

D. Billye Sanders
Attorney – at – Law
3514 Geneva Circle
Nashville, Tennessee 37209
(615) 500-7749
sanders.billye@gmail.com

RECEIVED

2013 MAR 27 AM 7:52

T.R.A. DOCKET ROOM

March 26, 2013

James M. Allison, Chairman Tennessee Regulatory Authority
c/o Sharla Dillon Dockets and Records Manager
460 James Robertson Parkway
Nashville, Tennessee 37219

13-00049

RE: Joint Petition of Tensasco Pipeline Corporation and General Gas Pipeline LLC for Approval of Transfer of Certificate of Public Convenience and Necessity and Authority Granted Pursuant to Resolution 2000-092 of the City of Kingsport, as Amended

Dear Chairman Allison,

Enclosed are the original and four (4) copies of the above referenced Joint Petition seeking approval of the transfer of authority of Tensasco Pipeline Corporation to General Gas Pipeline LLC. The Petition is also being filed electronically. A check for the \$25 filing fee is enclosed. The Petitioners respectfully request expedited treatment of this Joint Petition as they wish to close the proposed asset purchase as soon as possible.

Exhibit 3 contains proprietary financial information which is marked **CONFIDENTIAL** and filed under seal. A redacted version of the pre-filed testimony is included as Exhibit 5. The page of the pre-filed testimony that contains proprietary financial information is marked **CONFIDENTIAL** and filed under seal. The Petitioners request that the Authority treat the exhibits that are marked "confidential" as such and that they not be made available to the public for review. Should anyone seek to view the documents, the Petitioners request an opportunity to further protect them from disclosure and, if necessary, to seek a protective order.

Please contact me if you have any questions.

Sincerely,

D. Billye Sanders

D. Billye Sanders
Attorney for General Gas Pipeline LLC

Enclosures

c: William A. McArthur
G. Anthony Campbell
W. Wayne Coverdale
Cary V. Sorensen
J. Michael Billingsley

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**JOINT PETITION OF TENGASCO PIPELINE)
CORPORATION AND GENERAL GAS PIPELINE)
LLC FOR APPROVAL OF TRANSFER OF)
CERTIFICATE OF PUBLIC CONVENIENCE AND)
NECESSITY AND AUTHORITY GRANTED)
PURSUANT TO RESOLUTION 2000-092 OF THE CITY)
OF KINGSPORT, AS AMENDED**

DOCKET NO. _____

JOINT PETITION

Tengasco Pipeline Corporation (“TPC”) and General Gas Pipeline LLC (“General Gas”, TPC and General Gas collectively, the “Petitioners”), pursuant to T.C.A. §65-4-113, petition the Tennessee Regulatory Authority (“TRA” or “Authority”) to approve the transfer of TPC’s Certificate of Public Convenience and Necessity issued in TRA Docket No. 98-00156 from TPC to General Gas. Additionally, the Petitioners request the TRA’s approval of the transfer of the authority granted to TPC in TRA Docket No. 00-00537 wherein the TRA approved, pursuant to T.C.A. §65-4-107, City of Kingsport, Tennessee Resolution No. 2000-092, as amended. In support of this Joint Petition, the Petitioners state the following:

The Transferor/Seller

1) Petitioner, Tengasco Pipeline Corporation, a Tennessee corporation, is a wholly owned subsidiary of Tengasco, Inc., a Tennessee corporation which is publicly traded (“Tengasco”). TPC owns and operates 65 miles of intrastate, natural gas pipeline in Eastern Tennessee (the “Pipeline”). TPC holds a Certificate of Public Convenience and Necessity (CPCN) granted by order dated June 21, 1998, in Docket No. 98-00156 and affirmed by an order

dated May 18, 1999 in the same docket¹ which authorizes TPC to provide certain intrastate transportation services in Hancock, Hawkins and Claiborne counties, subject to T.C.A. §7-82-301, et.seq. By Order dated, March 7, 2001, in Docket No. 00-00537, the TRA approved, pursuant to T.C.A. §65-4-107, a City of Kingsport Resolution, as amended, that determined the public necessity required that TPC construct within the city limits of Kingsport pipeline facilities required to transport natural gas produced in Tennessee to large volume industrial customers, such as Eastman Chemical Company, in accordance with T.C.A. §65-28-103.²

2) TPC has owned and operated the Pipeline since its initial construction and the grant of the CPCN and the approval of the Resolution of the City of Kingsport.

3) A map showing the location of the Pipeline is attached in Exhibit 1.

4) TPC performs a transportation function only. TPC does not sell natural gas to any customer. TPC currently transports only natural gas produced by Tengasco, Inc. and its subsidiaries. The natural gas transported originates from either (a) Tengasco's Swan Creek producing wells in Hancock County, Tennessee on the western end of the Pipeline (b) the natural gas produced from the Carter Valley Landfill located at Church Hill, Hawkins County, Tennessee

¹ *Application of Tengasco Pipeline Corporation for a Certificate of Public Convenience and Necessity to Provide Intrastate Natural Gas Services*, TRA Docket No. 98-00156. In its July 21, 1998 Order at p. 4 the TRA ordered that: "1. The Application of TPC to provide intrastate natural gas services within Claiborne, Hawkins, and Hancock Counties Tennessee is hereby approved. 2. The terms of this Order shall be construed subject to Tenn. Code Ann. §7-82-301 et seq. and other applicable Tennessee laws and shall not be construed to contravene any statutory rights of any municipality or utility district." In its Order dated May 18, 1999 affirming the July 21, 1998 Order, the TRA clarified the June 21, 1998 Order by stating at p. 9 that "Neither the July 21, 1998, Order Granting Certificate of Public Convenience and Necessity, nor this Order, grant TPC the authority to transport, distribute, or otherwise deliver natural gas to commercial or industrial end-users in areas serviced by utility districts within the counties of Hancock, Hawkins, and Claiborne."

