there is a large volume of consumption of the type of products to be transported by said line or lines.

WHEREFORE your Petitioner prays your Honorable Commission to issue its Certificate of Public Convenience under the provisions of Article III Section 3 (a) and Article V, Sections 18 and 19 and other correlative or pertinent provisions of the Public Service Company Law, evidencing its approval of the additional rights, powers, franchises and privileges hereinbefore mentioned.

And your Petitioner will ever pray.

KEYSTONE PIPE LINE COMPANY

BY Robert C. Tuttle
Vice President

Signed and dated this 1st day of July 1936.

PENNS ANIA PUBLIC UTILITY COMMISSI

Application Docket No. 96281

In re: Application of ARCO PIPE LINE COMPANY and ATLANTIC PIPE LINE COMPANY - For approval of the acquisition by the former and the transfer by merger by the latter of all the pipeline property, facilities and rights of Atlantic Pipe Line Company.

ORDER

BY THE COMMISSION, DECEMBER 21, 1970:

Arco Pipe Line Company (ARCO) and Atlantic Pipe Line Company (Atlantic) jointly filed the above application on November 9, 1970 seeking Commission approval under Section 202(e) of the Public Utility Law of May 28, 1937, P.L. 1053, as amended, for ARCO to acquire by merger all the pipeline property, facilities and rights of Atlantic, with ARCO as the surviving corporation.

We are concurrently approving the application at A. 96282 of ARCO for the right to begin to offer, render, furnish or supply pipeline service to the public in the transportation of refined petroleum products within Pennsylvania.

ARCO was incorporated as Sinclair Pipe Line Company (Sinclair) under the laws of Delaware on November 9, 1950. On April 30, 1951 Sinclair was certificated at A. 76767, Folder 1, to do business within Pennsylvania as a foreign public utility and, at A. 76767, Folder 2, to transport refined petroleum products by a pipeline over a route extending westwardly from the city of Philadelphia to a point in Washington County on the Pennsylvania-Ohio line, with a connecting route extending from Lebanon County to the Pennsylvania-Maryland line.

A segment of the above pipeline was transferred by sale in 1963 to Allegheny Pipe Line Company and the remaining facilities were conveyed to BP Eastern Pipe Line Corporation with Commission approval granted December 22, 1969 at A. 95579. On June 23, 1969 the name of Sinclair Pipe Line Company was changed to Arco Pipe Line Company.

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Atlantic, incorporated on May 20, 1931 under the Act of April 29, 1874, as Keystone Pipe Line Company, was originally certificated by the Public Service Commission of Pennsylvania on May 11, 1931 at A. 23566, Folders 1 and 2. Additional authority to furnish pipe line service was subsequently granted by the Public Service Commission at A. 23566, Folder 3, and by this Commission on August 9, 1954 at A. 81279 and on June 1, 1959 at A. 86313.

Commission records also indicate that Keystone absorbed by merger Atlantic Pipe Line Company (a Maine corporation) with Commission approval granted December 31, 1955 at A. 82734. On January 1, 1956 Keystone's corporate name was changed to Atlantic.

Both ARCO and Atlantic are wholly-owned subsidiaries of Atlantic Richfield Company, a corporation of the Commonwealth of Pennsylvania, which owns all of the outstanding capital stock of both corporations, consisting of 411,000 shares of ARCO common stock at \$100 par value, aggregating \$41,100,000 and 203,300 shares of Atlantic common stock at \$100 par value, aggregating \$20,330,000.

Under the terms of a merger agreement dated November 16, 1970 entered into between ARCO and Atlantic and presently before us in the instant application for approval, Atlantic proposes to surrender to ARCO for cancellation all issued and outstanding shares of common stock held by Atlantic Richfield Company. In exchange for such shares so surrendered ARCO proposes to issue to Atlantic Richfield Company an equal number of shares (203,300) of ARCO common stock. As a result of the foregoing the issued and outstanding shares of ARCO common stock shall be 614,300 shares, all of which shall be owned by Atlantic Richfield Company. The outstanding shares of ARCO shall remain unaltered and unchanged as a result of the merger; each share of ARCO common stock shall continue to be one share of common stock of the surviving corporation. No actual cash consideration will be involved.

Based on August 31, 1970 book values, ARCO will acquire from Atlantic net assets of \$47,508,056, including investments of \$19,619,098 and tangible property with a net value of \$64,901,567, together with operating rights.

Purpose of the merger is to effect economies in operation and, it is averred, to benefit the public interest by simplifying the corporate structure, eliminating duplication and placing ARCO in a position to own and operate the pipe lines as a single system.

It appears that the proposed merger, combining the operations of two pipeline subsidiaries presently under the same corporate control, will enable the surviving corporation to operate more efficiently and economically in the public interest and should be approved; THEREFORE,

IT IS ORDERED:

1. That the application filed at A. 96281 by Arco Pipe Line Company and Atlantic Pipe Line Company for approval of the acquisition by the former and transfer by the latter by merger of all the pipeline property, facilities and rights of Atlantic Pipe Line Company, be and is hereby approved.
2. That a certificate of public convenience issue under Section 202(e) of the Public Utility Law evidencing such approval.
3. That a copy of this order issue to the Pennsylvania Department of State evidencing our approval of the Merger Agreement and Plan of Merger, dated November 16, 1970 entered into between Arco Pipe Line Company and Atlantic Pipe Line Company.
4. That if the authority granted by this order and certificate of public convenience is not exercised within one year from its effective date, said certificate shall be of no further force or effect.

PENNSYLVANIA PUBLIC UTILITY COMMISSION

George Bloom
Chairman

ATTEST:

C. J. Mc Clellan
Acting Secretary

- 3 -

PENNSYLVANIA
A. 96281 PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF
ARCO PIPE LINE COMPANY and ATLANTIC PIPE
LINE COMPANY, under Section 202 (a),
Article II of the Public Utility Law
for approval of the acquisition by the
former and the transfer by merger by
the latter of all the pipeline property,
facilities and rights of Atlantic Pipe
Line Company.

CERTIFICATE
OF
PUBLIC CONVENIENCE

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 21st day of DECEMBER, 1970,

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

Attest:

George Bloom

Chairman

C. J. Mc Cleve

Acting Secretary

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PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA 17120

Public Meeting held August 28, 1985

Commissioners Present:

Linda C. Taliaferro, Chairman
James H. Cawley
Frank Fischl
Bill Shane

A-140075

Application of Atlantic Pipeline Corp. and Arco Pipe Line Company for approval of (1) the acquisition by the former and the transfer by sale by the latter of certain pipeline and other facilities in Pennsylvania; (2) the right of Atlantic Pipeline Corp. to begin to furnish pipeline service to the public in Pennsylvania; and (3) the abandonment by Arco Pipe Line Company of all pipeline service in Pennsylvania.

O R D E R

BY THE COMMISSION:

On July 3, 1985, ARCO Pipe Line Company and Atlantic Pipeline Corporation filed this application seeking approval for the transfer of ARCO's pipeline system to Atlantic for \$45 million; for the right of Atlantic to begin to offer service in Pennsylvania; and for the abandonment by ARCO of all pipeline service in Pennsylvania. Notice of the proposed transaction was published in newspapers in the cities of Philadelphia, Pittsburgh and Scranton. The 11 current customers of ARCO were also directly advised of the transaction by letter. No complaints or protests were filed against the proposed transaction. The end of the protest period was August 2, 1985.

Atlantic Richfield Company recently announced its withdrawal from the eastern United States, and is now disposing of its petroleum refining, transportation, distribution and marketing facilities in the area. In this connection, Atlantic Richfield has entered into agreements with Atlantic Petroleum Corporation, a Delaware corporation formed by a Netherlands company, to purchase the properties in Pennsylvania and New York.

Atlantic Petroleum Corporation has formed Atlantic Pipeline Corporation as its wholly-owned subsidiary, and Atlantic Pipeline Corporation is the designee of Atlantic Petroleum's rights and obligations under the Pipeline Sale and Purchase Agreement. The total consideration to be paid to ARCO Pipe Line

Company is approximately \$45 million, of which approximately \$40 million is allocable to properties in Pennsylvania. Atlantic Pipeline Corporation will finance the purchase entirely through a capital contribution from its parent, Atlantic Petroleum Corporation.

