



October 29, 2013

Ms. Kimberly D. Bose, Secretary
Federal Energy Regulatory Commission
888 First Street, N.E.
Washington, D.C. 20426

Re: Tennessee Gas Pipeline Company, L.L.C.
MPP Project – Chesapeake Energy Marketing, Inc.
Non-Conforming Agreement, Revised Exhibit A
Docket No. RP14-14-____

Dear Ms. Bose:

Pursuant to Section 4 of the Natural Gas Act (“NGA”), Part 154 of the Regulations of the Federal Energy Regulatory Commission (“Commission”), 18 C.F.R. Part 154, and Commission Letter Order Pursuant to § 375.307 dated October 25, 2013 (“Order”) for the MPP Project (“Project”) which accepted the Gas Transportation Agreements and Tariff records filed in this proceeding, Tennessee Gas Pipeline Company, L.L.C. (“Tennessee”) hereby tenders for filing and acceptance the following Tariff records, for which agreement contains non-conforming language:

- (1) Chesapeake Energy Marketing, Inc. (“Chesapeake”)
(Service Package Number 103034)
 - (a) Letter to Amend Gas Transportation Agreement for Revised Exhibit A, dated October 1, 2013 (Letter to Revise Exhibit A), effective November 1, 2013.

Tennessee submits the Letter to Revise Exhibit A (Record 3.4.4), Revised Exhibit A (Record 3.4.1, Version 0.1.0), a Substitute Tariff Record for Exhibit A approved October 25, 2013, also effective November 1, 2013, and the revised Table of Contents for inclusion in its FERC Gas Tariff, First Revised Volume No. 2 (Volume No. 2). Additionally, Tennessee submits revised Tariff records for filing and acceptance to its FERC Gas Tariff, Sixth Revised Volume No. 1 (Volume No. 1) that reflect Revised Exhibit A. The proposed Tariff records are listed on Appendix A.

Statement of Nature, Reasons, and Basis for the Filing

Tennessee and Chesapeake have agreed to amend the Agreement, effective November 1, 2013, to change the Primary Meters and associated Meter Quantities as reflected in Revised Exhibit A.

Tennessee respectfully requests that the Commission issue an order accepting the Receipt Point revision on Exhibit A for Chesapeake and the proposed Tariff records to allow the Revised Receipt Points to become effective on the in-service date of the Project, anticipated to be November 1, 2013.

Effective Date and Waiver

Tennessee respectfully requests that the Commission waive the 30-day notice period and accept the Revised Exhibit A and Tariff records to be effective November 1, 2013.

Materials Enclosed

In accordance with the applicable provisions of Part 154 of the Commission's regulations, Tennessee provides an eTariff .xml filing package containing:

- (1) A transmittal letter in PDF format, Appendix A attached.
- (2) Revised tariff records in RTF format with metadata attached.
- (3) A clean and marked version of the tariff records in PDF format for posting on eLibrary.
- (4) Clean copy of the Letter to Amend Agreement for Revised Exhibit A.
- (5) A copy of the entire filing in PDF format for posting on eLibrary.

Service and Correspondence

The undersigned certifies that a copy of this filing has been served electronically pursuant to 18 C.F.R. § 154.208 on all parties set forth in the official service list for Docket No. RP14-14-000. A paper copy of this filing may only be served if a customer or party has been granted waiver of electronic service pursuant to 18 C.F.R. Part 390 of the Commission's regulations. In addition, an electronic copy of this filing is available for public inspection during regular business hours in Tennessee's office at 1001 Louisiana Street, Houston, Texas 77002.

Pursuant to 18 C.F.R. § 154.385.2005 and § 385.2011(c)(5) of the Commission's regulations, the undersigned has read this filing and knows its contents, and the contents are true as stated, to the best knowledge and belief of the undersigned.

The names, titles, and mailing addresses of the persons to whom correspondence and communications concerning this filing should be directed are as follows:

James D. Johnston
Assistant General Counsel
*Jacquelyne M. Rocan
Assistant General Counsel
Tennessee Gas Pipeline Company, L.L.C.
1001 Louisiana Street
Houston, TX 77002
Telephone: (713) 420-4544
jacquelyne_rocan@kindermorgan.com

*H. Milton Palmer, Jr.,
Director, Rates and Regulatory Affairs
Tennessee Gas Pipeline Company, L.L.C.
1001 Louisiana Street
Houston, TX 77002
Telephone: (713) 420-3297
milton_palmer@kindermorgan.com

* Persons designated for service in accordance with Rule 2010 of the Commission's Rules of Practice and Procedure, 18 C.F.R. § 385.2010 (2013).