² Joint Application of the City of Kingsport and Tengasco Pipeline Corporation for Approval of City Resolution and City Ordinance, TRA Docket No. 00-00537.

and recovered by Manufactured Methane Corporation, a Tengasco subsidiary, or (c) back feed gas from East Tennessee Natural Gas. While all of this natural gas is currently sold by Tengasco, Inc. to a market aggregator for resale by the aggregator to other parties in the normal course of the gas marketing industry, much of the gas is physically delivered through the Pipeline to Eastman Chemical Company in Kingsport, Tennessee. The terminus of the Pipeline facility is into East Tennessee Natural Gas (ETNG) where metering and distribution feeders tie into Eastman Chemical and Holston Army Ammunition Plant (HAAP) and two-way flow valves allow the back feed or delivery of natural gas to and from East Tennessee Natural Gas.

5) TPC has never been cited for material failure to maintain safe operations on the Pipeline. TPC has passed all inspections or remedied any issues raised. TPC is in full compliance with applicable safety regulations.

Pending Transaction

6) Pursuant to an Asset Purchase Agreement, (i) Tengasco will sell all of its oil and gas producing assets in Tennessee (excluding the Manufactured Methane Corporation) to Swan Creek Partners LLC, which is the parent entity and sole owner of General Gas; and (ii) General Gas will purchase the Pipeline and related assets from TPC. The new ownership structure involving Swan Creek Partners LLC and General Gas will mirror the current structure of Tengasco and TPC. All assets will be purchased for cash. The sale and transfer of the Pipeline from TPC to General Gas is contingent upon approval of this Petition by the Tennessee Regulatory Authority.

7) As of the Closing of the transaction, General Gas will have three sources of natural gas for transport: (i) the producing wells of its parent, Swan Creek Partners LLC, to be

acquired from Tensasco, (ii) the landfill recovery operation of Manufactured Methane Corporation, which will remain a subsidiary of Tensasco, and (iii) back feed gas from East Tennessee Natural Gas.

8) General Gas has committed in the Asset Purchase Agreement to continue to transport the gas of Manufactured Methane Corporation until closure of the Carter Valley Landfill (estimated to be in 2041) and up to 15 years thereafter.

The Transferee/Purchaser

9) General Gas is a suitable transferee of the CPCN and other authority to operate the Pipeline and has the financial responsibility and technical and managerial capability to perform efficiently the utility services to be transferred, such that the services will continue to benefit the consuming public.

10) The purchase of the Pipeline by General Gas has been structured as an asset purchase. Accordingly, General Gas was formed to acquire the Pipeline and related assets of TPC. General Gas is a Delaware limited liability company qualified to do business in Tennessee. Attached as collective Exhibit 2 are a copy of General Gas' Certificate of Formation in the State of Delaware and General Gas' Certificate of Authority to Transact Business in the State of Tennessee, which includes a copy of General Gas' Certificate of Good Standing in the State of Delaware. The principal address of General Gas is 569 Edgewood Avenue South, Jacksonville, Florida 32205-5332. The telephone number for General Gas is 800-805-6570. After the closing, General Gas will have an office located in Tennessee.

11) Swan Creek Partners LLC is the sole member of General Gas. Swan Creek Partners LLC is a Delaware limited liability company qualified to do business in the State of

Tennessee. Its principal address is 569 Edgewood Avenue South Jacksonville, Florida 32205-5332.

12) General Gas has the financial responsibility and capability to efficiently operate the Pipeline. General Gas is well capitalized with equity and has no debt. As further evidence of its financial capability, attached as Confidential Exhibit 3³ are General Gas' current financial statements and pro-forma statements showing the projected cost of operation of the Pipeline for three (3) years.

13) General Gas is obtaining, effective upon transfer of the Pipeline, casualty insurance with limits of \$10,000,000 per occurrence and liability insurance limits of \$5,000,000 per occurrence and \$10,000,000 in the aggregate. This insurance meets the requirements of the Holston Army Ammunition Plant operated by BAE Systems, Inc. across which facility the Pipeline travels.

14) General Gas has the capability to perform efficiently the utility services to be transferred. Mr. W. Wayne Coverdale is Chief Executive Officer of General Gas. Mr. Coverdale is an exploration geologist and has 34 years of experience in development and production of oil and gas reserves and considerable experience in the design, development, construction and operation of pipelines and small power production facilities. Mr. Coverdale's resume is attached in collective Exhibit 4. TPC's Pipeline Manager, Mr. Bill Miller, will be retained as Pipeline Manager and Operator of General Gas. Mr. Miller has been the manager in charge of TPC's pipeline operation over the last ten (10) years, has been employed by TPC for

³ The information in TPC's financial exhibit is proprietary. TPC therefore requests confidential treatment of its financial statements and pro-formas and has filed Exhibit 3 under seal.

sixteen (16) years and has been in the gas business for over twenty-eight (28) years. Mr. Miller is intimately familiar with the Pipeline's operation and safety standards and is certified by the State of Tennessee in occupational qualification for pipeline operations and safety. The resume of Mr. Miller is attached as part of collective Exhibit 4. Mr. Mark O. Justus will serve as Pipeline Engineer of General Gas. Mr. Justus has been involved in the energy business for 38 years and has been involved in project development. Mr. Justus's resume is attached in collective Exhibit 4. Mr. Miller, who provides continuity and the other managers of General Gas will provide ample expertise for General Gas to provide efficiently the pipeline transportation services that are currently provided by TPC.

15) General Gas will continue to maintain the inspection and maintenance schedules employed by TPC or as may otherwise be required at any time by applicable safety regulations.

General Gas agrees to comply with all applicable pipeline safety standards as well as all applicable statutes, rules, regulations and orders of the TRA.

Public Convenience and Necessity

16) The TRA determined that a public need for the transportation services existed in Hancock, Hawkins and Claiborne counties when it granted TPC its CPCN in 1998 and affirmed it in 1999 in Docket No. 98-00156.⁴ The City of Kingsport determined a public need for the transportation services provided by TPC existed in Kingsport when it adopted Resolution 2000-092 on May 2, 2000, which the TRA approved, as amended in 2001 (TRA Docket No. 00-

⁴ See *supra* footnote 1

00537).⁵ Therefore, the public need has been established. That need has not changed as TPC is currently using the Pipeline to provide service to customers under that authority. In fact, the need is greater, because the existing customers of TPC now depend upon the service and General Gas will continue to provide it upon approval of the transfer of authority to General Gas. General Gas will adopt TPC's current tariffs and assume the transportation contracts with TPC's existing customers, such that the transfer will be seamless for customers. The Pipeline will continue to be available to third parties who may wish to tender natural gas for transportation by the Pipeline as a common carrier.

