



February 4, 2020

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

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,

A handwritten signature in black ink, appearing to read "Charles Kleinhans", written over a white background.

Charles Kleinhans

Director, Supply and Fleet/Facilities Maintenance

PENNSYLVANIA PUBLIC UTILITY COMMISSION

IN THE MATTER OF : A-8913588

*Application of Coen Transport LLC, To transport, as a motor common carrier, property, excluding household goods in use,
between points in Pennsylvania. A-2011-2243666*

EFFECTIVE: June 28, 2011

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 to operate as a motor carrier.

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 6th day of August, 2015.



Rosemary Chewitt
Secretary

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

RK Blanchard

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:

I. 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