

ORIGINAL

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November 17, 2000

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RECORDS AND
REPORTING

VIA OVERNIGHT MAIL

J. Terry Deason
Chairman
Public Service Commission
State of Florida
2450 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Review of Florida Power & Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco") and their effect on FPL's retail rates
Docket No. 001148-EI

Dear Mr. Deason:

Enclosed for docketing please find an original and seven copies of Colonial Pipeline Company's Petition to Intervene in the above-captioned docket, along with a diskette containing the same. In addition, please find a written request for the designation of Colonial Pipeline Company's qualified representatives in this matter by Jennifer J. May-Brust, Senior Attorney for Colonial Pipeline Company, and the affidavits of Gerald Garfield, Robert P. Knickerbocker, Jr. and Scott P. Myers. The diskette is IBM-compatible, 2HD 1.44 mb. The platform is Windows 95 and the application is Word97.

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Done 11/22/00

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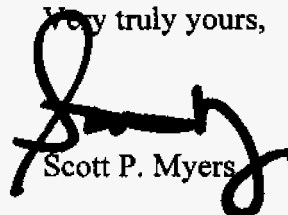
FPSC-RECORDS/REPORTING

DAY, BERRY & HOWARD LLP

J. Terry Deason
November 17, 2000
Page 2

A copy of this pleading has been sent to each individual identified on the Official Party service list maintained by the Commission for this matter. Kindly date stamp one copy of this pleading and return it to us in the enclosed self-addressed, postage pre-paid return envelope. Please discard any excess copies.

Very truly yours,

A handwritten signature in black ink, appearing to read "Scott P. Myers". The signature is stylized with a large initial "S" and a long horizontal stroke.

SPM
cc: Individuals identified on Official Party Service List
Enclosures

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Review of Florida Power & Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco"), and their effect on FPL's retail rates.

DOCKET NO. 001148-EI

FILED:

COLONIAL PIPELINE COMPANY'S PETITION TO INTERVENE

Pursuant to Sections 25-22.039 and 28-106.205 of the Florida Administrative Code, Colonial Pipeline Company ("Colonial") requests leave to intervene in this proceeding. In support of its petition, Colonial states as follows:

1. This docket was initiated in part to investigate the effect on retail electric rates in the State of Florida of the proposed merger of Florida Power & Light Company ("FPL") with Entergy Corporation ("Entergy").
2. The proposed merger of FPL and Entergy will clearly have major ramifications in both the electric and natural gas markets not only in Florida and the Southeastern United States, but in the nation as a whole. According to the July 31, 2000 press release issued by FPL and Entergy regarding the proposed merger, if the proposed merger is approved, the new company will become the largest electric utility in the United States (serving 6.3 million customers in the Southeastern United States), become the largest power producer in the United States (with generating capacity of more than 48,000 megawatts), and become the second largest nuclear power generator in the United States (with more than 10,000 megawatts of nuclear generation). FPL and Entergy state further in that press release that, if Entergy's venture with Koch Industries is approved, the new company will be the "U.S. leader in natural gas generating capacity," as well as the "nation's largest user of natural gas" and one of the largest marketers of both electric

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power and natural gas in the United States, owning 10,000 miles of “strategic natural gas pipeline assets.”

3. The proposed merger is being reviewed not only by this Commission, but also by the Arkansas Public Service Commission, the Louisiana Public Service Commission, the New Orleans City Council, the Texas Public Utilities Commission, and the Mississippi Public Service Commission, among other regulatory authorities.

4. Colonial, a common carrier pipeline regulated by the Federal Energy Regulatory Commission, is a large electricity customer that transports approximately 80 million gallons daily of refined petroleum products (gasoline, diesel fuel, home heating oil, aviation and military fuels) to customers throughout the Southeastern and Eastern United States. Colonial’s pipeline runs through Alabama, Mississippi, Louisiana, Georgia and Texas, among other states. Electricity is one of Colonial’s largest operating expenses and Colonial purchases approximately ½ billion kilowatt-hours annually from the Entergy companies.

5. The proposed merger raises serious concerns with respect to market power and competition in Florida and in the nearby geographic markets in which the Colonial pipeline operates. Accordingly, Colonial has a substantial interest that will potentially be affected by this proceeding, particularly when viewed in the context of proceedings in other states in which the proposed merger will be reviewed.