17) If additional gas production were to occur near the physical location of the Pipeline or areas to which the Pipeline may reasonably be extended, subject to the authority of General Gas to operate the Pipeline in those areas, General Gas would be available to transport the gas. The availability of the Pipeline for immediate transportation or for extension to areas of new production volumes would serve the public interest. General Gas would provide faster availability and transportation at cheaper rates via its existing pipeline than could be provided from construction of a new line. Additionally, private property owners would experience less disruption and damage to their property than those property owners would experience from construction of a new pipeline.

18) As noted in paragraph 8) above, General Gas is committing to operate the Pipeline into the future to provide a market for the Manufactured Methane Corporation gas arising from the Carter Valley Landfill, and must also maintain transportation for its parent's Swan Creek Field natural gas production. This commitment to continued operation of the

⁵ See *supra* footnote 2

Pipeline by General Gas will have the necessary and beneficial effect of assuring the Powell Valley Utility District (serving Sneedville, Tennessee) of an adequate natural gas supply, as no other source of natural gas is currently available to them.

19) In further support of this Joint Petition, the testimony of William Wade Coverdale is attached as Exhibit 5.

Notices and Communications Regarding the Joint Petition

20) Notices and Communications regarding the Joint Petition should be sent to:

D. Billye Sanders
Attorney-at-Law
3514 Geneva Circle
Nashville, Tennessee 37209
(615) 500-7749
sanders.billye@gmail.com
Attorney for General Gas Pipeline LLC

William A. McArthur
Managing Member
General Gas Pipeline LLC
569 Edgewood Avenue South
Jacksonville, FL 32205-5332
(904) 388-3561
wmcArthur@ngwic.com

W. Wayne Coverdale
Chief Executive Officer
General Gas Pipeline LLC
3212 Wickford Drive
Wilmington, NC 28409
(910) 547-6005

Cary V. Sorensen
11121 Kingston Pike, Suite E
Knoxville, Tennessee 37932
(865) 675-1554, ex 4
csorensen@tengasco.com
Attorney for Tengasco Pipeline Corporation

WHEREFORE, Petitioners pray the Tennessee Regulatory Authority enter an order:

1. Finding that General Gas Pipeline LLC has the suitability, financial responsibility and capability to perform efficiently the utility services authorized under the Certificate of Public Convenience and Necessity of Tensasco, Inc. issued in TRA Docket No. 98-00156 and the services approved in TRA Docket No.00-00537, and that the transfer of such authority to General Gas Pipeline will benefit the consuming public.

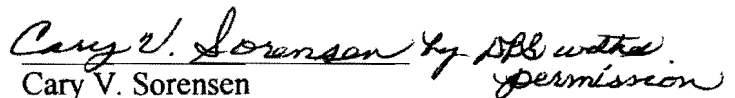
2. Approving the transfer of the Certificate of Public Convenience and Necessity of Tensasco, Inc. issued in TRA Docket No. 98-00156 and the authority of Tensasco to provide intrastate gas transportation services approved in TRA Docket No.00-00537 to General Gas Pipeline LLC.

3. Granting all other necessary and appropriate authorizations and relief.

Respectfully submitted,



D. Billye Sanders
Attorney-at-Law
Tennessee BPR #5631
3514 Geneva Circle
Nashville, Tennessee 37209
(615) 500-7749
sanders.billye@gmail.com
Attorney for General Gas Pipeline LLC



Cary V. Sorensen
Tennessee BPR #020411
11121 Kingston Pike, Suite E
Knoxville, Tennessee 37932
(865) 675-1554, ex 4
csorensen@tengasco.com
Attorney for Tensasco Pipeline Corporation

VERIFICATION

STATE OF TENNESSEE

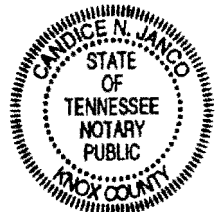
COUNTY OF KNOX

Cary V. Sorensen, being first duly sworn, deposes and says that he is General Counsel of Tengasco Pipeline Corporation, that he has read the foregoing Petition and knows the contents thereof, and that the contents are true and correct to the best of his knowledge and belief.

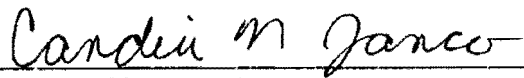

Cary W Sorensen

Subscribed and sworn before me this 26th day of March, 2013.

My Commission Expires: Nov 1, 2014



MY COMMISSION EXPIRES:
November 1, 2014


NOTARY PUBLIC

VERIFICATION

STATE OF _____

COUNTY OF _____

William Wayne Coverdale, being first duly sworn, deposes and says that he is Chief Executive Officer of General Gas Pipeline LLC, that he has read the foregoing Petition and Exhibits and knows the contents thereof, and that the contents are true and correct to the best of his knowledge and belief.

William Wayne Coverdale
William Wayne Coverdale

Subscribed and sworn before me this ____ day of March, 2013.