In their application, Atlantic Pipeline Corporation and ARCO Pipe Line Company have represented that the proposed transfer will be in the public interest because:

(a) The pipelines will continue to be operated without interruption by experienced managers, many of whom will be former employees of ARCO Pipe Line

(b) For at least two years, ARCO Pipe Line will assist in the operation of the pipelines by supplying certain services pursuant to a pipeline services agreement.

(c) The transfer will not affect rates, since Atlantic Pipeline will adopt the tariffs presently filed by ARCO Pipe Line.

(d) Substantially all the ARCO Pipe Line non-management employees will be retained by Atlantic Pipeline.

The transaction is presently scheduled to close on August 30, 1985.

The Commission believes that the continuity of management and the pipeline service agreement entered into between the parties should enable Atlantic Pipeline Corporation to provide safe and convenient service to the public. However, we are also aware that Atlantic Pipeline Corporation has paid approximately \$40 million for assets located in Pennsylvania which have a net book value of approximately \$30 million. The Company is hereby advised that our approval of this Application should not be construed as approval of the purchase price of the assets for rate making purposes or other proceedings before this Commission.

The Commission has examined this application and has determined that it appears proper for the service, accommodation, convenience and safety of the public, and that the Application should be approved; THEREFORE,

IT IS ORDERED:

1. That the Application of Atlantic Pipeline Corporation and Arco Pipe Line Company for approval of (1) the acquisition by the former and the transfer by sale by the latter of certain pipeline and other facilities in Pennsylvania; (2) the right of Atlantic Pipeline Corporation to begin to furnish pipeline service to the public in Pennsylvania; and (3) the abandonment by Arco Pipe Line Company of all pipeline service in Pennsylvania is hereby approved.
2. That Atlantic Pipeline Corporation shall file with this Commission, within 60 days thereafter, a statement setting forth (1) the actual effective date of the transfer and (2) a detailed list of all expenses incurred to accomplish the transaction.
3. That Atlantic Pipeline Corporation is hereby directed to charge the rates on file in ARCO Pipe Line Company's current tariffs.

BY THE COMMISSION


Jerry Rich
Secretary

(SEAL)

ORDER ADOPTED: August 28, 1985

ORDER ENTERED: August 28, 1985

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA. 17105-3265

Public Meeting held January 10, 2002

Commissioners Present:

Glen R. Thomas, Chairman
Robert K. Bloom, Vice Chairman
Aaron Wilson, Jr.
Terrance J. Fitzpatrick

Joint application of Sunoco Pipeline L.P., Sun Pipe Line Company and of Atlantic Pipeline Corp. for approval of the transfer of assets and merger of Sun Pipe Line Company and Atlantic Pipeline Corp. to Sunoco Pipeline L.P. for the right of Sunoco Pipeline L.P. to transport petroleum products in the former service territory of Sun Pipe Line Company and Atlantic Pipeline Corp. and for the abandonment of services by Sun Pipe Line Company and Atlantic Pipeline Corp.

Docket No: A-140001
A-140400 F2000
A-140075 F2000

CORRECTED ORDER

BY THE COMMISSION:

On December 11, 2001, Sunoco Pipeline L.P. (Sunoco), Sun Pipe Line Company (Sun) and Atlantic Pipeline Corp. (Atlantic), filed the above-captioned joint application pursuant to Chapter 11 of the Pennsylvania Public Utility Code, 66 Pa C. S. §§1101, *et seq.*, requesting approval of the transfer of assets and the merger of Sun and Atlantic to Sunoco, for the right of Sunoco to transport petroleum products in the former service territory of Sun and Atlantic and for the abandonment of services by Sun and Atlantic. The proposed merger and transfer

that the joint application is in the public interest and should be approved;
THEREFORE,

IT IS ORDERED:

1. That the joint application of Sunoco Pipeline L.P., Sun Pipe Line Company and Atlantic Pipeline Corp. for approval of the transactions associated with the transfer of assets and merger to Sunoco Pipeline L.P. be approved, and that certificates of public convenience be issued evidencing such approval.
2. That the joint application for approval of the right of Sunoco Pipeline L.P. to transport petroleum products in the former service territory of Sun Pipe Line Company and Atlantic Pipeline Corp. is hereby approved.
3. That the joint application for approval of the abandonment of services by Sun Pipe Line Company and Atlantic Pipeline Corp. is hereby approved.
4. That within 15 days following consummation of the transfer of assets and merger as described in Ordering Paragraph No. 1, above, Sunoco Pipeline L.P. file a tariff adopting the tariffs of Sun and Atlantic.
5. That upon the receipt of the tariffs as required by Ordering Paragraph No. 4, above, certificates of public convenience be issued evidencing the approvals granted in Ordering Paragraph Nos. 1, 2, and 3, above.
6. That if the applicants come to determine that the instant transaction will not occur, they shall promptly file with this Commission notice of such determination.



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

May 2, 2002

IN REPLY PLEASE
REFER TO OUR FILE

A-140001, A-140400F2000, A-140075F2000

THOMAS T NIESEN ESQUIRE
THOMAS THOMAS ARMSTRONG & NIESEN
212 LOCUST STREET SUITE 500
PO BOX 9500
HARRISBURG PA 17108-9500

Joint Applications of Sunoco Pipeline L.P., Sun Pipe Line Company
and Atlantic PipeLine Company

To Whom It May Concern:

Under date of January 14, 2002 we served you with a
Certificates of Public Convenience in the above entitled proceeding
and dated January 10, 2002. At your request, we are correcting the
dates to February 26, 2002.

Enclosed are corrected Certificates of Public
Convenience. Please discard the original certificates previously
sent to you.

Very truly yours,

James J. McNulty
Secretary

JEP

Enclosures

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-140075F2000

Application of Atlantic Pipeline Corporation for approval of the right to abandon service within their certificated territories.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 26th day of February 2002.



Janice Y. McNaughton

Secretary

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-140400F2000

Application of Sun Pipe Line Company for approval of the right to abandon service within their certificated territories.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 26th day of February 2002.



Thomas J. McNeilly
Secretary

**PENNSYLVANIA
PUBLIC UTILITY COMMISSION**

IN THE MATTER OF THE APPLICATION OF: A-140001

Joint Application of Sunoco Pipeline L.P., Sun Pipe Line Company and of Atlantic PipeLine Corp., for approval of the transfer of assets and merger of Sun Pipe Line Company and of Atlantic PipeLine Corp., into Sunoco Pipeline L.P.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 26th day of February 2002.



James J. McNulty
Secretary

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA. 17105-3265

Public Meeting held January 10, 2002

Commissioners Present:

Glen R. Thomas, Chairman
Robert K. Bloom, Vice Chairman
Aaron Wilson, Jr.
Terrance J. Fitzpatrick

Joint application of jurisdictional utilities Sunoco Pipeline L.P., Sun Pipe Line Company and of Atlantic PipeLine Corp. for approval of the transfer of assets and merger of Sun Pipe Line Company and Atlantic PipeLine Corp. to Sunoco Pipeline L.P. and for the abandonment of services by Sun Pipe Line Company and Atlantic PipeLine Corp.

Docket No: A-140001
A-140400 F2000
A-140075 F2000

ORDER

BY THE COMMISSION:

On December 11, 2001, jurisdictional utilities Sunoco Pipeline L.P. (Sunoco), Sun Pipe Line Company (Sun) and Atlantic PipeLine Corp. (Atlantic), filed the above-captioned joint application pursuant to Chapter 11 of the Pennsylvania Public Utility Code, 66 Pa C. S. §§1101, *et seq.*, requesting approval of the transfer of assets and the merger of Sun and Atlantic to Sunoco and for the abandonment of services by Sun and Atlantic. Following the merger, Sunoco will become the surviving jurisdictional utility. Sunoco was granted a certificate of public convenience at A-140111 authorizing it to transport refined petroleum

that the joint application is in the public interest and should be approved;

THEREFORE,

IT IS ORDERED:

1. That the joint application of Sun Pipe Line Company and Atlantic PipeLine Corp. for approval of the transactions associated with the transfer of assets and merger to Sunoco Pipeline L.P. be approved, and that a certificate of public convenience be issued evidencing such approval.

2. That the joint application for approval of the abandonment of services by Sun Pipe Line Company and Atlantic PipeLine Corp. is hereby approved.

3. That within 15 days following consummation of the transfer of assets and merger as described in Ordering Paragraph No. 1, above, Sunoco PipeLine L.P. file a tariff adopting the tariffs of Sun and Atlantic.

