

TENNESSEE REGULATORY AUTHORITY



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500 Deaderick Street, 4th Floor
Nashville, Tennessee 37242-0001

February 18, 2014

Henry Walker
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, Tennessee 37203

RE: Docket No. 13-00151, *Petition of B&W Pipeline, LLC for a Certificate of Convenience and Necessity*

Dear Mr. Walker:

In order for the Authority to further evaluate your petition and for this matter move along as quickly as possible, it is requested that you provide complete responses to the attached list of questions.

This information should be provided no later than 2:00 p.m. Tuesday, March 4, 2014, and should reference Docket Number 134-00151 on the response. In accordance with Authority rules submit either (1) thirteen written copies of your response or (2) four written copies and an electronic version. Should you have any questions or need clarification of this request, please contact me Patsy Fulton (615) 770-6887.

Sincerely,

David Foster
Chief, Utilities Division

Attachment

C: Docket File
Rafael E. Ramon, Controller

1. Please provide a copy of the sales contract between the Titan Energy Group, Inc. and B&W Pipeline, LLC.
2. Provide a corporate organization chart for the pipeline both before and after the sale transaction. Please explain the relationships of the following companies with each other and with B&W Pipeline: B&W Pipeline, LLC; Highland Rim Energy, LLC; Highland Rim Partners, LP; Titan Energy Group, Inc.; Enrema, LLC; Navitas Utility Corporation and AEOS, LLC
3. The Petition states that all correspondence and communications with respect to this Petition should be forwarded to Rafael E. Ramon, Controller for Enrema, LLC. How is Enrema, LLC related to B&W Pipeline and what functions do they perform?
4. The Petition provided a copy of a transportation Agreement between Gasco and B&W that was signed by Steven Longley, CFO of Highland Rim Energy. The Agreement has a clause that assigns it to any successors; however, Highland Rim Energy is not a name that appears as the successor to any of the parties. Please explain Highland Rim Energy's part and why a B&W executive has not signed this Agreement.
5. How can the pipeline operate pursuant to Gasco's certificate, as stated in the Petition, when the pipeline was owned by Titan Energy Group, Inc. and not Gasco?
6. The Petition states that "following the bankruptcy, the pipeline was separated from Gasco". However, the Bankruptcy Order in Case No. 09-056171, Exhibit 1, page 2 states that B&W Pipeline System is not owned by the Debtor (Gasco Distribution Systems, Inc.). Please explain and provide any documentation, copies of contracts, agreements, deeds, etc. that may explain the transactions that took place.
7. The Petition states that there are seven (7) residential customers that are provided natural gas services by B&W and that B&W is in process of transferring those customers to Navitas. Have those customers been notified of the transfer?
8. What rate have the seven (7) residential customers been paying B&W for natural gas services and for transport of those services?
9. How will the customers be affected by the transfer to Navitas?
10. Describe in detail the transaction that will take place to transfer the seven (7) customers. Provide a copy of the contract between Navitas and B&W including details as to any monies changing hands as a result of the transfer?
11. What was net book value of the pipeline at date of purchase?
12. Did B&W perform or have any due diligence studies performed prior to purchasing the pipeline? If so provide copies of all correspondence related to the studies. If due diligence studies were not performed, explain why they were not.
13. Provide copies of the employment contracts with the legal, accounting and regulatory experts mentioned in the Petition.
14. Provide the 2011 and 2012 year- end financial statements inclusive of balance sheet, income statement and statement of cash flow.
15. Provide interim financial statements for 2013 inclusive of balance sheet, income statement and statement of cash flows.
16. Provide a copy of the billing register by month for B&W Pipeline for 2012 and 2013. This should include a summary of revenues by month for 2012 & 2013 for B&W Pipeline.

17. Provide copies of tax returns filed for B&W Pipeline for 2011 and 2012 and any details that might be available for 2013.
18. Provide an expense summary by account by month for 2012 & 2013 for B&W Pipeline.
19. Provide a readable map of the pipeline and explain in paragraph form the area it covers.
20. B&W provided the following resumes of "key personnel" for B&W. Please explain in detail their responsibilities at B&W. Are they under contract or full time employees? Please explain. If they are under contract, please provide copies of the contracts.
 - Nelson Bastidas
 - Rafael E. Ramon
 - Marcelo M. Recchia
21. Please provide copies of any licenses or certifications issued to the above "key personnel".
22. The Petition states that B&W provides natural gas service to 7 residential customers. Provide all copies of any invoices/bills to the 7 customers during 2013, inclusive of volumes and total amount due each bill.
23. How long has B&W been providing natural gas services to the 7 residential customers?
24. Please provide a Pre-Filed Testimony from B&W Pipeline, LLC.
25. Please provide a tariff for B&W Pipeline, LLC.
26. Does B&W Pipeline, LLC have any new potential customers that they are hoping to add to the pipeline in the next three years?
27. Please provide budgeted financial statements, including income statement and balance sheet for the next three years.
28. Please state who currently owns B&W Pipeline by providing a list of owners/members and their percentage of ownership.
29. Please list the principle officers in Tennessee.
30. Provide the Articles of Incorporation and the By Laws for B&W Pipeline.
31. Provide proof of license with the Secretary of State in Tennessee.
32. Provide a copy of all current franchise agreements for B&W Pipeline.
33. Provide a listing of any other states that B&W is certified in and any state where certification is pending. Also, provide a list of any state where certification has been revoked.
34. Provide a list of any relevant mergers or acquisitions.
35. Provide complaints filed with any regulatory agency against B&W.
36. List any additional funding that B&W has access to.
37. Provide a chart of accounts for B&W Pipeline.
38. List all services being provided by B&W (regulated and non-regulated) at the present time.
39. List all services that B&W will be providing (both regulated and non-regulated) in the next three years.
40. Please define Gemini Wells and identify the owners of the wells.