6. Accordingly, Colonial respectfully requests an opportunity to be heard before the Commission with respect to the effect of the proposed merger on market power, competition and rates.

7. Since FPL and Entergy have not filed a proposed merger plan, Colonial is unable to state its position at this time or provide the information within the scope of Section 28.106.201(2)(d)-(g), to the extent those requirements are applicable in this proceeding.

8. Colonial respectfully requests that the following individuals be included on the official service list in this proceeding on behalf of Colonial:

Jennifer J. May-Brust, Esq.
Senior Attorney
Colonial Pipeline Company
945 East Paces ferry Road
Atlanta, GA 30326
(404) 841-2376 (phone)
(404) 841-2315 (facsimile)
Jmaybrus@colpipe.com

Gerald Garfield, Esq.
Robert P. Knickerbocker, Jr., Esq.
Scott P. Myers, Esq.
Day, Berry & Howard LLP
CityPlace I
Hartford, CT 06103-3499
(860) 275-0100 (phone)
(860) 275-0343 (facsimile)
ggarfield@dbh.com
rpknickerbocker@dbh.com
spmyers@dbh.com

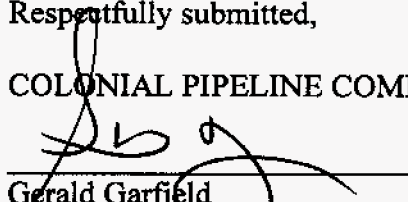
All communications regarding this petition should be directed to these individuals.

9. Pursuant to Sections 28.105(4) and 28.106-106 of the Florida Administrative Code, Colonial respectfully requests that the appearances of Mr. Garfield, Mr. Knickerbocker and Mr. Myers as qualified representatives on behalf of Colonial be entered in this matter. In support of that request, Colonial submits the attached letter from Ms. May-Brust and the affidavits of Messrs. Garfield, Knickerbocker and Myers.

WHEREFORE, Colonial respectfully requests that the Commission grant its Petition to Intervene and that it be accorded full party status in the above-captioned docket.

Respectfully submitted,

COLONIAL PIPELINE COMPANY


By: Gerald Garfield
Robert P. Knickerbocker, Jr.
Scott P. Myers
Of: Day, Berry & Howard LLP
CityPlace I
Hartford, CT 06103-3499
(860) 275-0100 (telephone)
(860) 275-0343 (facsimile)
ggarfield@dbh.com;
rpknickerbocker@dbh.com;
spmyers@dbh.com

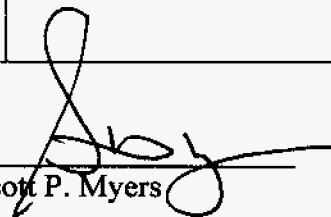
Its Attorneys

Dated on this 17th day of November 2000 at Hartford, Connecticut.

CERTIFICATE OF SERVICE

I, Scott P. Myers, state that I have mailed a copy of the above pleading to the following persons by first class mail, postage pre-paid, return receipt requested on November 17, 2000:

Jeff Broadwater Senior Counsel Entergy Services, Inc. TCBY Tower, Suite 27A 425 West Capitol Avenue Post Office Box 551 Little Rock, Arkansas 72203	R. Wade Litchfield Senior Attorney Florida Power & Light Company 700 Universe Boulevard Juno Beach, Florida 33408
Bill Walker Vice President, Regulatory Affairs FPL Group, Inc. 215 S. Monroe Street, Suite 810 Tallahassee, Florida 32301	James J. Presswood, Jr. Legal Environmental Assistance Foundation 1114 Thomasville Road Tallahassee, Florida 32303-6290
Robert V. Elias Florida Public Service Commission Division of Legal Services 2450 Shumard Oak Boulevard Tallahassee, Florida 32399-0850	John R. Howe c/o The Florida Legislature Suite 812 Tallahassee, Florida 32399-1400
Matt Childs Steel Hector & Davis 215 South Monroe Street Suite 601 Tallahassee, Florida 32301	John W. McWhirter, Jr. McWhirter, Reeves, McGlothlin, Davidson, Decker Kaufman, Arnold & Steen, P.A. 400 North Tampa Street, Suite 2450 Tampa, Florida 33601-3350
Joseph A. McGlothlin Vicki Gordon Kaufman McWhirter, Reeves, McGlothlin, Davidson, Decker Kaufman, Arnold & Steen, P.A. 117 South Gadsden Tallahassee, Florida 32301	