4. That upon the receipt of the tariffs as required by Ordering Paragraph No. 3, above, certificates of public convenience be issued evidencing the approvals granted in Ordering Paragraph No. 2, above.

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-140400 F2000

Application of Sun Pipe Line Company for approval of the right to abandon service within their certificated territories.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 10th day of January 2002.



James F. McNeilly

Secretary

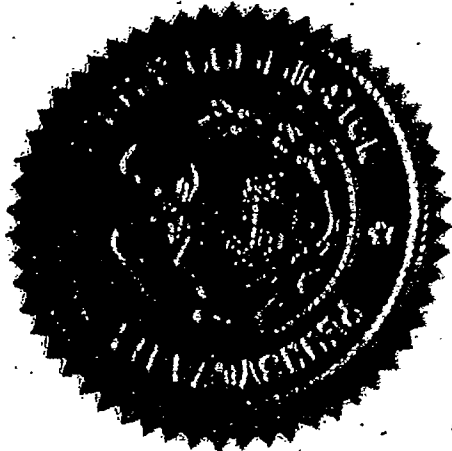
PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-140075 F2000

Application of Atlantic Pipeline Corporation for approval of the right to abandon service within their certificated territories.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 10th day of January 2002.



James J. McNeilly

Secretary

PENNSYLVANIA
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF: A-140001

Joint Application of Sunoco Pipeline L.P., Sun Pipe Line Company and of Atlantic PipeLine Corp., for approval of the transfer of assets and merger of Sun Pipe Line Company and of Atlantic PipeLine Corp., into Sunoco Pipeline L.P.

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing, it has, by its report and order made and entered, found and determined that the granting of the application is necessary or proper for the service, accommodation, convenience and safety of the public and hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE** evidencing the Commission's approval.

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 10th day of January 2002.



James F. McMurtry

Secretary

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00 :
 2. BUREAU: FUS :
 3. SECTION(S) : 4. PUBLIC MEETING DATE:
 5. APPROVED BY: : 00/00/00
 DIRECTOR: :
 SUPERVISOR: :
 6. PERSON IN CHARGE: : 7. DATE FILED: 12/11/01
 8. DOCKET NO: A-140001 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: SUNOCO PIPELINE, L.P.

COMP/APP COUNTY:

UTILITY CODE: 140001

ALLEGATION OR SUBJECT

JOINT APPLICATION OF SUN PIPE LINE COMPANY, ATLANTIC PIPELINE CORPORATION, AND SUNOCO PIPELINE, L.P., FOR ISSUANCE, WITHOUT HEARING, OF CERTIFICATES OF PUBLIC CONVENIENCE AND SUCH OTHER APPROVALS, IF ANY, AS MAY BE NECESSARY UNDER THE PENNSYLVANIA PUBLIC UTILITY CODE, EVIDENCING APPROVAL OF 1) THE TRANSFER TO SUNOCO PIPELINE L.P., THROUGH MERGERS, OF THE TITLE TO, AND POSSESSION AND USE OF ALL USED OR USEFUL, PA PUC JURISDICTIONAL ASSETS OF SUN PIPE LINE COMPANY AND ATLANTIC PIPELINE CORPORATION; 2) THE RIGHT OF SUNOCO PIPELINE LP TO TRANSPORT PETROLEUM PRODUCTS FOR THE PUBLIC IN THE FORMER SERVICE TERRITORY OF SUN PIPELINE COMPANY AND ATLANTIC PIPELINE CORP (DOCKETED AT A-140XXX); AND 3) THE RIGHT OF SUN PIPE LINE COMPANY AND ATLANTIC PIPELINE CORPORATION TO ABANDON ALL PA PUC REGULATED PETROLEUM PRODUCTS TRANSPORTATION SERVICE TO THE PUBLIC (DOCKETED AT A-140400F2000 AND A-140075F2000).

DOCKETED

DEC 17 2001

DOCUMENT
FOLDER

Thomas, Thomas, Armstrong & Niesen
Attorneys and Counsellors at Law

SUITE 500
212 LOCUST STREET
P. O. BOX 9500
HARRISBURG, PA 17108-9500

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PA. P.U.C.
SECRETARY'S BUREAU

CHARLES E. THOMAS, JR.

Direct Dial: (717) 255-7615
E-Mail: cthomasjr@ttanlaw.com

www.ttanlaw.com

FIRM (717) 255-7600
FAX (717) 236-8278

CHARLES E. THOMAS
(1913 - 1998)

December 11, 2001

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FOLDER

A-1400001

James J. McNulty
Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
P. O. Box 3265
Harrisburg, PA 17105-3265

In re: Joint Application of Sun Pipe Line Company, Atlantic Pipeline Corp. and Sunoco Pipeline L.P. for Issuance, without Hearing, of Certificates of Public Convenience and such other approvals, if any, as may be necessary under the Pennsylvania Public Utility Code, evidencing approval of (1) the transfer to Sunoco Pipeline L.P., through mergers, of the title to, and possession and use of all used or useful Pa PUC jurisdictional assets of Sun Pipe Line Company and Atlantic Pipeline Corp.; (2) the right of Sunoco Pipeline L.P. to transport petroleum products for the public in the former service territory of Sun Pipe Line Company and Atlantic Pipeline Corp.; and (3) the right of Sun Pipe Line Company and Atlantic Pipeline Corp. to abandon all Pa PUC regulated petroleum products transportation service to the public

Dear Secretary McNulty:

Enclosed for filing on behalf of Sun Pipe Line Company ("Sun"), Atlantic Pipeline Corp. ("Atlantic") and Sunoco Pipeline L.P. ("Sunoco Pipeline") are an original and three (3) copies of their Joint Application for Commission approval of the transfer of all used or useful, Pa PUC jurisdictional property of Sun and Atlantic to Sunoco Pipeline. Sun and Atlantic are Pennsylvania public utilities that transport petroleum products under the jurisdiction of the Public Utility Code. The transfer which is the subject of the Joint Application is part of a corporate restructuring of certain of the subsidiaries of Sunoco, Inc., including Sun, Atlantic and Sunoco Pipeline. No change in rates, rules or services is being proposed as part of the transaction. Sunoco Pipeline will adopt the currently effective tariffs of Sun and Atlantic.

57

James J. McNulty
December 11, 2001
Page 2

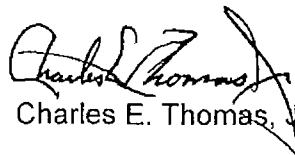
Atlantic has 17 Pennsylvania intrastate customer shippers of petroleum products. Sun has only one (1) customer shipper, which is an affiliate. As previously indicated the transfer of Sun and Atlantic jurisdictional assets is part of a restructuring of subsidiaries of Sunoco, Inc. As the restructuring is scheduled to close in January, 2002, the Joint Applicants would very much appreciate expedited consideration of the matter and if possible that it be listed for consideration at the Public Meeting presently scheduled for January 10, 2002. To facilitate expedited consideration, Joint Applicants are notifying each of the Atlantic and Sun customer shippers in writing of the filing of the Joint Application and, in addition, are providing each shipper with a copy of the Joint Application accompanied by a transmittal letter advising, after consultation with you, that January 6, 2002, is the deadline for filing protests or petitions to intervene. Joint Applicants submit that further public notice, including publication in the *Pennsylvania Bulletin* or elsewhere is not necessary and accordingly formally request a waiver of any further public notice.

Our check in the amount of \$350.00 is enclosed in payment of the filing fee. Please contact the undersigned if you have any questions or if you need any additional information in respect to this matter. Again, Joint Applicants would greatly appreciate and hereby request expedited consideration of the Joint Application and its listing on the agenda for the January 10, 2002, Public Meeting.

Very truly yours,

THOMAS, THOMAS, ARMSTRONG & NIESEN

By


Charles E. Thomas, Jr.

Encl.

cc: Office of Trial Staff (w/encl.)
Office of Consumer Advocate (w/encl.)
Office of Small Business Advocate (w/encl.)
Robert Bennett (w/encl.)
Robert F. Wilson (w/encl.)
Jeffrey W. Wagner (w/encl.)
J. Brian Sokolik (w/encl.)