My Commission Expires: _____


NOTARY PUBLIC

CERTIFICATE OF SERVICE

I hereby certify that on this 26th day of March 2013, a true and correct copy of the of the attached notice of filing of Joint Petition was served on the entities below by placing same in the U.S. mail, postage pre-paid addressed to:

Office of Attorney General & Reporter
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, Tennessee 37202

City of Kingsport
225 West Center Street
Kingsport, Tennessee 37660
Attention: J. Michael Billingsley, City Attorney


D. Billye Sanders

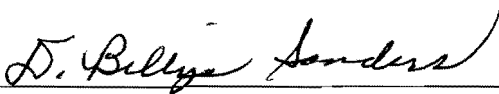
**JOINT PETITION OF TENGASCO PIPELINE
CORPORATION AND GENERAL GAS PIPELINE
LLC FOR APPROVAL OF TRANSFER OF
CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY AND AUTHORITY GRANTED
PURSUANT TO RESOLUTION 2000-092 OF THE
CITY OF KINGSPORT, AS AMENDED**

)
)
)
)
)
)
)

DOCKET NO. _____

**NOTICE OF FILING OF JOINT PETITION BEFORE THE TENNESSEE
REGULATORY AUTHORITY, NASHVILLE, TENNESSEE**

Tengasco Pipeline Corporation ("TPC") and General Gas Pipeline LLC hereby give notice of filing with the Tennessee Regulatory Authority ("TRA") on March 26, 2013 the Joint Petition of Tengasco Pipeline Corporation and General Gas Pipeline LLC for approval of the transfer of the Certificate of Public Convenience of Necessity of TPC to provide intrastate gas transportation services in Hancock, Hawkins, Claiborne Counties Tennessee issued in TRA Docket No. 98-00156 and approval of the transfer of authority to provide intrastate transportation services in Kingsport, Tennessee authorized pursuant to Resolution 2000-092 of the City of Kingsport, as amended and approved in TRA Docket No. 00-00537. The Joint Petition may be viewed on the website of the TRA at <http://www.tn.gov/tra> or the offices of the TRA at 460 James Robertson Parkway, Nashville, TN 37219.



D. Billye Sanders
Attorney for General Gas Pipeline LLC

EXHIBITS TO PETITION

- Exhibit 1** Map Showing Location of the Pipeline
- Exhibit 2** General Gas Certificate of Formation in the State of Delaware;
General Gas' Certificate of Authority to transact business in the
State of Tennessee which includes General Gas' Certificate of
Good Standing in the State of Delaware
- Exhibit 3** General Gas' current financial statements and pro-forma
statements showing the projected cost of operation for three (3)
years (**CONFIDENTIAL- FILED UNDER SEAL**)
- Exhibit 4** Resumes of William Wayne Coverdale, Bill Miller and Mark
Justus
- Exhibit 5** Pre-filed testimony of William Wayne Coverdale

Exhibit 1

Map Showing Location of the Pipeline

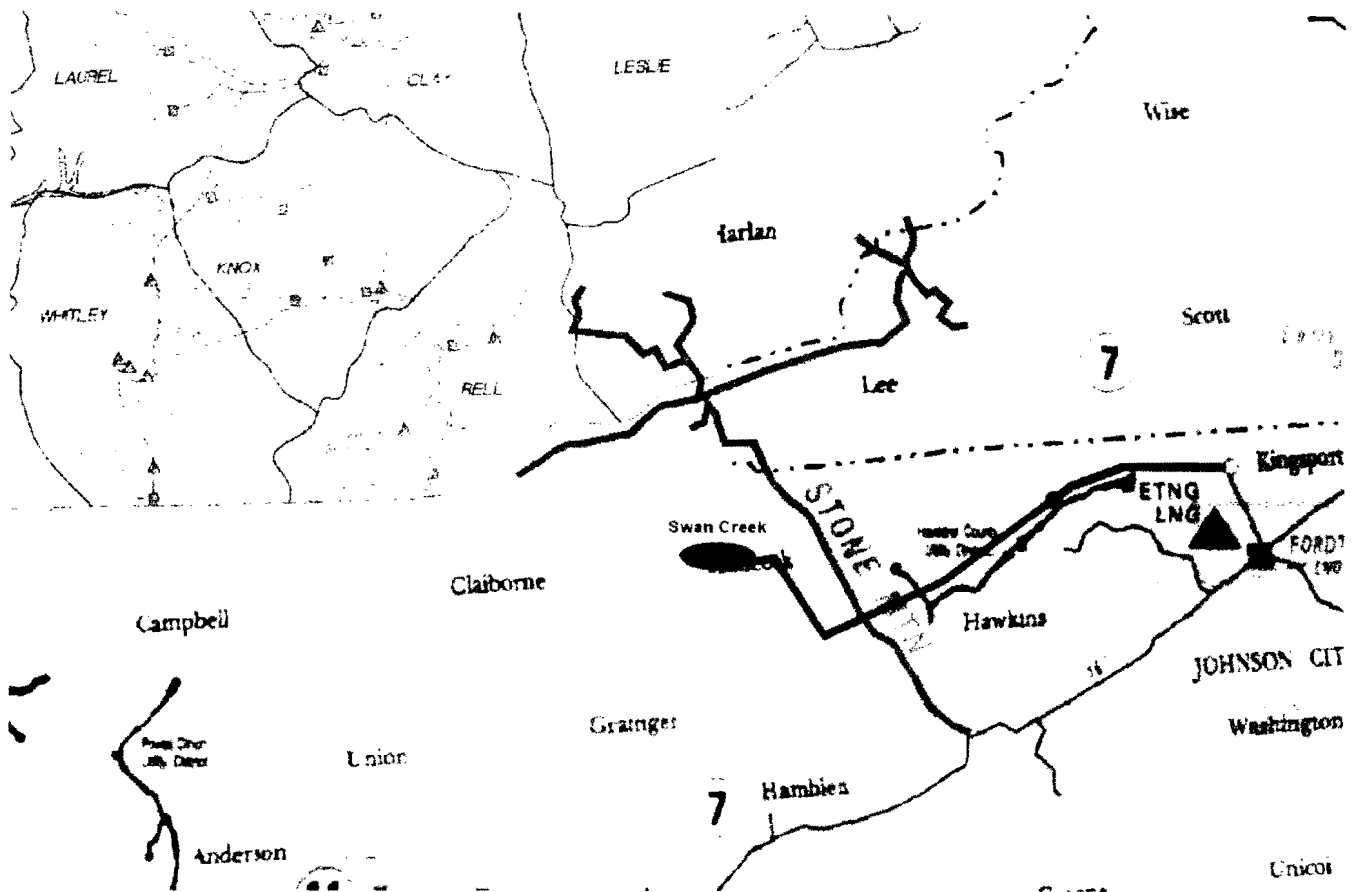


Exhibit 2

General Gas' Certificate of Formation in the State of Delaware

**General Gas' Certificate of Authority to transact business in the
State of Tennessee which includes General Gas' Certificate of
Good Standing in the State of Delaware**

CERTIFICATE OF FORMATION

OF

General Gas Pipeline LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: General Gas Pipeline LLC


SECOND: The address of the registered office of the limited liability company in the State of Delaware is located at: 108 West 13th Street, Wilmington, Delaware 19801. Located in the County of New Castle. The name of the registered agent at that address is Business Filings Incorporated

THIRD: The duration of the limited liability company shall be perpetual.

