



Our Energy Makes the Difference

June 18, 2019

Pennsylvania Public Utility Commission
400 North Street
Commonwealth Keystone Building
2nd Floor
Harrisburg, PA 17120

RECEIVED

JUN 19 2019

PA PUBLIC UTILITY COMMISSION
SECRETARY'S BUREAU

To whom it may concern,

Coen Transport LLC A-8913588 has changed its name to Sprague Transport LLC. Please send me a new original certificate with seal. There was no ownership change, no FEIN change and no control or management of the company change. Please email me a copy of the new certificate to ckleinhans@spragueenergy.com.

PA PUC Number: A-8913588

DOT Number: 2109724

MC Number: 735578

Email Address: ckleinhans@spragueenergy.com

Company Address: 1045 West Chestnut Street, Washington, PA 15301

Current Company Name: Coen Transport LLC

New Company Name: Sprague Transport LLC

Sincerely,

Charles Kleinhans

Director, Supply and Fleet/Facilities Maintenance

VERIFICATION

I, Robert K. Blaschard, hereby state that the facts above set forth are true and correct (or are true and correct to the best of my knowledge, information and belief) and that I expect to be able to prove the same at a 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).

Robert K. Blaschard

Signature

6/17/19


Date

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SECRETARY'S BUREAU

**PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

<input type="checkbox"/> Return document by mail to: CSC Order #740997-005 pmw	Certificate of Amendment - Domestic Limited Partnership/Limited Liability Company  TCO190426JD0635
Name	
CSC (xx)Return document by email to: cscpa@cscglobal.com	

Read all instructions prior to completing. This form may be

Fee: \$70

Check one: Limited Partnership (§ 8622) Limited Liability Company (§ 8822)

In compliance with the requirements of the applicable provisions (relating to Amendment or Restatement of Certificate), the undersigned, desiring to amend or restate its Certificate of Limited Partnership/Certificate of Organization, hereby certifies that:

1. The name of the limited partnership/limited liability company is: Coen Transport LLC

2. The date of filing of the original Certificate of Limited Partnership/Certificate of Organization is:

12/09/2010
Date (MM/DD/YYYY)

3. The current registered office address as on file with the Department of State. Complete part (a) OR (b) – not both:

(a) _____
Number and street City State Zip County

(b) c/o: CORPORATION SERVICE COMPANY Dauphin
Name of Commercial Registered Office Provider County

4. Check, and if appropriate complete, one of the following:

The amendment adopted by the limited partnership/limited liability company, set forth in full, is as follows:

1. The name of the limited liability company is: Sprague Transport LLC

The amendment adopted by the limited partnership/limited liability company is set forth in full in Exhibit A attached hereto and made a part hereof.

5. Effective date of amendment (check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing this Certificate of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date (MM/DD/YYYY) Hour (if any)

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SECRETARY'S BUREAU

2019 APR 26 AM 9:43
DEPT OF STATE

DSCB:15-8622/8822-2

6. Check if the amendment restates the Certificate of Limited Partnership/Certificate of Organization:

- The restated Certificate of Limited Partnership/Certificate of Organization supersedes the original Certificate of Limited Partnership/Certificate of Organization and all previous amendments thereto.

IN TESTIMONY WHEREOF, the undersigned limited partnership/limited liability company has caused this Certificate of Amendment to be executed by a duly authorized person thereof this, 25 day of APRIL, 2019.

Coen Transport, LLC

Name of Limited Partnership/Limited Liability Company

PK Penchard

Signature

MANAGER

Title

**AMENDMENT NO. 1 TO THE
AMENDED AND RESTATED OPERATING AGREEMENT
OF SPRAGUE TRANSPORT LLC (f/k/a COEN TRANSPORT, LLC)**

This Amendment No. 1 (this "*Amendment*"), dated as of April 26, 2019, to the Amended and Restated Operating Agreement, dated as of October 1, 2017 (the "*Operating Agreement*"), between Coen Transport, LLC, a Pennsylvania limited liability company (the "*Company*"), and Sprague Operating Resources LLC, a Delaware limited liability company, as the sole Member (the "*Member*") of the Company. Capitalized terms used but not defined herein are used as defined in the Operating Agreement.