Any questions regarding this filing may be directed to the undersigned at (713) 420-4544.

Respectfully submitted,

TENNESSEE GAS PIPELINE COMPANY, L.L.C.

By: /s/ Jacquelyne M. Rocan
Jacquelyne M. Rocan
Assistant General Counsel

Enclosures

Appendix A

MPP Project - Chesapeake Revised Exhibit A

Non-Conforming Agreement Tariff Record/Sections

**Tennessee Gas Pipeline FERC Gas Tariff
Sixth Revised Volume No. 1
Tariff Records**

Proposed Effective Date November 1, 2013

Section Title			
Narrative Name	Record Contents Description	Tariff Record Title	Version
Fifth Revised Sheet No. 396A	Sheet No. 396A		5.0.0
Seventh Revised Sheet No. 936	Sheet No. 936	Table of Contents Volume No. 2	7.0.0

**Tennessee Gas Pipeline FERC Gas Tariff
First Revised Volume No. 2
Tariff Sections**

Proposed Effective Date November 1, 2013

Description	Title	Version
1. Table of Contents	Table of Contents	16.0.0
Chesapeake Energy Marketing, Inc. SP103034		
3.4.1 Gas Trans Agmt	Exhibit A - Revised	0.1.0
3.4.4 Gas Trans Agmt	Letter to Amend Agmt – Revised Exhibit A	0.0.0

CLEAN TARIFF SHEETS / RECORDS

GENERAL TERMS AND CONDITIONS (continued)

XXXIV. NON-CONFORMING AGREEMENTS
(continued)

49. MGI SUPPLY, LTD, FT-A Gas Transportation Agreement dated September 1, 2013.
50. Chesapeake Energy Marketing, Inc., FT-A Gas Transportation Agreement dated August 15, 2012 – Northeast Upgrade Project SP101781.
51. Statoil Natural Gas LLC, FT-A Gas Transportation Agreement dated August 30, 2012 – Northeast Upgrade Project SP101733.
52. Southwestern Energy Services Company, FT-A Gas Transportation Agreement dated October 31, 2012 - MPP Project SP103269.
53. Chesapeake Energy Marketing, Inc., FT-A Amended and Restated Gas Transportation Agreement dated April 22, 2013– MPP Project SP103034. Revised Exhibit A dated October 1, 2013.
54. Total Gas & Power North America, Inc., FT-A Gas Transportation Agreement dated April 22, 2013 – MPP Project SP106376.
55. Statoil Natural Gas LLC, FT-A Gas Transportation Agreement dated November 1, 2013 – SP300016.
56. Cabot Oil and Gas Corporation, FT-A Gas Transportation Agreement dated November 1, 2013 – SP93924
57. Southwestern Energy Services Company, FT-A Gas Transportation Agreement Dated November 1, 2013 – SP92985

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 - 2.1.2 Negotiated Rate Letter
- 2.2 Gas Transportation Agreement - GDF SUEZ GAS NA LLC SP95234
 - 2.2.1 Exhibit A
 - 2.2.2 Negotiated Rate Letter
- 2.3 Gas Transportation Agreement – CONNECTICUT NATURAL AND BERKSHIRE GAS
 - 2.3.1 Exhibit A – Amended SP64027
 - 2.3.2 Exhibit A – Amended SP64028
 - 2.3.3 Exhibit A – Amended SP64029
 - 2.3.4 Exhibit A – Amended SP64030
- 2.4 Gas Transportation Agreement (Name Change) – ENTERGY RHODE ISLAND STATE ENERGY, L.P. (ERISE) – SP40855
 - 2.4.1 Exhibit A
 - 2.4.2 Negotiated Rate Letter
 - 2.4.3 Original Negotiated Rate Arrangement

Section 3 Non Conforming Agreements

- 3.1 Gas Transportation Agreement – MGI SUPPLY, LTD SP101510
 - 3.1.1 Exhibit A
- 3.2 Gas Transportation Agreement – MGI SUPPLY, LTD SP108686
 - 3.2.1 Exhibit A
- 3.3 Gas Transportation Agreement – Southwestern Energy Services Company SP103269 - MPP Project
 - 3.3.1 Exhibit A
 - 3.3.2 Discounted Rate Agreement
- 3.4 Amended and Restated Gas Transportation Agreement – Chesapeake Energy Marketing, Inc. SP103034 - MPP Project
 - 3.4.1 Exhibit A - Revised
 - 3.4.2 Discounted Rate Agreement
 - 3.4.3 Assignment, Assumption, and Consent Agreement
 - 3.4.4 Letter to Amend Agmt – Revised Exhibit A
- 3.5 Gas Transportation Agreement – Total Gas & Power North America, Inc. SP106376 - MPP Project
 - 3.5.1 Exhibit A
 - 3.5.2 Discounted Rate Agreement
 - 3.5.3 Assignment, Assumption, and Consent Agreement