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Before The
PENNSYLVANIA PUBLIC UTILITY COMMISSION

In re: Joint Application of Sun Pipe Line Company, Atlantic Pipeline Corp. and Sunoco Pipeline L.P. for Issuance, without Hearing, of Certificates of Public Convenience and such other approvals, if any, as may be necessary under the Pennsylvania Public Utility Code, evidencing approval of (1) the transfer to Sunoco Pipeline L.P., through mergers, of the title to, and possession and use of all used or useful, Pa PUC jurisdictional assets of Sun Pipe Line Company and Atlantic Pipeline Corp.; (2) the right of Sunoco Pipeline L.P. to transport petroleum products for the public in the former service territory of Sun Pipe Line Company and Atlantic Pipeline Corp.; and (3) the right of Sun Pipe Line Company and Atlantic Pipeline Corp. to abandon all Pa PUC regulated petroleum products transportation service to the public

Docket No. A- 140001

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SECRETARY'S BUREAU

TO THE PENNSYLVANIA PUBLIC UTILITY COMMISSION:

INTRODUCTION

1. By this Joint Application, Sun Pipe Line Company ("Sun"), Atlantic Pipeline Corp. ("Atlantic") and Sunoco Pipeline L.P. ("Sunoco Pipeline") seek the approval of the Pennsylvania Public Utility Commission ("Pa PUC" or "Commission") to transfer all of the used or useful, Pa PUC jurisdictional property of Sun and Atlantic to Sunoco Pipeline (hereinafter Sun, Atlantic and Sunoco Pipeline are sometimes referred to collectively as "Joint Applicants"). The transfer will be accomplished as part of a restructuring of certain of the subsidiaries of Sunoco, Inc.

("Sunoco"), including Sun, Atlantic and Sunoco Pipeline. Sunoco Pipeline will adopt the currently effective tariffs of Sun and Atlantic and the restructuring, thus, will have no effect on either rates or service to customers of either Sun or Atlantic. Commission approval of the transaction is, nevertheless, required by Sections 1101 and 1102 of the Public Utility Code, 66 Pa. C.S. §1101 and §1102.

2. The names and addresses of Joint Applicants are as follows:

Sun Pipe Line Company
Attention: Jeffrey W. Wagner, Chief Counsel
Ten Penn Center (17th Floor)
1801 Market Street
Philadelphia, PA 19103-1699
Tel. No. (215) 977-3868
Fax No. (215) 977-6878

Atlantic Pipeline Corp.
Attention: Jeffrey W. Wagner, Chief Counsel
Ten Penn Center (17th Floor)
1801 Market Street
Philadelphia, PA 19103-1699
Tel. No. (215) 977-3868
Fax No. (215) 977-6878

Sunoco Pipeline L.P.
Attention: Jeffrey W. Wagner
Ten Penn Center (17th Floor)
1801 Market Street
Philadelphia, PA 19103-1699
Tel. No. (215) 977-3868
Fax No. (215) 977-6878

3. The names and addresses of Joint Applicants' attorneys are:

Charles E. Thomas, Jr. Esquire
Thomas T. Niesen, Esquire
THOMAS, THOMAS, ARMSTRONG & NIESEN
212 Locust Street
P. O. Box 9500
Harrisburg, PA 17108-9500
Tel. No. (717) 255-7641
Fax No. (717) 236-8278

SUN, ATLANTIC, AND SUNOCO PIPELINE

4. Atlantic is a Delaware corporation incorporated in 1985. It is a Pennsylvania public utility that transports refined petroleum products, principally gasoline and fuel oils, in intrastate and interstate service. Atlantic's intrastate pipeline system originates in Southeastern Pennsylvania and extends northward to the State of New York and westward to the vicinity of Pittsburgh. During 2001, Atlantic has had 17 Pennsylvania intrastate customer shippers of petroleum products.

5. Sun is a Pennsylvania corporation incorporated in 1930. It is a Pennsylvania public utility that transports refined petroleum products, principally gasoline and fuel oils, in intrastate and interstate service. Sun's intrastate pipeline system originates in Southeastern Pennsylvania and extends northward to the State of New York and northeastward to the State of New Jersey. It also has an intrastate pipeline system which originates in the vicinity of Pittsburgh and extends westward to the State of Ohio. Sun's only intrastate customer shipper is Sunoco, Inc. (R&M), an affiliate which fully supports this Joint Application.

6. Sunoco Pipeline is a Texas limited partnership formed in 2001. It will become a Pennsylvania public utility and, as part of the restructuring introduced above and discussed further below, receive, *inter alia*, as transferee, through merger, the used and useful, Pa PUC jurisdictional assets of Sun and Atlantic. Sunoco Pipeline will, thereafter, use such assets formerly held by Sun and Atlantic to transport refined petroleum products in intrastate and interstate service. As is the case with Atlantic and Sun, Sunoco Pipeline will not sell or distribute liquid petroleum products in Pennsylvania, but merely transport them.

**THE RESTRUCTURING OF SUBSIDIARIES OF SUNOCO,
INCLUDING SUN, ATLANTIC AND SUNOCO PIPELINE**

7. Sunoco was incorporated in Pennsylvania in 1971 and is undertaking a restructuring of certain of its subsidiaries. As part of this restructuring, Sun has formed a Delaware limited liability company named Sun Pipe Line GP LLC. Sun and Sun Pipe Line GP LLC have formed Sunoco Pipeline as a Texas limited partnership. At the conclusion of a series of further mergers and transfers of existing and newly formed Sunoco subsidiaries, Sunoco Pipeline will receive, by merger, the used and useful, Pa PUC jurisdictional assets of Sun and Atlantic as well as non-Pa PUC jurisdictional pipeline assets of other Sunoco subsidiaries. Sunoco, through its subsidiaries, will have a controlling interest in Sunoco Pipeline and continue, therefore, to control the used and useful, PaPUC jurisdictional pipeline assets. Sun and Atlantic will abandon all PaPUC regulated petroleum products transportation service. Sunoco Pipeline will initiate service in the former Sun and Atlantic service territories and maintain the former Sun and Atlantic offices

in Philadelphia, Pennsylvania. Insofar as service to customers, the commencement of service by Sunoco Pipeline will be seamless.

**COMMISSION APPROVAL PURSUANT TO
CHAPTER 11 OF THE PUBLIC UTILITY CODE**

8. Section 1102 of the Public Utility Code, 66 Pa. C.S. §1102, requires Commission approval, in the form of a certificate of public convenience, for Sun and Atlantic to transfer their used or useful property to Sunoco Pipeline. Sections 1102 and 1101 of the Public Utility Code, 66 Pa. C.S. §1102 and §1101, also require Commission approval, respectively, in the form of a certificate of public convenience, for Sun and Atlantic to abandon service and for Sunoco Pipeline to initiate service in the former Sun and Atlantic service territories. Pursuant to Section 1103 of the Public Utility Code, 66 Pa. C.S. §1103, the Commission may issue a certificate of public convenience if it finds that the certificate is “necessary or proper for the service, accommodation, convenience, or safety of the public.”

9. Approval of this Joint Application and the issuance of the requested certificates of public convenience are “necessary or proper for the service, accommodation, convenience, or safety of the public” for the following reasons:

(a) As previously indicated, Sunoco wishes to restructure certain of its subsidiaries. After the restructuring, Sunoco, through its subsidiaries, will have a controlling interest in Sunoco Pipeline. There will be no change in the effective controlling interest with respect to the Pa PUC jurisdictional pipeline assets by virtue of the subject restructuring.

(b) The consolidation of the Sun and Atlantic operations into Sunoco Pipeline will contribute to operational efficiencies and at the same time provide administrative and regulatory efficiencies for the companies and this Commission. Sun presently has only one intrastate customer shipper which is a wholly owned subsidiary of Sunoco. Atlantic presently has 17 intrastate customer shippers and is operated and managed by Sun pursuant to an affiliated interest agreement previously approved by the Commission by order entered October 5, 1989 at G-890168. Sunoco's restructuring provides the perfect opportunity to combine Sun and Atlantic as there are no operational, administrative or regulatory reasons for operating Sun and Atlantic as separate companies. The operational, administrative and regulatory efficiencies which would result are in the public interest.