Scott P. Myers



Colonial Pipeline Company

J.J. May-Brust
Senior Attorney

Ph. 404/841-2376
Fx. 404/841-2315
jmaybrus@colpipe.com

November 16, 2000

BY FEDEX OVERNIGHT DELIVERY
TRACKING NO.:819380737149

The Honorable Braulio L. Baez
Florida Public Service Commission
2450 Shumard Oak Boulevard
Capital Circle Office Center
Tallahassee, Florida 32399-0850

Re: Docket No. 001148-EI, In Re: Review of Florida Power and Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco"), and the effect on FPL's retail rates

Dear Commissioner Baez:

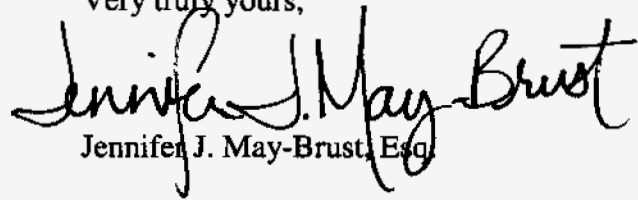
Pursuant to Section 28-106.106 of the Florida Administrative Code, Colonial Pipeline Company ("Colonial") respectfully requests that the following individuals be deemed qualified representatives appearing on behalf of Colonial in the Commission's Docket No. 001148-EI.

Gerald Garfield, Esq.
Robert P. Knickerbocker, Jr., Esq.
Scott P. Myers, Esq.
Day, Berry & Howard LLP
CityPlace I
Hartford, Connecticut 06103-3499
(860) 275-0100 (phone)
(860) 275-0343 (facsimile)

Colonial has filed a petition to intervene in this docket. Colonial has retained the law firm of Day, Berry & Howard LLP to represent its interests in all jurisdictions in which the proposed merger between Florida Power & Light Company and Entergy Corporation will be reviewed. Mr. Garfield, Mr. Knickerbocker and Mr. Myers have represented a variety of clients in regulatory proceedings, including but not limited to proceedings before the Federal Energy Regulatory Commission and regulators in Connecticut, Massachusetts, New Hampshire and Maine in which a proposed merger between jurisdictional entities was at issue. The qualifications of Mr. Garfield, Mr. Knickerbocker and Mr. Myers are also set forth in the attached affidavits.

Colonial understands that it can be represented by a member of the Florida bar at its own expense and has elected otherwise at this time.

Very truly yours,


Jennifer J. May-Brust, Esq.

JMB/spm

cc: Service List in Docket No. 001148-EI

Enclosures

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Review of Florida Power & Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco"), and their effect on FPL's retail rates.

DOCKET NO. 001148-EI

FILED:

AFFIDAVIT OF GERALD GARFIELD

I, Gerald Garfield, hereby depose and say:

1. I am over eighteen years of age, believe in the obligations of an oath, and give this affidavit in support of Colonial Pipeline Company's ("Colonial's") request that I be designated its qualified representative in this proceeding pursuant to Section 28-106.106 of the Florida Administrative Code.

2. I am a Partner in the law firm of Day, Berry & Howard, LLP ("DBH"), resident in its office located at CityPlace I, Hartford, CT 06103-3499.

3. DBH has been retained by Colonial to represent Colonial's interests with respect to the proposed merger between Florida Power & Light Company and Entergy Corporation before each of the state and Federal regulatory authorities which must review the proposed merger.