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 - 2.2.1 Exhibit A
 - 2.2.2 Negotiated Rate Letter
- 2.3 Gas Transportation Agreement – CONNECTICUT NATURAL AND BERKSHIRE GAS
 - 2.3.1 Exhibit A – Amended SP64027
 - 2.3.2 Exhibit A – Amended SP64028
 - 2.3.3 Exhibit A – Amended SP64029
 - 2.3.4 Exhibit A – Amended SP64030
- 2.4 Gas Transportation Agreement (Name Change) – ENTERGY RHODE ISLAND STATE ENERGY, L.P. (ERISE) – SP40855
 - 2.4.1 Exhibit A
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 - 2.4.3 Original Negotiated Rate Arrangement

Section 3 Non Conforming Agreements

- 3.1 Gas Transportation Agreement – MGI SUPPLY, LTD SP101510
 - 3.1.1 Exhibit A
- 3.2 Gas Transportation Agreement – MGI SUPPLY, LTD SP108696
 - 3.2.1 Exhibit A
- 3.3 Gas Transportation Agreement – Southwestern Energy Services Company SP103269 - MPP Project
 - 3.3.1 Exhibit A
 - 3.3.2 Discounted Rate Agreement
- 3.4 Amended and Restated Gas Transportation Agreement – Chesapeake Energy Marketing, Inc. SP103034 - MPP Project
 - 3.4.1 Exhibit A - Revised
 - 3.4.2 Discounted Rate Agreement
 - 3.4.3 Assignment, Assumption, and Consent Agreement
 - 3.4.4 Letter to Amend Agmt – Revised Exhibit A
- 3.5 Gas Transportation Agreement – Total Gas & Power North America, Inc. SP106376 - MPP Project
 - 3.5.1 Exhibit A
 - 3.5.2 Discounted Rate Agreement
 - 3.5.3 Assignment, Assumption, and Consent Agreement

Section 4 Negotiated Rate Agreements and Non Conforming Agreements

- 4.1 Gas Transportation Agreement – EQT Energy LLC SP77253
 - 4.1.1 Exhibit A
 - 4.1.2 Negotiated Rate Letter
 - 4.1.3 Credit Agreement

- 4.2 Gas Transportation Agreement – Anadarko Energy Services Company SP97028 – NSD Project
 - 4.2.1 Exhibit A - Amended
 - 4.2.2 Negotiated Rate Letter
- 4.3 Reserved for Future Use
 - 4.3.1 Reserved for Future Use
 - 4.3.2 Reserved for Future Use
 - 4.3.3 Reserved for Future Use
- 4.4 Gas Transportation Agreement – Cabot Oil & Gas Corporation SP96245 – NSD Project
 - 4.4.1 Exhibit A
 - 4.4.2 Negotiated Rate Letter
- 4.5 Gas Transportation Agreement – MMGS Inc. SP97127 – NSD Project
 - 4.5.1 Exhibit A - Amended
 - 4.5.2 Negotiated Rate Letter
- 4.6 Reserved for Future Use
 - 4.6.1 Reserved for Future Use
 - 4.6.2 Reserved for Future Use
 - 4.6.3 Reserved for Future Use
- 4.7 Gas Transportation Agreement – Seneca Resources Corporation SP 97126 – NSD Project
 - 4.7.1 Exhibit A
 - 4.7.2 Negotiated Rate Agreement
- 4.8 Gas Transportation Agreement – Bay State Gas Company SP 98775 – Northampton Expansion Project
 - 4.8.1 Exhibit A
 - 4.8.2 Negotiated Rate Letter
- 4.9 Gas Transportation Agreement – The Berkshire Gas Company SP 98774 – Northampton Expansion Project
 - 4.9.1 Exhibit A
 - 4.9.2 Negotiated Rate Letter
- 4.10 Gas Transportation Agreement – South Jersey Resources Group LLC SP 102574 – Rose Lake Expansion Project
 - 4.10.1 Exhibit A
 - 4.10.2 Negotiated Rate Letter
- 4.11 Gas Transportation Agreement – Chesapeake Energy Marketing, Inc. SP101781 – Northeast Upgrade Project
 - 4.11.1 Exhibit A
 - 4.11.2 Negotiated Rate Letter
- 4.12 Gas Transportation Agreement – Statoil Natural Gas LLC SP101733 – Northeast Upgrade Project
 - 4.12.1 Exhibit A
 - 4.12.2 Negotiated Rate Letter
- 4.13 Gas Transportation Agreement – Statoil Natural Gas LLC SP300016
 - 4.13.1 Exhibit A
 - 4.13.2 Negotiated Rate Letter
- 4.14 Gas Transportation Agreement – Cabot Oil & Gas Corp. SP93924
 - 4.14.1 Exhibit A
 - 4.14.2 Negotiated Rate Letter
- 4.15 Gas Transportation Agreement – Southwestern Energy Services Co. SP92985
 - 4.15.1 Exhibit A
 - 4.15.2 Negotiated Rate Letter