(c) No Sun or Atlantic customer will be adversely affected by the transaction proposed herein. Sunoco Pipeline will adopt the currently effective tariffs of Sun and Atlantic and is not proposing any change in the rates, rules or services contained therein. Of equal importance, it must be noted that all of the Atlantic and Sun customer shippers have alternative methods of delivery for their liquid petroleum products. As a consequence, both Sun and Atlantic experience significant competition. Competing pipelines are available within every major market. These pipelines have excess capacity to

compete for Sun and Atlantic volumes. For example, Buckeye, Mobil and Laurel pipelines run in parallel routes between Philadelphia and Pittsburgh. These pipelines also deliver to terminals in markets between Philadelphia and Pittsburgh that directly compete with Sun and Atlantic delivery points. Sun and Atlantic likewise face substantial truck competition from various refineries and terminals both within and outside Pennsylvania. For example, the Philadelphia market is served by refineries and terminals in New Jersey. This market is also served by barges and other pipelines originating outside Pennsylvania (e.g., Colonial Pipeline). Approval of the instant Application would in no way restrict competition in Pennsylvania.

MISCELLANEOUS PROVISIONS

10. Attached hereto as Exhibit A are charts showing the corporate structure of Sunoco and its subsidiaries prior to and after the transaction proposed herein.

11. Sun and Atlantic incorporate herein by reference their Annual Reports for 2000 which are on file with the Commission. Contained in the Annual Reports are Balance Sheets for Sun and Atlantic as of December 31, 2000, and Income Statements of Sun and Atlantic for the twelve (12) months ended December 31, 2000, those being the latest available.

12. All of the annual reports, tariffs, certificates of notification, applications for certificates of valuation, applications for approval of the issuance of securities,

and securities certificates filed with the Commission by Sun and Atlantic are incorporated herein by reference.

13. Sun and Atlantic have paid all special and general Commission assessments.

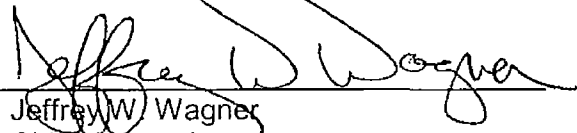
**NOTICE OF THE FILING OF THIS JOINT APPLICATION
AND REQUEST FOR WAIVER OF FURTHER PUBLIC NOTICE AND
EXPEDITED CONSIDERATION**

14. Atlantic presently has 17 Pennsylvania intrastate customer shippers of petroleum products. Sun has one, an affiliate. Each of the Atlantic and Sun customer shippers is being notified in writing of and being provided a copy of this Joint Application. Joint Applicants hereby formally request a waiver of any further public notice, including publication in the *Pennsylvania Bulletin* or elsewhere, as such notice is not necessary. Joint Applicants further request expedited consideration of the matter at Public Meeting scheduled for January 10, 2002.


WHEREFORE, Sun Pipe Line Company, Atlantic Pipeline Corp. and Sunoco Pipeline L.P., pray that the Pennsylvania Public Utility Commission grant this Joint Application without hearing and issue Certificates of Public Convenience and such other approvals, if any, as may be necessary under the Pennsylvania Public Utility Code, approving (1) the transfer, through mergers, of the title to, and possession and use of, all used or useful Pa PUC jurisdictional assets of Sun Pipe Line Company and Atlantic Pipeline Corp. to Sunoco Pipeline L.P.; (2) the right of Sunoco Pipeline L.P. to transport petroleum products for the public in the former service territories of Sun Pipe Line Company and Atlantic Pipeline Corp.; and (3) the right of Sun Pipe Line Company and

Atlantic Pipeline Corp. to abandon all Pa PUC regulated petroleum products transportation service to the public.

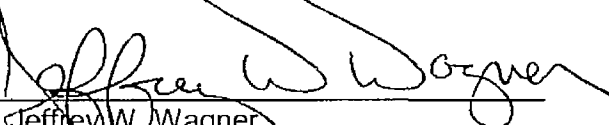
Respectfully submitted,
SUN PIPE LINE COMPANY

By 
Jeffrey W. Wagner
Chief Counsel

ATLANTIC PIPELINE CORR.

By 
Jeffrey W. Wagner
Chief Counsel

SUNOCO PIPELINE L.P.
By SUN PIPE LINE GP LLC,
its General Partner

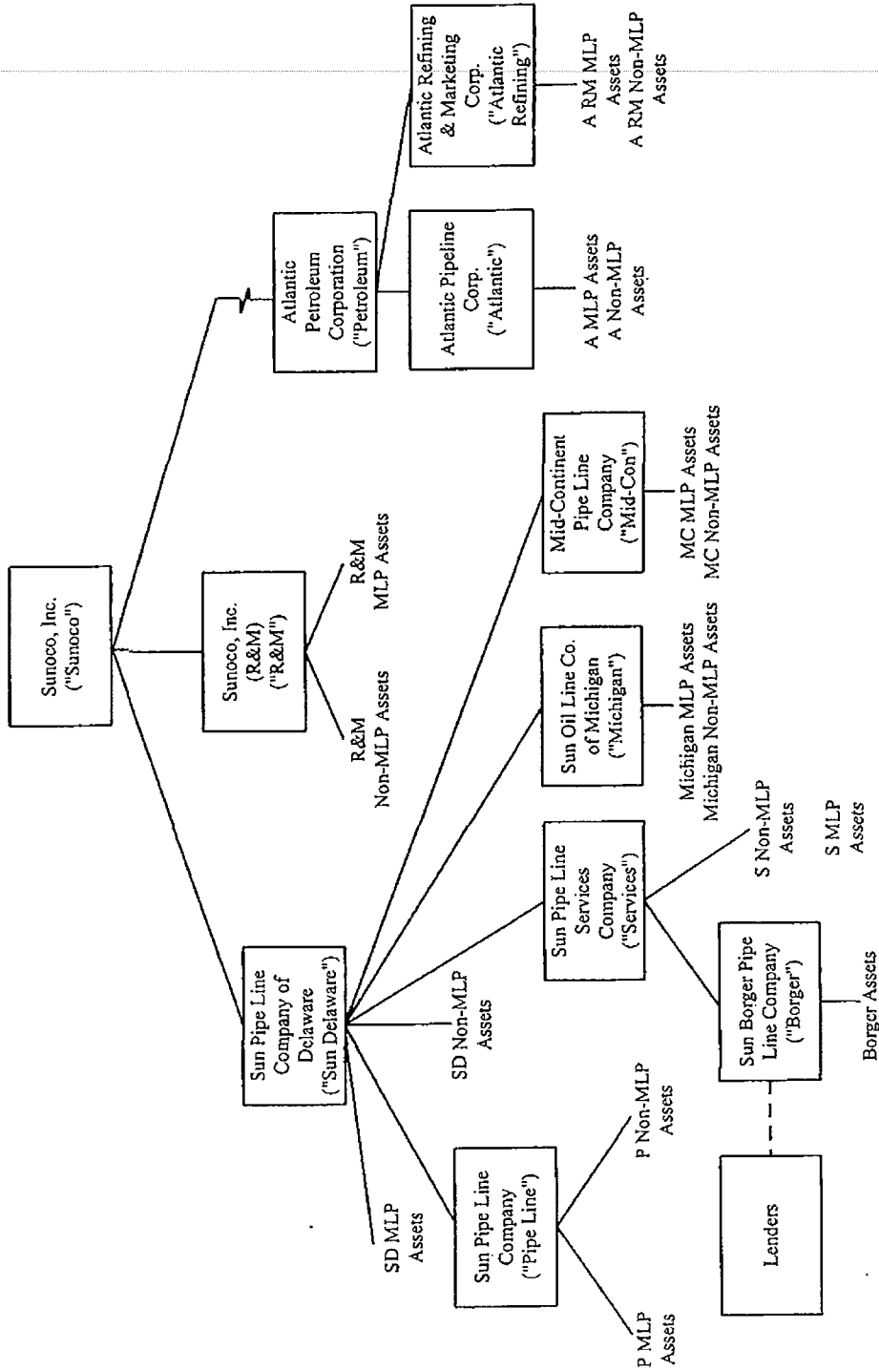
By 
Jeffrey W. Wagner
Vice President and Secretary