RECITALS

WHEREAS, on October 1, 2017, Sprague Operating Resources LLC, acquired all of the Membership Interests in the Company formerly owned by Coen Oil Company, LLC, and thereby became the sole owner of all outstanding Membership Interests in the Company;

WHEREAS, on April 26, 2019, the Company filed a Certificate of Amendment with the Pennsylvania Department of State, Bureau of Corporations and Charitable Organizations, changing the name of the Company from "Coen Transport, LLC" to "Sprague Transport LLC";

WHEREAS, Article 10.02 of the Operating Agreement provides that the Operating Agreement may be amended by all of the Members; and

WHEREAS, the parties wish to amend the Operating Agreement to reflect the events described above.

NOW, THEREFORE, it is hereby agreed as follows:

1. Amendment.

(a) The preamble of the Operating Agreement is hereby amended and restated in its entirety to read as follows:

"Amended and Restated Operating Agreement of Sprague Transport LLC (f/k/a Coen Transport, LLC), dated effective as of October 1, 2017, between the Company and Sprague Operating Resources, LLC, a Delaware limited liability company, as the sole member (the "Member") of the Company"

(b) Section 5.02(b) of the Operating Agreement is hereby amended and restated in its entirety to read as follows:

"(b) Number of Managers. The number of Managers of the Company shall be two. The Managers of the Company shall be Joseph Smith and Robert Blanchard."

(c) Article 6.01 of the Operating Agreement is hereby amended and restated to read in its entirety as follows:

“6.01. Members. The name and address of the sole Member are:

Sprague Operating Resources LLC
185 International Drive,
Portsmouth, New Hampshire, 03801.

Additional members may be admitted to the Company in accordance with Section 3.02.”

2. Ratification of Operating Agreement. Except as expressly modified and amended herein, all of the terms and conditions of the Operating Agreement shall remain in full force and effect.
3. Governing Law. This Amendment shall be construed in accordance with and governed by the laws of the State of Pennsylvania, without regard to the principles of conflicts of law.

(Signature Page Follows)

IN WITNESS WHEREOF, this Amendment has been executed as of the date first written above.

MEMBER:

SPRAGUE OPERATING RESOURCES LLC

By: 

Name: Paul Scoff

Title: Vice President, General Counsel,
Chief Compliance Officer and Secretary

COMPANY:

COEN TRANSPORT, LLC

A Pennsylvania limited liability company to be
renamed Sprague Transport LLC

By: 

Name: Robert Blanchard

Title: Manager

WED - 19 JUN
PRIORITY OVERNIGHT

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TRK# 8127 8434 1668
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FedEx Express Package US Airbill

FedEx Tracking Number 8127 8434 1668

Form ID No. 02

1 From [Redacted]

Date 6-18-19

Sender's Name Chuck Phone

Company COEN ENERGY

Address 1045 W CHESTNUT ST Dept./Floor/Suite/Room

City WASHINGTON State PA ZIP 15301-4628

4 Express Pack

Next Business

- FedEx First Over
Earliest next business in locations. Friday ships Monday unless Saturday.
- FedEx Priority Ov
Next business morning.* delivered on Monday unless selected.
- FedEx Standard O
Next business afternoon.* Saturday Delivery NOT in

2 Your Internal Billing Reference

3 To Recipient's Name Phone

Company Pennsylvania Public Utility Commission

Address 40 North Street Community Development Dept./Floor/Suite/Room
We cannot deliver to P.O. boxes or P.D. ZIP codes.

Address 3rd Floor Building

City Harrisburg State PA ZIP 17120

0129356840



8127 8434 1668

5 Packaging *Declared value limit only.

- FedEx Envelope* FedEx Pak* FedEx Box FedEx Tube Other

6 Special Handling and Delivery Signature Options Fees may apply. See the FedEx Service Guide.

- Saturday Delivery
NOT available for FedEx Standard Overnight, FedEx 2day A.M., or FedEx Express Saver.
 - No Signature Required
Package may be left without obtaining a signature for delivery.
 - Direct Signature
Someone at recipient's address may sign for delivery.
 - Indirect Signature
If no one is available at recipient's address, someone at a neighboring address may sign for delivery. For residential deliveries only.
- Does this shipment contain dangerous goods?
One box must be checked.
- No Yes As per attached Shipper's Declaration.
 - Yes Shipper's Declaration not required.
 - Dry Ice Dry Ice, 9, UN 1845 x _____ kg
- Restrictions apply for dangerous goods — see the current FedEx Service Guide. Cargo Aircraft Only

7 Payment Bill to:

Sender's Acct. No. in Section 1 will be billed Recipient Third Party Credit Card

Enter FedEx Acct. No. or Credit Card No. below. Obtain recip. Acct. No.

Total Packages Total Weight

RT 205 1 10:30 B 1668 06.19

*Our liability is limited to US\$100 unless you declare a higher value. See 01.