Section 5	Statement of Rates
5.1	Summary of Transportation Rates and Charges
Section 6	Gas Transportation Agreement
6.1	Gas Transportation Agreement Between Tennessee and Conoco Rate Schedule T-154
Section 7	Gas Compression Agreement
7.1	Compression Agreement Between Tennessee and Natural/United Sea Robin/Trunkline Rate Schedule C-1
Section 8	Exchange Service Agreements
8.1	X-23 Tennessee and Algonquin Gas Transmission
8.2	X-48 Tennessee and Consolidated Gas Supply
8.3	X-65 Tennessee and Algonquin Gas Transmission

October 1, 2013

GAS TRANSPORTATION AGREEMENT
 (For Use under FT-A Rate Schedule)

EXHIBIT A
 AMENDMENT NO. 1
 TO GAS TRANSPORTATION AGREEMENT
 DATED November 1, 2013
 BETWEEN
 TENNESSEE GAS PIPELINE COMPANY, L.L.C.
 AND
 CHESAPEAKE ENERGY MARKETING, INC.

Amendment Effective Date: November 1, 2013

Service Package: 103034

Service Package TQ: 140000 Dth

BEGINNING DATE	ENDING DATE	METER	METER NAME	INTERCONNECT PARTY NAME	COUNTY	ST	ZONE	R/D	LEG	METER-TQ
11/1/2013	10/31/2028	012769	EVANCHICK DEHY: RIP 318C-101.1	APPALACHIA MIDSTREAM SERVICES, LLC	BRADFORD	PA	04	R	300	40000
11/1/2013	10/31/2028	012846	SHOEMAKER DEHY: RIP 319J 101.1	APPALACHIA MIDSTREAM SERVICES, LLC	SUSQUEHAN NA	PA	04	R	300	100000
11/1/2013	10/31/2028	020061	BRINKER OHIO	COLUMBIA GAS TRANSMISSION, LLC	COLUMBIAN A	OH	04	D	200	35000
11/1/2013	10/31/2028	020852	MGT SMS (Bi 012447)	MIDWESTSERN GAS TRANSMISSION COMPANY	SUMNER	TN	01	D	500	105000

Total Receipt TQ 140000
 Total Delivery TQ 140000

October 1, 2013

Number of Receipt Points: 2

Number of Delivery Points: 2

Other Provisions Permitted By Tariff Under the Applicable Rate Schedule and/or General Terms and Conditions and Pursuant to Article XXXVI of the General Terms and Conditions of Tennessee's FERC Gas Tariff:

Note: Exhibit A is a reflection of the contract and all amendments as of the amendment effective date.

Tariff Submitter:	Tennessee Gas Pipeline Company, L.L.C.
FERC Tariff Program Name:	FERC NGA Gas Tariff
Tariff Title:	TGP Tariffs
Tariff Record Proposed Effective Date:	November 1, 2013
Tariff Record Title:	0.0.0, 3.4.4 Gas Trans Agmt, Letter to Amend Agmt-Revised Exhibit A, Chesapeake Energy Marketing, Inc. SP103034
Option Code:	A

October 1, 2013

Andy Levine

CHESAPEAKE ENERGY MARKETING, INC.
6224 N. WESTERN AVE.
P. O. BOX 18496
OKLAHOMA CITY, OK, USA-73154

RE: Amendment No. 1 to
Gas Transportation Agreement
Dated November 1, 2013
Service Package No. 103034

Dear Andy Levine:

TENNESSEE GAS PIPELINE COMPANY, L.L.C. and CHESAPEAKE ENERGY MARKETING, INC. (CHESAPEAKE ENERGY MKT) agree to amend the Agreement effective November 1, 2013, to change the Primary Meters and the associated Meter Quantities as reflected in the Attached Revised Exhibit A.