Application.wpd

RECEIVED
01 DEC 11 PM 3:43
FA.P.U.C.
SECRETARY'S BUREAU

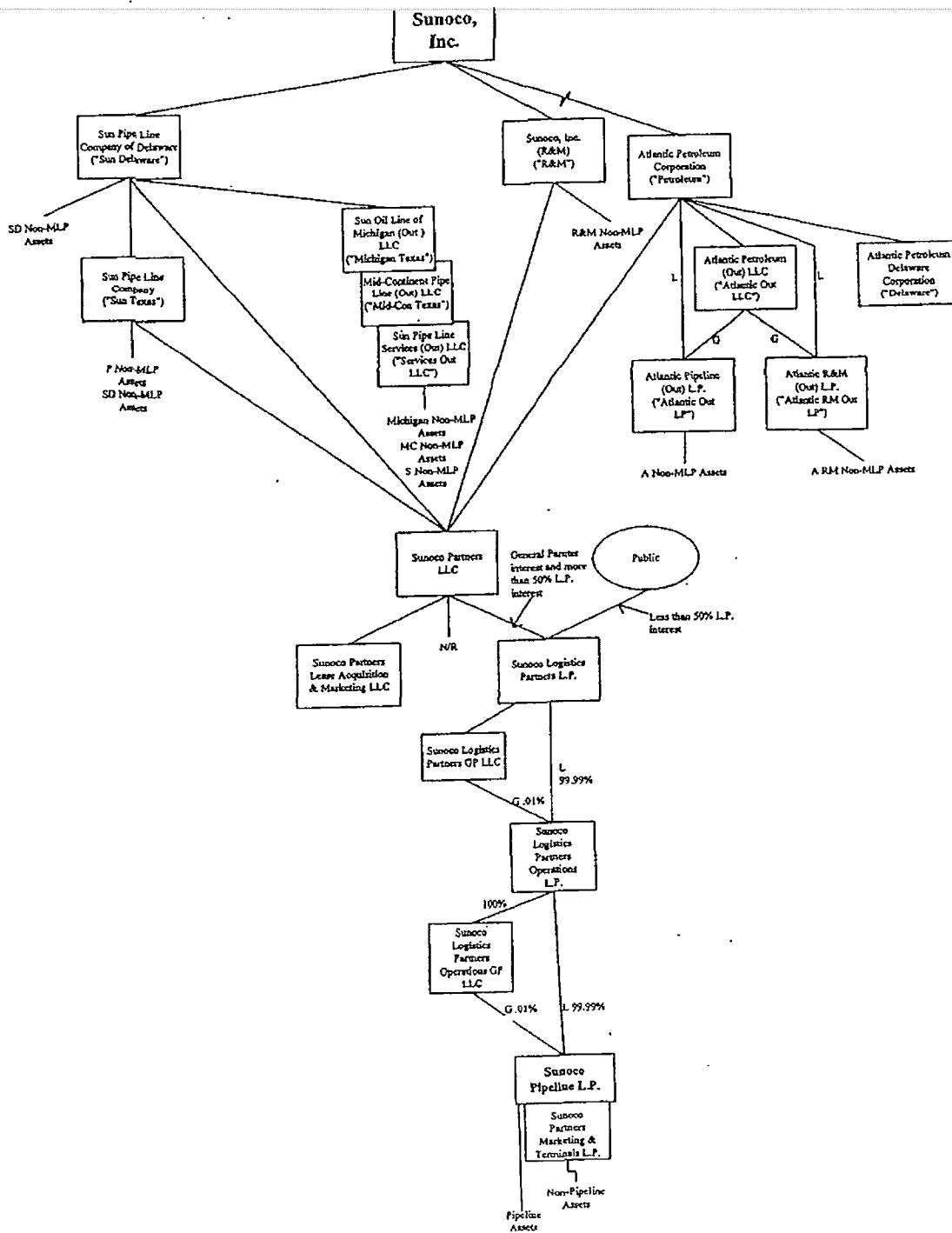
Exhibit A

Current Structure
(simplified)




= ownership
 = indirect ownership
 - - - debt

Resulting Structure (simplified)



VERIFICATION

I, Jeffrey W. Wagner, Chief Counsel, of Sun Pipe Line Company, hereby state that the facts set forth in the foregoing Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect the said Sun Pipe Line Company to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities).


Jeffrey W. Wagner
Chief Counsel

RECEIVED
01 DEC 11 PM 3:43
F.A.P.J.C.
SECRETARY'S BUREAU

VERIFICATION

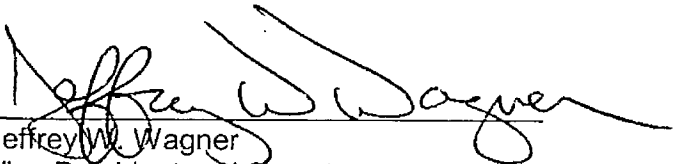
I, Jeffrey W. Wagner, Chief Counsel, of Atlantic Pipeline Corp., hereby state that the facts set forth in the foregoing Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect the said Atlantic Pipeline Corp. to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities).


Jeffrey W. Wagner
Chief Counsel

RECEIVED
01 DEC 11 PM 3:43
PA. P.U.C.
SECRETARY'S BUREAU

VERIFICATION

I, Jeffrey W. Wagner, Vice President and Secretary, of Sun Pipe Line GP LLC, the General Partner of Sunoco Pipeline L.P., hereby state that the facts set forth in the foregoing Joint Application are true and correct to the best of my knowledge, information and belief, and that I expect the said Sunoco Pipeline L.P. to be able to prove the same at any hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities).


Jeffrey W. Wagner
Vice President and Secretary

RECEIVED
01 DEC 11 PM 3:43
PA.P.U.C.
SECRETARY'S BUREAU

COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P. O. BOX 3265, HARRISBURG PA 17105-3265

IN REPLY PLEASE
REFER TO OUR FILE
Secretary
717-772-7777

December 17, 2001

A-140400 F2000

A-140075 F2000

A-140001

Charles E. Thomas, Jr., Esquire
Thomas T. Niesen, Esquire
Thomas, Thomas, Armstrong & Niesen
212 Locust Street
P. O. Box 9500
Harrisburg, PA 17108-9500

DOCUMENT
FOLDER

Dear Mr. Thomas:

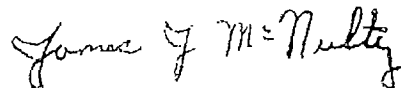
Receipt is acknowledged of the Joint Application of Sun Pipe Line Company, Atlantic Pipeline Corporation, and Sunoco Pipeline L.P., which has been captioned and docketed to the above numbers.

Due to the small number of customers, written notification of this application being forwarded to each customer and service of this application upon the Office of Consumer Advocate, the Office of Small Business Advocate, and the Office of Trial Staff satisfies the notice requirements of 52 Pa. Code, §5.14, and therefore, neither publication in the Pennsylvania Bulletin nor a local newspaper will be required.

In addition, please be advised that a protest period has been established and will expire on January 6, 2002.

This matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Sincerely,



James J. McNulty
Secretary

DOCKETED

DEC 17 2001

JJM:ddt

cc: Jeffrey W. Wagner
Office of Consumer Advocate
Office of Small Business Advocate
Office of Trial Staff
Bureau of Fixed Utility Services

DATE: December 17, 2001

SUBJECT: A-140001
A-140400 F2000
A-140075 F2000

TO: Bureau of Fixed Utility Services

FROM: James J. McNulty, Secretary *ddt*

DOCUMENT
FOLDER

**JOINT APPLICATION OF SUN PIPE LINE COMPANY,
ATLANTIC PIPELINE CORPORATION, AND SUNOCO
PIPELINE, L.P.**

We attach hereto a copy of the Joint Application of Sun Pipe Line Company, Atlantic Pipeline Corporation, and Sunoco Pipeline, L.P., which has been captioned and docketed to the above numbers.

May we have a report prepared by your Bureau for public meeting.

Attachment

cc: Law Bureau

ddt

DOCKETED

DEC 17 2001

PENNSYLVANIA PUBLIC UTILITY COMMISSION

RECEIPT

The addressee named here has paid the PA P.U.C. for the following bill:

CHARLES E. THOMAS, JR.
THOMAS, THOMAS, ARMSTRONG & NIESEN
212 LOCUST STREET, SUITE 500, P.O. BOX 9500
HARRISBURG, PA 17108

DATE 12/19/01
RECEIPT # 199216

IN RE: Application fees for SUN PIPE LINE COMPANY, ATLANTIC PIPELINE CORP., & SUNOCO PIPELINE L.P.