FOURTH: The name and address of the member is:

Swan Creek Partners, LLC, 569 Edgewood Ave. South, Jacksonville, Florida 32202-5332

Executed on February 8, 2013



Business Filings Incorporated,
Authorized Person
Mark Williams, A.V.P.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GENERAL GAS PIPELINE LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 2013, AT 2:01 O'CLOCK P.M.



5286603 8100

130149720

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0204032

DATE: 02-08-13



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

General Gas Pipeline LLC
569 EDGEWOOD AVE S
JACKSONVILLE, FL 32205-5332

February 27, 2013

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	711107	Formation Locale:	DELAWARE
Filing Type:	Limited Liability Company - Foreign	Date Formed:	02/08/2013
Filing Date:	02/27/2013 10:35 AM	Fiscal Year Close:	12
Status:	Active	Annual Report Due:	04/01/2014
Duration Term:	Perpetual	Image # :	7153-2094
Managed By:	Member Managed		

Document Receipt

Receipt # :	929767	Filing Fee:	\$300.00
Payment-Check/MO -	BUSINESS FILINGS INCORPORATED, MADISON, WI		\$300.00

Registered Agent Address:
BUSINESS FILINGS INCORPORATED
STE 2021
800 S GAY ST
KNOXVILLE, TN 37929-9710

Principal Address:
569 EDGEWOOD AVE S
JACKSONVILLE, FL 32205-5332

Congratulations on the successful filing of your **Application for Certificate of Authority for General Gas Pipeline LLC** in the State of Tennessee which is effective on the date shown above. Visit the TN Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.


Tre Hargett
Secretary of State

Processed By: Darlene Baskin

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

For Office Use Only

FILED

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

To The Secretary of the State of Tennessee:

Pursuant to the provisions of T.C.A. §48-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: General Gas Pipeline LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of T.C.A. §48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to T.C.A. §48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and the date of its formation is: 2 / 8 / 2013 and the date it commenced doing business in Tennessee is: _____ / _____ / _____
Month Day Year Month Day Year

NOTE: Additional filing fees and proof of tax clearance confirming good standing may apply if the Limited Liability Company commenced doing business in Tennessee prior to the approval of this application. See T.C.A. §48-249-913(d) and T.C.A. §48-249-905(c)

3. This company has the additional designation of: _____

4. The name and complete address of its registered agent and office located in the state of Tennessee is:

Name: Business Filings Incorporated

Address: 800 S. Gay Street, Suite 2021

City: Knoxville State: Tennessee Zip Code: 37929-9710 County: Knox

5. Fiscal Year Close Month: December

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: _____ / _____ / _____ Time: _____
Month Day Year

7. The LLC will be: ☒ Member Managed ☐ Manager Managed ☐ Director Managed ☐ Board Managed ☐ Other

8. Number of Members at the date of filing: 2

9. Period of Duration: ☒ Perpetual ☐ Other _____ / _____ / _____
Month Day Year

10. The complete address of its principal executive office is:

Address: 569 Edgewood Avenue South

City: Jacksonville State: Florida Zip Code: 32202-5332

APPLICATION FOR CERTIFICATE OF AUTHORITY LIMITED LIABILITY COMPANY (ss-4233)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1101
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

The name of the Limited Liability Company is: General Gas Pipeline LLC

11 The complete mailing address of the entity (if different from the principal office) is:

Address: _____

City: _____

State: _____

Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

- ☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §57-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

- ☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
☐ I certify that this entity meets the requirement of T.C.A. §48-249-1123(b)(3)

Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

- ☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(i)

If the provisions of T.C.A. §48-249-309(i) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

15. Obligated Member Entity (list of obligated members and signatures must be attached)

- ☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

- ☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES FOR THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. Other Provisions: _____

2/26/2013

Signature Date

Wayne Coverdale
Signature

Member

Signer's Capacity (if other than individual capacity)

Wayne Coverdale

Name (printed or typed)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL GAS PIPELINE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

3.2096, 02/27/2013, 10:35:07, Received by Tennessee Secretary

5286603 8300

130160704



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0209895

DATE: 02-12-13

Exhibit 3

(CONFIDENTIAL- FILED UNDER SEAL)

General Gas' Current Financial Statements

and

**Pro-forma Statements showing the projected cost of operation for
three (3) years**

Exhibit 4

Resumes of

William Wayne Coverdale

Bill Miller

and

Mark Justus

William Wayne Coverdale

3212 Wickford Dr.
Wilmington, NC 28409
Phone 910-547-6005

Wayne Coverdale has considerable experience in the design, development, construction, and operation of small power production facilities, including plants fueled by coal bed methane and biomass.

Mr. Coverdale has over 32 years of professional experience as a geologist. He holds a Bachelors Degree in Geology from the University of Tennessee with graduate studies at South Dakota School of Mines and Technology, and is a registered certified professional geologist. He has extensive experience in the utilization of natural resources to produce electricity and thermal energy.

Mr. Coverdale directed the operation of systems necessary to extract and process coalbed methane gas from abandoned coal mines for a power generating project in West Terre Haute, Indiana. He has served as a consultant in the development of oil, gas and coal reserves in the Appalachian Basin, Illinois Basins, and Raton Basin of Colorado and New Mexico. He designed and supervised geophysical exploration, oil, natural gas and coal bed methane exploration and development. He developed pipeline construction and natural gas compressor installations for the production of natural gas and coal bed methane.