Except as amended herein, all terms and provisions of the Agreement shall remain in full force and effect as written.

If the foregoing is in accordance with your understanding of the Agreement, please so indicate by signing and returning to my attention both originals of this letter. Upon Tennessee's execution, an original will be forwarded to you for your files.

Should you have any questions, please do not hesitate to contact me at (713) 420-4439.

Best regards,

Michael Guerra
Sr. Account Manager
Business Development

CHESAPEAKE ENERGY MARKETING, INC.
October 1, 2013
Page 2
Contract number: 103034
Amendment number: 1
Amendment effective date: November 1, 2013



ACCEPTED AND AGREED TO
This 3rd Day of October, 2013

TENNESSEE GAS PIPELINE COMPANY, L.L.C.

By:  
Title: Agent and Attorney in Fact

ACCEPTED AND AGREED TO
This 1st Day of October, 2013

CHESAPEAKE ENERGY MARKETING, INC.

By: 
Title: President 

October 1, 2013

GAS TRANSPORTATION AGREEMENT
(For Use Under FT-A Rate Schedule)

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TO GAS TRANSPORTATION AGREEMENT
DATED November 1, 2013
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October 1, 2013

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Note: Exhibit A is a reflection of the contract and all amendments as of the amendment effective date.

MARKED TARIFF SHEETS / RECORDS

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 - 4.13.1 Exhibit A
 - 4.13.2 Negotiated Rate Letter
- 4.14 Gas Transportation Agreement – Cabot Oil & Gas Corp. SP93924
 - 4.14.1 Exhibit A
 - 4.14.2 Negotiated Rate Letter
- 4.15 Gas Transportation Agreement – Southwestern Energy Services Co. SP92985
 - 4.15.1 Exhibit A
 - 4.15.2 Negotiated Rate Letter

Section 5	Statement of Rates
5.1	Summary of Transportation Rates and Charges
Section 6	Gas Transportation Agreement
6.1	Gas Transportation Agreement Between Tennessee and Conoco Rate Schedule T-154
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October 1, 2013

GAS TRANSPORTATION AGREEMENT
 (For Use under FT-A Rate Schedule)

EXHIBIT A
 AMENDMENT NO. 1
 TO ~~AMENDED AND RESTATED~~ GAS TRANSPORTATION AGREEMENT
 DATED ~~APRIL~~ November 1,
 2013
 BETWEEN
 TENNESSEE GAS PIPELINE COMPANY, L.L.C.
 AND
 CHESAPEAKE ENERGY MARKETING, INC.

Amendment Effective Date: November 1, 2013

Service Package: 103034

Service Package TQ: 140000 Dth

<u>BEGINNING DATE</u>	<u>ENDING DATE</u>	<u>TQ</u>

BEGINNING DATE	ENDING DATE	METER	METER NAME	INTERCONNECT PARTY NAME	COUNTY	ST	ZONE	R/D	LEG	METER-TQ
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<u>11/1/2013</u>	<u>10/31/2028</u>	<u>012846</u>	<u>SHOEMAKER DEHY: RIP 319J 101.1</u>	<u>APPALACHIA MIDSTREAM SERVICES, LLC</u>	<u>SUSQUEHANNA</u>	<u>PA</u>	<u>04</u>	<u>R</u>	<u>300</u>	<u>100000</u>
11/1/2013	10/31/2028	020061	BRINKER OHIO	COLUMBIA GAS TRANSMISSION, LLC	COLUMBIAN A	OH	04	D	500 <u>200</u>	35000
11/1/2013	10/31/2028	020852	MGT SMS (Bi 012447)	MIDWESTSERN GAS TRANSMISSION COMPANY	SUMNER	TN	01	D	500	105000

Total Receipt TQ 140000
 Total Delivery TQ 140000

Issued: October 29, 2013
 Effective: November 1, 2013

Docket No.
 Accepted:

October 1, 2013

Number of Receipt Points: ~~12~~

Number of Delivery Points: 2

Other Provisions Permitted By Tariff Under the Applicable Rate Schedule and/or General Terms and Conditions and Pursuant to Article XXXVI of the General Terms and Conditions of Tennessee's FERC Gas Tariff:

Note: Exhibit A is a reflection of the contract and all amendments as of the amendment effective date.