Docket Numbers A-140001 and A-140400F2000..... \$350.00
A-140075F2000

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 12084
CHECK AMOUNT: \$350.00

C. Joseph Meisinger
(for Department of Revenue)

DOCKETED

DEC 20 2001

DOCUMENT
FOLDER



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

May 22, 2003

IN REPLY PLEASE
REFER TO THIS FILE

A-140001F2001

CHARLES E THOMAS JR ESQ
THOMAS THOMAS ARMSTRONG & NIESEN
212 LOCUST ST
PO BOX 9500
HARRISBURG PA 17108-9500

DOCUMENT
FOLDER

Application for Approval of Abandonment of a Portion of Sunoco Pipeline, LP's Petroleum Products
Pipeline Transportation Service

To Whom It May Concern:

This is to advise you that the Commission in Public Meeting on May 22, 2003 has adopted an Order in the above entitled proceeding.

An Order has been enclosed for your records.

BTL

DOCKETED

JUN 16 2003

Very truly yours,

James J. McNulty
Secretary

tab
encls
cert. mail

See Attached List for Additional Parties

CHARLES E THOMAS JR ESQ
THOMAS THOMAS ARMSTRONG & NIESEN
212 LOCUST ST PO BOX 9500
HARRISBURG PA 17108-9500

JEFFREY W WAGNER GENERAL COUNSEL
SUNOCO PIPELINE LP
TEN PENN CENTER
1801 MARKET ST THIRD FLOOR
PHILADELPHIA PA 19103-1699

MARVIN E KRAMER ESQ
MARVIN E KRAMER & ASSOCIATES PC
1325 FRANKLIN AVE SUITE 165
GARDEN CITY NY 11530

TRANSMONTAIGNE PRODUCT
SERVICING INC
280 N COLLEGE AVE SUITE 500
FAYETTEVILLE AR 72702

W W GRIFFITH OIL CO
ATTN MARK TURLEY
760 BROOKS AVE
ROCHESTER NY 14619

ROMAN BARON
MICHAEL S SABOL
LEHIGH GAS & OIL CO
80 BROAD ST
BEAVER MEADOWS PA 18216

DAVID FORCE
TRAVEL CENTERS OF AMERICA
PO BOX 57
BEACH HAVEN PA 18601

SUNOCO INC (R & M)
ATTN BARBARA YOUNG
TEN PENN CENTER 25TH FL
1801 MARKET ST
PHILADELPHIA PA 19103

OFFICE OF TRIAL STAFF
PO BOX 3265
KEYSTONE BUILDING 2ND FLOOR
HARRISBURG PA 17105-3265

PENNSYLVANIA
PUBLIC UTILITY COMMISSION
Harrisburg, PA. 17105-3265

Public Meeting held May 22, 2003

Commissioners Present:

Terrance J. Fitzpatrick, Chairman
Robert K. Bloom, Vice Chairman
Aaron Wilson, Jr.
Glen R. Thomas
Kim Pizzingrilli

DOCKETED
JUN 16 2003

Application for Approval of
Abandonment of a Portion of Sunoco
Pipeline, LP's Petroleum Products
Pipeline Transportation Service

Docket Number:
A-140001F2001

ORDER

DOCUMENT
FOLDER

BY THE COMMISSION:

On January 3, 2003, Sunoco Pipeline, LP ("Sunoco") filed an Application for abandonment of a portion of its petroleum products pipeline transportation service, under Section 1102 of the Public Utility Code. On January 27, 2003, Tri-State Oil Terminals, Inc. ("Tri-State") and Artex, Inc. ("Artex") filed a joint Response. On February 21, 2003, Sunoco filed its Reply to the Tri-State/Artex Response and Motion to Dismiss for Lack of Standing ("Reply and Motion").

Sunoco states that the United States Department of Transportation recently revised its regulations at 49 C.F.R. Part 195. These new regulations require Sunoco to initiate enhanced pipeline integrity management and leak detection programs along its

pipelines, including its Montello to Kingston line. Sunoco avers that the time and resources required for it to comply with these new regulations are not justified for the Montello to Kingston line. As a result, Sunoco has determined it appropriate to abandon and discontinue service along 74 miles of the Montello to Kingston line from Montello to Hunlock Junction. Thus, the partial abandonment of service proposed by Sunoco will necessitate the discontinuance of transportation service for shippers/customers shipping to the Barnesville and Beach Haven terminals. Sunoco states that the Barnesville and Beach Haven terminals are owned by Artex and Tri-State, respectively and that neither Artex nor Tri-State is a shipper/customer of Sunoco.

Sunoco states that it has discussed the proposed abandonment with its three affected shippers/customers. Sunoco, Inc. (R&M) has no objection to the proposed abandonment and discontinuance of service. Based on discussions with Transmontaigne Product Servicing, Inc. ("TPS"), the other shipper/customer using the Barnesville terminal, Sunoco believes that it may be possible to satisfy the terminal requirements at the nearby Tamaqua terminal on the Montello to Syracuse line. Sunoco states that there does not appear to be a viable alternative for W.W. Griffith Oil Company ("Griffith"), the shipper/customer delivering to the Beach Haven terminal.

Sunoco has provided proofs of publication from the Pennsylvania newspapers in which it was required by the Commission to publish its notice of application. The notice was published February 7, 2003.

In their Response, filed January 27, 2003, Artex and Tri-State state that the Barnesville and Beach Haven terminals represent one hundred percent of their businesses. Artex and Tri-State assert that they are the purchasers of the product that is shipped by TPS and Griffith and that Artex and Tri-State will suffer irreparable damage if the Application is granted. Artex and Tri-State aver that they will be put out of business if this Application is

approved. Artex and Tri-State assert that Sunoco has not presented any facts to justify the granting of the Application and request a hearing on the matter.

In its Reply and Motion, filed February 21, 2003, Sunoco avers that it is doubtful that the abandonment of the Montello to Hunlock Junction portion of the line would put Artex and Tri-State out of business. Sunoco believes that the Barnesville and Beach Haven terminals are not the only terminals operated by the owners of Artex and Tri-State. In addition, Sunoco avers that leaving the line in service and incurring the costs associated with doing so will likely put the Barnesville and Beach Haven terminals out of service, because the increase in Sunoco's tariff rate necessary to permit compliance with the regulations will cause shippers in turn to charge higher product prices with a resulting loss of their existing customers to more economical alternatives. As a result, Sunoco submits that Artex and Tri-State have provided no justification for the Commission to deem their Response a Protest and refer the matter for hearing.

Additionally, in its Reply and Motion, Sunoco states that (1) Artex and Tri-State are neither shippers/customers of Sunoco nor end-users of petroleum products shipped through the pipeline, (2) Artex and Tri-State are not representative of a group of customers, and (3) Artex and Tri-State do not represent the public at large and therefore the Commission should dismiss the participation of Artex and Tri-State for lack of standing.

Through Artex and Tri-State's discussion of the financial impact that granting this Application may have on their operations, we believe that the companies have shown standing to protest the abandonment. To have standing in a matter before the Commission, a complainant must demonstrate a direct, immediate, and substantial interest in the proceeding. Re: Structural Separation of Bell Atlantic--PA., Inc., 2000 Pa. PUC LEXIS 56. Although not customers of Sunoco, Artex and Tri-State are the purchasers of petroleum that is shipped through the pipeline for

which abandonment is sought. Artex and Tri-State are purchasers of the product that is shipped by two Sunoco customers (TPS and Griffith) to the Barnesville and Beach Haven terminals, which are owned by Artex and Tri-State respectively. Artex and Tri-State maintain that the partial abandonment will put them out of business. Such a financial interest in the abandonment clearly represents a direct, immediate, and substantial interest demonstrating standing.

Upon full consideration of all matters of record, we agree with Tri-State Oil Terminals, Inc. and Artex, Inc. that approval of the application may not be necessary and proper for the service, accommodation, and convenience of the public; **THEREFORE,**

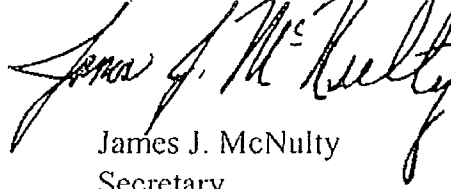
IT IS ORDERED:

1. That Sunoco Pipeline, LP's Motion to Dismiss the participation of Tri-State Oil Terminals, Inc. and Artex, Inc. for lack of standing is denied.