Employment Record:

- | | |
|-----------------------|---|
| 2008 – Present | Lancaster Energy Partners, LLC.
Director of development of renewable energy projects and Coal, Oil and Gas reserves. |
| 2006 – 2008 | New Elk Coal Company-
Along with partners, purchased the New Elk Coal mine, permitted and brought the mine into compliance. Developed the proven reserves from 60 million to 325 million tons of coal. Developed mining plans for the production of coal while working with the on going extraction of coal bed methane. After development the partners sold the mine to the Mitsubishi Group of Japan. |
| 2004 - 2006 | Renewable Energy Resources LLC-
Develop fuel resources for a 30 Mega-watt co-generation plant and the associated production of bio-diesel and ethanol. |

Responsibilities include producing fuel supply agreements, transportation agreements, overseeing environmental permits and developing long term oil, gas and coal reserves.

2000 – 2003

Green Power Energy Holdings LLC –

Directed the development of a renewable energy project in North Carolina, for the production of electricity and thermal energy. Responsibilities included developing fuel supply and transportation agreements, overseeing environmental permits, negotiating power purchase agreements and the conversion of a 38 megawatt co-generation plant from being fired on coal to being fired on biomass.

1999 – 2000

Green Power Group, Inc. -

Directed the development and engineering for the conversion of a coal fired co-generation plant to a biomass gasification co-generation plant. Directives included negotiating wood fuel and transportation contracts, and all permits necessary for the production of electricity and thermal energy.

1997 – 1999

Philpower Corporation -

Directed the engineering and design of a 27 Megawatt biomass power plant with 400 tons per day liquid CO₂ extraction capabilities, and a 2,000 tons per day material handling facility. Procured a ten year power purchase agreement with Delmarva Power & Light / Conective Inc. for the sale of electricity. Developed long term wood supply and transportation contracts.

1993 – 1997

Alternative Fuels, Inc. –

Developed and produced coal bed methane reserves. Directed the construction, operation and implementation of pipelines and compressors in order to produce electricity. Drilled and completed five coal bed methane gas wells. Procured a ten year power purchase agreement with PSI / Cinergy for the sale of electricity.

1981 – 1992

Geologic Consultant

Owner of drilling rigs and associated equipment for the exploration, development and commercial production of Oil & Gas reserves. Provided oversight and geological studies for oil and gas production in three states and drilled over 100 wells, and directed the installations of pipelines and compressor stations.

1979 - 1981

Continental Energy Corp. - Exploration Geologist

Developed Oil & Gas prospects. Managed the drilling and completion of over 125 Oil and Gas wells for commercial production. Designed, constructed and operated 30 miles of gathering systems, main pipeline and compressor plants for the transport of gas production.

References:

Lancaster Energy Partners LLC

Mr. Mark Justus, President

12206 Oakland Hills Pt.

Knoxville, Tn 37934

865-765-1595

References:

Trident Plus, Inc.

Mr. Richard Stanton, President

1050 Fifth Street 34223

Englewood, Fl.

941-475-1337

Dr. Arthur C. Sweeney

239-394-4056

Bill Miller
1404 Tanglewood Dr
Corbin, KY 40701

606-528-4839

WORK EXPERIENCE:

- | | | |
|--|------------------------|---------------------|
| Tengasco | Knoxville, TN | 1997-Current |
| Pipeline Manager/ Operations Manager | | |
| <ul style="list-style-type: none">• Scheduling of daily activities and operations for all field employees.• Interviewing and hiring employees and contractors.• Over seeing drilling and completion of gas and oil wells.• Environment and conservation site coordinator.• Supervise all well head hook ups either oil or gas and metering systems.• Supervise and installation of compressor stations dehydrators and process control systems.• Planning and construction of gathering system.• Overseeing production and operation of 68 mile (transportation system pipeline). Including but not limited to safety, metering, and corrosion control.• Engineering and project manager of methane plant. | | |
| Huntington Energy | Corbin, KY | 1989-1997 |
| Operations Manager | | |
| <ul style="list-style-type: none">• Overseeing total operations for an exploration company.• Interviewing and hiring employees and contractors.• Successfully managing drilling, completing, and production of 200 gas wells.• 100 mile gathering system with 4 compressor stations | | |
| Kenco | Manchester, KY | 1985-1989 |
| <ul style="list-style-type: none">• Operates gas wells and compressor stations• Learned drilling and Completions. | | |
| Tidewater | Bridge Port, Pa | 1981-1985 |
| Master Mechanic/ Field Supervisor | | |
| <ul style="list-style-type: none">• Supervised team of four service rep• Set up compressor station, dehydrators, and aiming plants.• Set up regulators and process controls systems. | | |
| HRM Halliburton Resource Management | Casper, WY | 1977-1981 |
| Service Representative | | |
| <ul style="list-style-type: none">• Maintained services for the states of Wyoming, Colorado, New Mexico, North Dakota, Montana, and California.• Serviced compressors of all makes, dehydrators, and process control equipment | | |

EDUCATION:

Dublin High School 1969-1973

MILITARY:

USMC 1973-1976

MARK JUSTUS

Professional Experience

LANCASTER ENERGY PARTNERS

September 2008 - Present

Project Developer

- Project Development for four biomass fired projects, wind project and landfill gas projects. Project development consisting of site acquisition, fuel studies, obtain power contracts, engineering of power systems.

Mineral Group

- Development of coal and calcium carbonate mines. Investigation of mineral resources, obtain market for sale of minerals, negotiate royalties and acquisitions.

NEW ELK COAL COMPANY.

Sept. 2006 – Sept. 2008

Mine Developer

- Owner of coal mine. Full scale mine development consisting of mine acquisition, permitting, land leasing, site engineering and design. Project sold to Mitsui/Cline in 2008.

CONSULTANT

Jan. 1996 – Dec. 2005

Project Consultant

- Consultant for various power projects in the USA and Caribbean. Projects consisted of feasibility studies, fuel studies, fuel switch studies and project development. Conceptual design for alternative fuels for existing plants as well as new facilities. Designed propane gas distribution systems for islands in the Caribbean.

RENEWABLE FUELS CORP.

