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September 10, 2019

VIA ELECTRONIC SUBMISSION

Mr. Mark Johnson
Executive Director and Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504-7250

**Re: Olympic Pipe Line Company LLC
Notice of Transaction between Olympic Pipe Line Company LLC and its Members**

Dear Mr. Johnson:

Pursuant to the provisions of RCW 81.16.020, WAC 480-73-180, and WAC 480-73-190, Olympic Pipe Line Company LLC (“Olympic”) hereby provides notice to the Washington Utilities and Transportation Commission (“Commission”) of the following agreement by and among Olympic and its members, ARCO Midcon LLC (“ARCO”) and SeaPort Pipeline Holdings LLC (“SPH”):

- Termination of Amended and Restated \$67,500,000 Member Loan Agreement by and among ARCO, SPH, and Olympic (the “Termination Agreement”) which becomes effective as of September 30, 2019.

A true and correct verified copy of the Termination Agreement is attached to the Verification of Noel Dike, Olympic’s Secretary and Treasurer, which is attached hereto as Exhibit 1. As described below, the transaction entails ARCO and SPH making a capital contribution to Olympic in an amount equal to the amount Olympic must pay to retire its loan obligations to each member. The net effect is to improve Olympic’s balance sheet by replacing debt with member capital. The Termination Agreement has no affect or impact on the calculation of any current or future tariff rates.

I. Background of Agreements Previously Disclosed to the Commission

By prior notices, Olympic notified the Commission of agreements by and among Olympic,

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and its members, ARCO and SPH. By notice dated July 31, 2017, Olympic advised the Commission of the \$67,500,000 Member Loan Agreement, dated as of August 1, 2017, by and between ARCO and Olympic (the "Loan Agreement"). By notice filed on September 1, 2017 (and supplemented on September 20, 2017), Olympic advised the Commission that the Loan Agreement had been amended and restated pursuant to that certain Amended and Restated \$67,500,000 Member Loan Agreement, dated as of September 5, 2017, by and among ARCO, SPH, and Olympic (the "New Loan Agreement").

The Termination Agreement disclosed in this notice terminates the New Loan Agreement.

II. Effect of Termination Agreement on Previously Disclosed Agreements

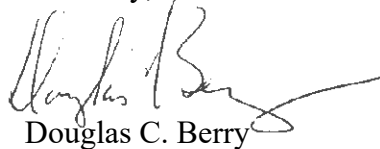
The Termination Agreement terminates the New Loan Agreement. As outlined in the Termination Agreement, Olympic is prepaying all amounts owing under the New Loan Agreement to ARCO and SPH on September 30, 2019. Specifically, ARCO will receive the principal amount advanced under the New Loan Agreement of \$47,250,000 and SPH will receive the principal amount owed of \$20,250,000. In addition, ARCO and SPH will receive all accrued interest due under the New Loan Agreement in the aggregate amount of \$646,875. The funds for such prepayment are coming from capital contributions made by both ARCO (\$47,250,000.00) and SPH (\$20,250,000.00) to Olympic on September 30, 2019. The effect of this transaction is that it eliminates and replaces the debt under the New Loan Agreement with a capital contribution by each of ARCO and SPH.

III. The Termination Agreement is in the Public Interest

The financial arrangements among Olympic, ARCO, and SPH that are the subject of this Notice terminate the New Loan Agreement described in a prior notice. By eliminating its debt, Olympic improves its financial condition which will help Olympic to continue to ensure it has the means to properly maintain and improve its facilities, finance operations, and provide its common carrier services at reasonable rates, all to the benefit of the public.

Should you have any questions regarding the foregoing, please do not hesitate to contact the undersigned.

Sincerely,



Douglas C. Berry

Attachment