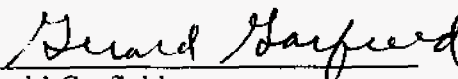
4. DBH has extensive experience with respect to the issues that are likely to be addressed by the Commission in this proceeding. DBH is General Counsel to the New England Power Pool ("NEPOOL"), currently an organization of approximately 180 members who collectively provide electric service to customers in all six of the New England states. In this capacity, DBH has been involved in all of the legal and regulatory efforts to restructure the

wholesale electric industry in New England, including but not limited to efforts in that region to comply with the requirements of the Federal Energy Regulatory Commission's Order 2000. Through its representation of Northeast Utilities, the largest electric utility system in New England, DBH has been deeply involved in retail restructuring in New England, including but not limited to the drafting of electric restructuring legislation, the determination of stranded costs, the divestiture of generation assets, and implementation of standard offer and default rates. Engaged by the Texas Public Utilities Commission, DBH also has been involved in a portion of the process for electric retail restructuring in Texas.

5. I have practiced extensively before the Nuclear Regulatory Commission, the Connecticut Department of Public Utility Control, and the New Hampshire Public Utilities Commission, and am familiar with the procedural, discovery, evidentiary, and jurisdictional aspects of practice before administrative agencies generally and before administrative agencies regulating public utilities specifically. I am very familiar with the legal and factual issues raised in a proceeding addressing the merger of regulated entities in the energy business, and in which issues of competition and market power as well as retail rates in the electric and gas industries are at issue.

6. In connection with my representation of Colonial, I have taken the opportunity to review the pertinent provisions of the Florida Statutes, the Florida Rules of Civil Procedure, the Florida Administrative Code insofar as that Code applies to practice before the Commission, and other specific rules of practice and procedure before the Commission. I have reviewed Section 28-106.107 of the Florida Administrative Code, understand the obligations and requirements of that Section, and will comply with those requirements.

7. I have been admitted since 1971 to practice before the courts of the State of Connecticut and since 1972 to practice before the United States District Court for the District of Connecticut. I am not now, and have never been, the subject of any disciplinary proceedings as a member of the bar in any jurisdiction in which I am admitted.


Gerald Garfield

Subscribed to and sworn before me on this 17th day of November, 2000.



Notary Public
My Commission Expires

WHITNEY WHITAKER
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2003

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Review of Florida Power & Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco"), and their effect on FPL's retail rates.

DOCKET NO. 001148-EI

FILED:

AFFIDAVIT OF ROBERT P. KNICKERBOCKER, JR.

I, Robert P. Knickerbocker, Jr., hereby depose and say:

1. I am over eighteen years of age, believe in the obligations of an oath, and give this affidavit in support of Colonial Pipeline Company's ("Colonial's") request that I be designated its qualified representative in this proceeding pursuant to Section 28-106.106 of the Florida Administrative Code ("FAC").

2. I am a Partner in the law firm of Day, Berry & Howard, LLP ("DBH"), resident in its office located at CityPlace I, Hartford, CT 06103-3499.

3. DBH has been retained by Colonial Pipeline Company ("Colonial") to represent Colonial's interests with respect to the proposed merger between Florida Power & Light Company and Entergy Corporation before each of the state and Federal regulatory authorities which must review the proposed merger.

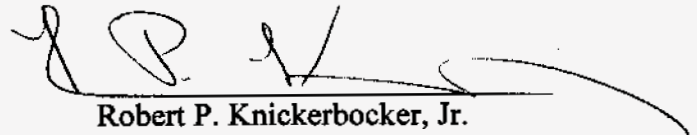
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wholesale electric industry in New England, including but not limited to efforts in that region to comply with the requirements of the Federal Energy Regulatory Commission's Order 2000. Through its representation of Northeast Utilities, the largest electric utility system in New England, DBH has been deeply involved in retail restructuring in New England, including but not limited to the drafting of electric restructuring legislation, the determination of stranded costs, the divestiture of generation assets, and implementation of standard offer and default rates. Engaged by the Texas Public Utilities Commission, DBH also has been involved in a portion of the process for electric retail restructuring in Texas.

5. I have acted as lead regulatory counsel for merging parties in utility mergers involving Northeast Utilities and Public Service Company of New Hampshire, NiSource's acquisition of Bay State Gas and Northern Utilities and Consolidated Edison's merger with Northeast Utilities. I have practiced before the Federal Energy Regulatory Commission, the Connecticut Department of Public Utility Control, the Massachusetts Department of Telecommunications and Energy, the New Hampshire Public Utilities Commission, and the Maine Public Utilities Commission, and am familiar with the procedural, discovery, evidentiary, and jurisdictional aspects of practice before administrative agencies generally and before administrative agencies regulating public utilities specifically. I have testified before the United States Congress on behalf of the Edison Electric Institute, authored published articles on utility mergers and tax issues associated with stranded cost recovery and am a biographee in *Who's Who in America*, *Who's Who in American Law*, and *Best Lawyers in America*. I am very familiar with the legal and factual issues raised in a proceeding addressing the merger of regulated entities in the energy business, and in which issues of competition and market power as well as retail rates in the electric and gas industries are at issue.

6. In connection with my representation of Colonial, I have taken the opportunity to review the pertinent provisions of the Florida Statutes, the Florida Rules of Civil Procedure, the Florida Administrative Code insofar as that Code applies to practice before the Commission, and other specific rules of practice and procedure before the Commission. I have reviewed Section 28-106.107 of the Florida Administrative Code, understand the obligations and requirements of that Section, and will comply with those requirements.

7. I have been admitted since 1969 to practice before the courts of the State of Connecticut (Juris No. 031950), and since 1970 to practice before the United States District Court for the District of Connecticut (No.ct09388). I am not now, and have never been, the subject of any disciplinary proceedings as a member of the bar in any jurisdiction in which I am admitted.



Robert P. Knickerbocker, Jr.

Subscribed to and sworn before me on this 17th day of November, 2000.



Notary Public
My Commission Expires

WHITNEY WHITAKER
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2003

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Review of Florida Power & Light Company's proposed merger with Entergy Corporation, the formation of a Florida transmission company ("Florida transco"), and their effect on FPL's retail rates.

DOCKET NO. 001148-EI

FILED:

AFFIDAVIT OF SCOTT P. MYERS

I, Scott P. Myers, hereby depose and say:

1. I am over eighteen years of age, believe in the obligations of an oath, and give this affidavit in support of Colonial Pipeline Company's ("Colonial's") request that I be designated its qualified representative in this proceeding pursuant to Section 28-106.106 of the Florida Administrative Code.

2. I am a Counsel in the law firm of Day, Berry & Howard, LLP ("DBH"), resident in its office located at CityPlace I, Hartford, CT 06103-3499.

3. DBH has been retained by Colonial to represent Colonial's interests with respect to the proposed merger between Florida Power & Light Company and Entergy Corporation before each of the state and Federal regulatory authorities which must review the proposed merger.

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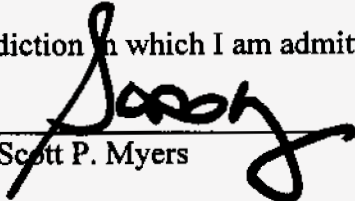
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5. I have acted as regulatory counsel for merging parties in utility mergers involving NiSource's acquisition of Bay State Gas and Northern Utilities and Consolidated Edison's merger with Northeast Utilities. I have practiced before the Federal Energy Regulatory Commission, the Connecticut Department of Public Utility Control, the Massachusetts Department of Telecommunications and Energy, and the Maine Public Utilities Commission. I am also a Hearing Officer for the State of Connecticut Department of Education. I am familiar with the procedural, discovery, evidentiary, and jurisdictional aspects of practice before administrative agencies generally and before administrative agencies regulating public utilities specifically. I am very familiar with the legal and factual issues raised in a proceeding addressing the merger of regulated entities in the energy business, and in which issues of competition and market power as well as retail rates in the electric and gas industries are at issue.

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28-106.107 of the Florida Administrative Code, understand the obligations and requirements of that Section, and will comply with those requirements.

7. I have been admitted since 1990 to practice before the courts of the State of Connecticut (Juris No. 403436), since 1991 to practice before the United States District Court for the District of Connecticut (No. ct08250), and since 1991 to practice before the Commonwealth of Massachusetts (BBO No. 558423). I am not now, and have never been, the subject of any disciplinary proceedings as a member of the bar in any jurisdiction in which I am admitted.



Scott P. Myers

Subscribed to and sworn before me on this 14th day of November, 2000.



Notary Public
My Commission Expires

WHITNEY WHITAKER
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2003