2. That the Application of Sunoco Pipeline, LP be assigned to the Office of Administrative Law Judge for Alternative Dispute Resolution, if possible, or the prompt scheduling of such hearings as may be necessary culminating in the issuance of a Recommended Decision.

3. That a copy of this Order be served upon Sunoco Pipeline, LP, Sunoco Inc. (R&M), Tri-State Oil Terminals, Inc., Artex, Inc., Transmontaigne Product Servicing, Inc., W.W. Griffith Oil Company, Lehigh Gas & Oil Company, Travel Centers of America, the Office of Trial Staff, and any persons who have filed Formal Complaints against the Petition.

BY THE COMMISSION,



James J. McNulty
Secretary

(SEAL)

ORDER ADOPTED: May 22, 2003

ORDER ENTERED: **MAY 22 2003**

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) John B. ... B. Date of Delivery 5-27-03

C. Signature [Signature] Agent Addressee

D. Is delivery address different from item 1? Yes No
If YES, enter delivery address below:

7106 4575 1293 1580 8022

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

MARVIN E KRAMER ESQ
 MARVIN E KRAMER & ASSOCIATES PC
 1325 FRANKLIN AVE SUITE 165
 GARDEN CITY NY 11530
 A-140001F2001 0

KJR

PS Form 3811, June 2000 Domestic Return Receipt

2. Article Number

7106 4575 1293 1580 8039

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

JEFFREY W WAGNER GENERAL COUNSEL
 SUNOCO PIPELINE LP
 TEN PENN CENTER
 1801 MARKET ST THIRD FLOOR
 PHILADELPHIA PA 19103-1699
 A-140001F2001 0

PS Form 3811, June 2000 Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) K. Hester B. Date of Delivery 5-27-03

C. Signature [Signature] Agent Addressee

D. Is delivery address different from item 1? Yes No
If YES, enter delivery address below:

7106 4575 1293 1580 8008

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

W W GRIFFITH OIL CO
 ATTN MARK TURLEY
 760 BROOKS AVE
 ROCHESTER NY 14619
 A-140001F2001 0

PS Form 3811, June 2000 Domestic Return Receipt

2. Article Number

7106 4575 1293 1580 8015

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

TRANSMONTAIGNE PRODUCT
 SERVICING INC
 280 N COLLEGE AVE SUITE 500
 FAYETTEVILLE AR 72702
 A-140001F2001 0

Moved

PS Form 3811, June 2000 Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) [Signature] B. Date of Delivery 5-27-03

C. Signature [Signature] Agent Addressee

D. Is delivery address different from item 1? Yes No
If YES, enter delivery address below:

7106 4575 1293 1580 8015

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

MARVIN E KRAMER ESQ
 MARVIN E KRAMER & ASSOCIATES PC
 1325 FRANKLIN AVE SUITE 165
 GARDEN CITY NY 11530
 A-140001F2001 0

PS Form 3811, June 2000 Domestic Return Receipt

2. Article Number

7106 4575 1293 1580 8039

3. Service Type **CERTIFIED MAIL**

4. Restricted Delivery? (Extra Fee) Yes No

1. Article Addressed to:

JEFFREY W WAGNER GENERAL COUNSEL
 SUNOCO PIPELINE LP
 TEN PENN CENTER
 1801 MARKET ST THIRD FLOOR
 PHILADELPHIA PA 19103-1699
 A-140001F2001 0

PS Form 3811, June 2000 Domestic Return Receipt

2. Article Number: **7106 4575 1293 1580 8053**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

A-140001F2001 0
SUNOCO INC (R & M)
ATTN BARBARA YOUNG
TEN PENN CENTER 25TH FL
1801 MARKET ST
PHILADELPHIA PA 19103

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **Barbara Young** B. Date of Delivery

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

2. Article Number: **7106 4575 1293 1580 8077**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

ROMAN BARON
MICHAEL S SABOL
LEHIGH GAS & OIL CO
80 BROAD ST
BEAVER MEADOWS PA 18216
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **Joe Rutter** B. Date of Delivery **5/24/03**

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

2. Article Number: **7106 4575 1293 1580 8060**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

DAVID FORCE
TRAVEL CENTERS OF AMERICA
PO BOX 57
BEACH HAVEN PA 18601
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **David Force** B. Date of Delivery **MAY 30 2003**

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

2. Article Number: **7106 4575 1293 1580 8060**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

DAVID FORCE
TRAVEL CENTERS OF AMERICA
PO BOX 57
BEACH HAVEN PA 18601
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **David Force** B. Date of Delivery **MAY 30 2003**

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

2. Article Number: **7106 4575 1293 1580 8053**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

A-140001F2001 0
SUNOCO INC (R & M)
ATTN BARBARA YOUNG
TEN PENN CENTER 25TH FL
1801 MARKET ST
PHILADELPHIA PA 19103

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **Barbara Young** B. Date of Delivery

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

2. Article Number: **7106 4575 1293 1580 8077**

Service Type: **CERTIFIED MAIL**

Restricted Delivery? (Extra Fee) Yes No

Article Addressed to:

ROMAN BARON
MICHAEL S SABOL
LEHIGH GAS & OIL CO
80 BROAD ST
BEAVER MEADOWS PA 18216
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **Joe Rutter** B. Date of Delivery **5/24/03**

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

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Service Type: **CERTIFIED MAIL**

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Article Addressed to:

DAVID FORCE
TRAVEL CENTERS OF AMERICA
PO BOX 57
BEACH HAVEN PA 18601
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

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C. Signature *[Signature]* Agent Addressee

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 If YES, enter delivery address below:

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DAVID FORCE
TRAVEL CENTERS OF AMERICA
PO BOX 57
BEACH HAVEN PA 18601
A-140001F2001 0

Form 3811, June 2000

Domestic Return Receipt

COMPLETE THIS SECTION ON DELIVERY

A. Received By (Please Print Clearly) **David Force** B. Date of Delivery **MAY 30 2003**

C. Signature *[Signature]* Agent Addressee

D. Is delivery address different from item 1? Yes No
 If YES, enter delivery address below:

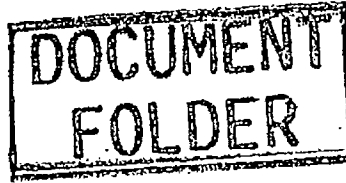
ACKNOWLEDGEMENT OF RECEIPT & ACCEPTANCE OF SERVICE

BTL

AND NOW, to wit, this 22nd day of May, 2003,

the undersigned, as evidenced by execution hereof, acknowledges receipt, and accepts service of an Order an official Commission document entered, issued, or otherwise promulgated under date of May 22, 2003 at Docket No. A-140001F2001 on behalf of:

OFFICE OF TRIAL STAFF
PO BOX 3265
KEYSTONE BUILDING 2ND FLOOR
HARRISBURG PA 17105-3265



Claine C. Newinger
Signature

Kindly sign and date this acceptance of service and acknowledgement of receipt, and, return the same for filing to:

SECRETARY'S BUREAU RECORD RETENTION
PA PUBLIC UTILITY COMMISSION
KEYSTONE BUILDING 2ND FLOOR
400 NORTH STREET
Harrisburg, PA 17105-3265

SECRETARY'S BUREAU

2003 MAY 23 AM 8:52

RECEIVED

RECEIVED
02 MAY 22 PM 3:41
PA PUBLIC UTILITY COMMISSION
OFFICE OF TRIAL STAFF

COMMONWEALTH OF PENNSYLVANIA

DATE: May 22, 2003
SUBJECT: A-140001F2001
TO: Director, Bureau/Office of Administrative Law Judge
FROM: Janet E. Patrick, Chief
Document Control and Record Maintenance

BTL

Application for approval of abandonment of a portion of Sunoco Pipeline, LP's Petroleum Products Pipeline Transportation Service

The Commission at Public Meeting held May 22, 2003 adopted an order in the above-entitled proceeding.

Please direct your attention to the "Ordering Paragraph(s)" for your Bureau's/Office's ongoing responsibility as identified therein.

Kindly acknowledge receipt of this memo by signing below and return this memo to:

Secretary's Office
Attn: Janet E. Patrick
2nd Floor Keystone Building

Thank you for your cooperation in this matter!

Receipt acknowledged:

(signature)

Susan Hoffman

(date)

5-22-03

DOCKETED
MAY 30 2003

DOCUMENT
FOLDER

SECRETARY'S BUREAU

2003 MAY 23 PM 3:20

RECEIVED