May 1993 – Dec. 1996

Owner

- Developed first coal bed methane fired power plant in the USA. Developed coal bed methane reserves in the Peabody Green Valley coal mine in Indiana. Development consisted of methane exploration, well drilling program, power plant design and build. Plant was featured at DOE coal bed methane utilization conference in Pittsburgh in 1996. Project sold in 1996.

CONSULTANT

May 1985 – Dec. 2002

Project Consultant

- Project development, estimating, engineering, conceptual design, procurement of power contracts, FERC filings, fuel studies and alternate fuel supplies. Cogeneration project development. Gasification plant studies.

TECHNOLOGY CONCEPTS, INC.

May 1980 – May 1985

Owner

- Formed engineering and mechanical contracting group. Company did cogeneration design and development for industrial clients as well as independent power producers. Studies for boiler conversions as well as efficiency improvements. Large commercial and industrial energy management systems for automated control of environmental and process systems. Designed and developed gasification projects for various clients. Company sold in 1985.

TENNESSEE VALLEY AUTHORITY.

March 1975 – July 1980

Mechanical Engineering Group

- Nuclear engineering division, mechanical test group. Performed testing of gaseous penetrate systems for all nuclear plants. Performed valve and piping integrity testing at all nuclear facilities. Construction review for correctness and completion of all mechanical systems at all nuclear facilities. Obtained ASME level II non destructive testing license for nuclear systems. Part of startup team of first NRC approved computer based leak rate test of dome integrity of nuclear plants.
- Performed sulfur and particulate emissions testing on environmental systems at all coal plants. Steam turbine startup and vibration testing at various coal fired plants. Completed training for associate program.

EDUCATION.

UNIVERSITY OF TENNESSEE

Other

General Electric turbine application and operation, Foster Wheeler boiler operation, DEC PDP 1134, ASME NDT LRT, Butler automation systems, Rex systems design and application engineering for waste heat projects

PUBLISHED PAPERS.

Gas Technology Institute and Mark Justus, High pressure biomass gasification for DOE symposium on gasification.

Exhibit 5

Pre-filed testimony of William Wayne Coverdale

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In the Matter of:

**JOINT PETITION OF TENGASCO PIPELINE
CORPORATION AND GENERAL GAS PIPELINE
LLC FOR APPROVAL OF TRANSFER OF
CERTIFICATE OF PUBLIC CONVENIENCE AND
NECESSITY AND AUTHORITY GRANTED
PURSUANT TO RESOLUTION 2000-092 OF THE
CITY OF KINGSPORT, AS AMENDED**

DOCKET NO. _____

**DIRECT TESTIMONY OF
WILLIAM WAYNE COVERDALE
CHIEF EXECUTIVE OFFICER
GENERAL GAS PIPELINE LLC**

Filed: March 26, 2013

1 **Q. Please state your name, position and business address.**

2 A. My name is William Wayne Coverdale. I am the Chief Executive Officer of General
3 Gas Pipeline LLC (“General Gas”). My current business address is 3212 Wickford
4 Drive, Wilmington, North Carolina 28409.

5 **Q. What is the purpose of your testimony?**

6 A. The purpose of my testimony is to provide the TRA with information regarding the
7 proposed transfer from TPC to General Gas of TPC’s gas pipeline and authority to
8 provide gas transportation services in the State of Tennessee and to provide evidence
9 that General Gas is qualified to be the transferee of the authority to operate the
10 pipeline. In other words, I will show that General Gas is a suitable transferee and that
11 it possesses the financial responsibility and the technical and managerial capability to
12 perform efficiently the utility services to be transferred. In addition, I will discuss
13 how the transfer is in the public interest.

14 **Q. Where is General Gas organized; where are its offices; and who owns it?**

15 General Gas is a Delaware limited liability company that is authorized to do business
16 in the State of Tennessee. Its Certificate of Formation from the Delaware Secretary
17 of State and its Certificate of Authority to transact business in the State of Tennessee
18 are attached to the Joint Petition as Exhibit 2. General Gas’ principal office is
19 currently located at 569 Edgewood Avenue South, Jacksonville, Florida 32205-5332.
20 General Gas is owned by Swan Creek Partners, LLC a Delaware limited liability
21 company, which is authorized to do business in the State of Tennessee.

22 **Q. Will General Gas have an office in the State of Tennessee when the transfer of**
23 **the pipeline is consummated? If so, where will the office be located?**

1 A. Yes, General Gas will have an office in Tennessee upon consummation of the
2 proposed asset purchase. General Gas will notify the TRA of the address upon
3 consummation of the lease.

4 **Q. Will General Gas have a local and/or toll free number for customers or the public**
5 **to call for safety issues? If so, what is the number?**

6 A. Yes, the number is 800-805-6570

7 **Q. Please describe that transfer transaction between Tengasco Pipeline Corporation**
8 **(TPC) and General Gas.**

9 A. Pursuant to an Asset Purchase Agreement, (i) Tengasco, Inc., the parent of TPC will
10 sell all of its oil and gas producing assets in Tennessee (excluding Manufactured
11 Methane Corporation) to Swan Creek Partners LLC, which is the parent entity and
12 sole owner of General Gas, and (ii) General Gas will purchase the pipeline and
13 related assets from TPC. The new ownership structure involving Swan Creek
14 Partners LLC and General Gas will mirror the current structure of Tengasco and TPC.
15 The assets will be purchased for cash. Of course, the sale and transfer of the pipeline
16 from TPC to General Gas is contingent upon approval of our Petition by the
17 Tennessee Regulatory Authority.

18 After the closing of the transaction, General Gas will have three sources of natural
19 gas for transport: (i) the producing wells of its parent, Swan Creek Partners LLC, to
20 be acquired from Tengasco, (ii) the landfill recovery operation of Manufactured
21 Methane Corporation, which will remain a subsidiary of Tengasco and (iii) back feed
22 gas from East Tennessee Natural Gas. General Gas will continue to transport the gas

1 of Manufactured Methane Corporation until closure of the Carter Valley Landfill
2 (estimated to be in 2041) and up to 15 years thereafter.

3 **Q. What services will General Gas provide and in what territory?**

4 A. General gas will provide natural gas transportation services via the pipeline that it
5 acquires from TPC pursuant to the existing authority of TPC. TPC is authorized to
6 provide transportation services to customers that are not served by the utility districts
7 in Hancock, Hawkins and Claiborne Counties. TPC is also authorized to provide
8 transportation services to large volume industrial customers within Kingsport,
9 Tennessee that have previously been served by an interstate pipeline.

10 **Q. Will General Gas sell gas?**

11 A. No, General Gas will not sell gas. It will only transport gas. Just as Tengaso, Inc.
12 sells gas and TPC transports it, Swan Creek Partners LLC will sell gas from local
13 sources and General Gas will transport it.

14 **Q. Would you provide examples of the type of customers General Gas will serve?**

15 A. General Gas will provide transportation services to industrial customers and utilities.

16 **Q. Does General Gas have the financial capability to provide the transportation
17 services that it seeks to assume?**

18 A. Yes. General Gas is capitalized with \$_____ ¹ in equity and has no debt. The
19 annual revenue for the first year of operation is anticipated to be \$_____ with net
20 taxable income of approximately \$_____. ² Therefore, General Gas will begin
21 operation of the company on a sound financial footing. The current financial

¹ This information is proprietary. Therefore, the information is redacted from the public copy. Confidential treatment is requested; thus, the information is filed under seal.

² See footnote 1.

1 statement and pro forma statements showing the projected cost of operation for three
2 (3) years were filed under seal and attached to the Joint Petition as Confidential
3 Exhibit 3.

4 **Q. Does General Gas have the managerial and technical capability to provide the**
5 **gas transportation services it seeks to assume?**

6 A. Yes, I am the Chief Executive Officer of General Gas. I am an exploration geologist
7 and have 34 years of experience in development and production of oil and gas
8 reserves and considerable experience in the design, development, construction and
9 operation of pipelines and small power production facilities. Mr. Bill Miller will serve
10 as Pipeline Manager and Operator. Mr. Miller will provide continuity to the
11 operations as he has been the manager in charge of TPC's pipeline operation for the
12 last ten (10) years and has been employed by TPC for sixteen (16) years. Mr. Miller
13 has been in the gas business for over twenty-eight (28) years. Mr. Miller is intimately
14 familiar with the Pipeline's operation and safety standards and is certified by the State
15 of Tennessee in occupational qualification for pipeline operations and safety. Mark
16 O. Justus is Pipeline Engineer of General Gas. Mark Justus has been involved in the
17 energy business for 38 years and has been involved in project development. My
18 resume and the resumes of Bill Miller and Mark Justus are attached to the Petition as
19 collective Exhibit 4. Other TPC employees who are involved with inspections and
20 field operations will also be retained by General Gas. The managers and employees of
21 General Gas will provide ample expertise for General Gas to provide efficiently the
22 pipeline transportation services that are currently provided by TPC.

1 **Q. Will General Gas abide by the state and federal pipeline safety laws and**
2 **regulations that are applicable to it?**

3 A. Yes. General Gas will continue to maintain the inspection and maintenance
4 schedules employed by TPC or as may otherwise be required at any time by any other
5 applicable safety regulations.

6 **Q. Will General Gas abide by all applicable statutes, rules, regulations and orders**
7 **of the Tennessee Regulatory Authority?**

8 A. Yes.

9 **Q. Is the transfer of TPC's authority to operate to General Gas in the public**
10 **interest?**

11 A. Yes. The TRA and the City of Kingsport have already determined a public need for
12 the services to be offered by General Gas pursuant to the transfer of authority exists.
13 The TRA determined that a public need for the transportation services in Hancock,
14 Hawkins and Claiborne counties existed when it granted TPC its CPCN in 1998 and
15 affirmed it in 1999 in Docket No. 98-00156. The City of Kingsport determined a
16 public need for the transportation services provided by TPC existed in Kingsport
17 when it adopted Resolution 2000-092 on May 2, 2000, which the TRA approved, as
18 amended in 2001 in TRA Docket No. 00-00537. Therefore the public need has been
19 established. That need has not changed and, pursuant to that authority, TPC is
20 currently using the pipeline to transport gas produced in local wells to the wholesale
21 and industrial customers of its parent. In fact, the public need is greater today than
22 when the authority was granted because the existing customers of TPC and Tengasco

1 now depend upon the service and General Gas will continue to provide it upon
2 approval of the transfer of authority to General Gas. For example, currently TPC is
3 the sole source available to transport gas to Powell Valley Utility District (serving
4 Sneedville, Tennessee). The transportation services of General Gas will also allow
5 the gas that is generated from the Carter Valley Landfill to continue to be transported
6 and used as a source of green energy until the gas is exhausted.

7 Furthermore, it is likely that gas exploration will continue in the areas near General
8 Gas' pipeline or in areas to which the pipeline may reasonably be extended. If such
9 additional production were to occur, the availability of the pipeline for immediate
10 transportation or for extension to areas of new production volumes would serve the
11 public interest. It would provide faster availability and transportation at cheaper rates
12 than would construction of a new line. Additionally, private property owners, would
13 experience less disruption and damage to their property than those owners would
14 experience from construction of a new pipeline..

15 **Q. What rates will General Gas charge for its transportation services?**

16 A. General Gas will adopt TPC's current tariffs and assume the transportation contracts
17 with TPC's existing customers, such that the transfer will be seamless for customers.
18 The Pipeline will continue to be available to third parties who may wish to tender
19 natural gas for transportation by the Pipeline as a common carrier pursuant to its tariff
20 rates or, if they qualify, via special contract.

21 **Q. Does this conclude your testimony?**

22 A. Yes.

VERIFICATION

STATE OF _____)
) SS:
COUNTY OF _____)

The undersigned, William Wayne Coverdale, being duly sworn, deposes and says he is the Chief Executive Officer of General Gas Pipeline LLC, that he has personal knowledge of the matters set forth in the foregoing testimony, and the answers contained therein are true and correct to the best of his information, knowledge and belief.

William Wayne Coverdale
William Wayne Coverdale

Subscribed and sworn to before me, a Notary Public in and before said County and State, this _____ day of March 2013.

_____(SEAL)
Notary Public

My Commission Expires:
