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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2017

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-2921

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**44-0382470**

(I.R.S. Employer  
Identification No.)

**8111 Westchester Drive, Suite 600, Dallas, Texas 75225**

(Address of principle executive offices) (zip code)

**(214) 981-0700**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No x

Panhandle Eastern Pipe Line Company, LP meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.

**FORM 10-Q**

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**

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## Forward-Looking Statements

Certain matters discussed in this report, excluding historical information, as well as some statements by Panhandle Eastern Pipe Line Company, LP and its subsidiaries (“PEPL” or the “Company”) in periodic press releases and some oral statements of Panhandle officials during presentations about the Company, include forward-looking statements. These forward-looking statements are identified as any statement that does not relate strictly to historical or current facts. Statements using words such as “anticipate,” “project,” “expect,” “plan,” “goal,” “forecast,” “estimate,” “intend,” “continue,” “believe,” “may,” “will” or similar expressions help identify forward-looking statements. Although the Company believes such forward-looking statements are based on reasonable assumptions and current expectations and projections about future events, no assurance can be given that such assumptions, expectations, or projections will prove to be correct. Forward-looking statements are subject to a variety of risks, uncertainties and assumptions. If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Company’s actual results may vary materially from those anticipated, projected, forecasted, estimated or expressed in forward-looking statements since many of the factors that determine these results are subject to uncertainties and risks that are difficult to predict and beyond management’s control. For additional discussion of risks, uncertainties and assumptions, see “Part I — Item 1A. Risk Factors” in the Company’s Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission on February 24, 2017.

## Definitions

The following is a list of certain acronyms and terms generally used in the energy industry and throughout this document:

ETE	Energy Transfer Equity, L.P.
Exchange Act	Securities Exchange Act of 1934
FERC	Federal Energy Regulatory Commission
GAAP	Accounting principles generally accepted in the United States of America
PCBs	Polychlorinated biphenyls
Sea Robin	Sea Robin Pipeline Company, LLC
SEC	United States Securities and Exchange Commission
Southwest Gas	Pan Gas Storage LLC (d.b.a. Southwest Gas)
TBtu	Trillion British thermal units
Trunkline	Trunkline Gas Company, LLC

**PART I. FINANCIAL INFORMATION**  
**ITEM 1. FINANCIAL STATEMENTS**  
**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**CONSOLIDATED BALANCE SHEETS**  
(Dollars in millions)  
(unaudited)

	September 30, 2017	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 15	\$ 4
Accounts receivable, net	37	46
Accounts receivable from related companies	12	17
Exchanges receivable	5	7
Inventories	95	179
Other current assets	3	4
Total current assets	<u>167</u>	<u>257</u>
Property, plant and equipment	3,317	3,242
Accumulated depreciation	<u>(411)</u>	<u>(355)</u>
	2,906	2,887
Other non-current assets, net	161	153
Notes receivable from related parties	189	251
Goodwill	285	285
Total assets	<u>\$ 3,708</u>	<u>\$ 3,833</u>

The accompanying notes are an integral part of these consolidated financial statements.

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**CONSOLIDATED BALANCE SHEETS**

(Dollars in millions)  
(unaudited)

	September 30, 2017	December 31, 2016
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 710	\$ 307
Accounts payable and accrued liabilities	3	11
Accounts payable to related companies	44	66
Exchanges payable	77	165
Accrued interest	24	12
Customer advances and deposits	9	9
Other current liabilities	47	40
Total current liabilities	914	610
Long-term debt, less current maturities	413	834
Deferred income taxes	740	711
Other non-current liabilities	216	217
Commitments and contingencies		
Partners' capital:		
Partners' capital	1,415	1,456
Accumulated other comprehensive income	10	5
Total partners' capital	1,425	1,461
Total liabilities and partners' capital	\$ 3,708	\$ 3,833

The accompanying notes are an integral part of these consolidated financial statements.

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(Dollars in millions)  
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
<b>OPERATING REVENUES:</b>				
Transportation and storage of natural gas	\$ 104	\$ 115	\$ 327	\$ 370
Other	6	5	15	15
Total operating revenues	110	120	342	385
<b>OPERATING EXPENSES:</b>				
Cost of natural gas and other energy	—	—	2	2
Operating and maintenance	52	53	149	155
General and administrative	10	11	27	29
Depreciation and amortization	32	33	95	98
Total operating expenses	94	97	273	284
<b>OPERATING INCOME</b>	<b>16</b>	<b>23</b>	<b>69</b>	<b>101</b>
<b>OTHER INCOME (EXPENSE):</b>				
Interest expense, net	(11)	(12)	(34)	(37)
Interest income — affiliates	1	9	9	23
Other, net	—	—	1	—
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	<b>6</b>	<b>20</b>	<b>45</b>	<b>87</b>
Income tax expense	2	7	19	28
<b>NET INCOME</b>	<b>\$ 4</b>	<b>\$ 13</b>	<b>\$ 26</b>	<b>\$ 59</b>
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX</b>				
Actuarial gain relating to postretirement benefit plans	5	—	5	—
<b>COMPREHENSIVE INCOME</b>	<b>\$ 9</b>	<b>\$ 13</b>	<b>\$ 31</b>	<b>\$ 59</b>

The accompanying notes are an integral part of these consolidated financial statements.

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**CONSOLIDATED STATEMENT OF PARTNERS' CAPITAL**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2017**

(Dollars in millions)  
(unaudited)

	Partners' Capital	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2016	\$ 1,456	\$ 5	\$ 1,461
Distributions to partners	(74)	—	(74)
Unit-based compensation expense	2	—	2
Other comprehensive income	—	5	5
Deemed contribution from partners	5	—	5
Net income	26	—	26
Balance, September 30, 2017	<u>\$ 1,415</u>	<u>\$ 10</u>	<u>\$ 1,425</u>

The accompanying notes are an integral part of these consolidated financial statements.

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in millions)  
(unaudited)

	Nine Months Ended September 30,	
	2017	2016
<b>OPERATING ACTIVITIES:</b>		
Net income	\$ 26	\$ 59
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	95	98
Deferred income taxes	29	45
Amortization of deferred financing fees	(19)	(18)
Other non-cash	12	8
Changes in operating assets and liabilities	(4)	110
Net cash flows provided by operating activities	139	302
<b>INVESTING ACTIVITIES:</b>		
Capital expenditures	(118)	(70)
Repayment of note receivable from related party	102	35
Notes receivable issued to related party	(40)	(265)
Other	2	—
Net cash flows used in investing activities	(54)	(300)
<b>FINANCING ACTIVITIES:</b>		
Distributions to partners	(74)	—
Net cash flows used in financing activities	(74)	—
Net change in cash and cash equivalents	11	2
Cash and cash equivalents, beginning of period	4	3
Cash and cash equivalents, end of period	\$ 15	\$ 5
<b>SUPPLEMENTAL INFORMATION:</b>		
Non-cash activity - Settlement of related party payable	\$ 5	\$ 541
Cash paid for interest	\$ 43	\$ 43

The accompanying notes are an integral part of these consolidated financial statements.

**PANHANDLE EASTERN PIPE LINE COMPANY, LP**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Tabular dollar amounts are in millions)  
(unaudited)

**1. ORGANIZATION AND BASIS OF PRESENTATION**

*Organization*

Panhandle Eastern Pipe Line Company, LP and its subsidiaries are primarily engaged in the transportation of natural gas from the Gulf of Mexico, south Texas and the panhandle region of Texas and Oklahoma to major United States markets in the Midwest and Great Lakes regions and the storage of natural gas and are subject to the rules and regulations of the FERC. The Company's subsidiaries are Trunkline, Sea Robin and Southwest Gas.

In April 2017, Energy Transfer Partners, L.P. ("ETP") merged with a subsidiary of Sunoco Logistics Partners L.P., at which time ETP changed its name from "Energy Transfer Partners, L.P." to "Energy Transfer, LP" and Sunoco Logistics Partners L.P. changed its name to "Energy Transfer Partners, L.P." References to "ETP" refer to the consolidated entity named Energy Transfer Partners, L.P. subsequent to the close of the merger.

Energy Transfer, LP is a wholly-owned subsidiary of Energy Transfer Partners, L.P.

Southern Union Panhandle LLC, an indirect wholly-owned subsidiary of ETP, owns a 1% general partner interest in PEPL and ETP indirectly owns a 99% limited partner interest in PEPL.

Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications had no impact on net income, total partners' capital, or cash flows.

*Basis of Presentation*

The unaudited financial information included in this Form 10-Q has been prepared on the same basis as the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of the Company's management, such financial information reflects all adjustments necessary for a fair presentation of the financial position and the results of operations for such interim periods in accordance with GAAP. All intercompany items and transactions have been eliminated in consolidation. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with GAAP have been omitted pursuant to the rules and regulations of the SEC.

*Use of Estimates*

The unaudited consolidated financial statements have been prepared in conformity with GAAP, which includes the use of estimates and assumptions made by management that affect the reported amounts of assets, liabilities, revenues, expenses and disclosure of contingent assets and liabilities that exist at the date of the consolidated financial statements. Although these estimates are based on management's available knowledge of current and expected future events, actual results could be different from those estimates.

*Recent Accounting Pronouncements*

*ASU 2014-09*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* ("ASU 2014-09"), which clarifies the principles for recognizing revenue based on the core principle that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The Company expects to adopt ASU 2014-09 in the first quarter of 2018 and will apply the cumulative catchup transition method, which requires recognition, upon the date of initial application, of the cumulative effect of the retrospective application of the standard.

We are continuing the process of evaluating our revenue contracts by fee type to determine the potential impact of adopting the new standard. At this point in our evaluation process, we have determined that the timing and/or amount of revenue that we recognize on certain contracts (as discussed below) may be impacted by the adoption of the new standard; however, we

are still in the process of quantifying these impacts and cannot say whether or not they would be material to our financial statements.

We currently anticipate a change to revenues and costs associated with the accounting for noncash consideration and do not expect these changes in the accounting for noncash consideration to impact net income.

We continue to assess the impact of the disclosure requirements under the new standard and are evaluating the manner in which we will disaggregate revenue into categories that show how economic factors affect the nature, timing and uncertainty of revenue and cash flows generated from contracts with customers. In addition, we are in the process of implementing appropriate changes to our business processes, systems and controls to support recognition and disclosure under the new standard. We continue to monitor additional authoritative or interpretive guidance related to the new standard as it becomes available, as well as comparing our conclusions on specific interpretative issues to other peers in our industry, to the extent that such information is available to us.

#### ASU 2016-02

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (“ASU 2016-02”), which establishes the principles that lessees and lessors shall apply to report useful information to users of financial statements about the amount, timing, and uncertainty of cash flows arising from a lease. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact that adopting this new standard will have on the consolidated financial statements and related disclosures.

#### ASU 2017-04

In January 2017, the FASB issued ASU No. 2017-04 “*Intangibles-Goodwill and other (Topic 350): Simplifying the test for goodwill impairment*”. The amendments in this update remove the second step of the two-step test currently required by Topic 350. An entity will apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit’s carrying amount over its fair value, not to exceed the total amount of goodwill allocated to the reporting unit. The new guidance does not amend the optional qualitative assessment of goodwill impairment. This ASU is effective for financial statements issued for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. We expect that our adoption of this standard will change our approach for testing goodwill for impairment; however, this standard requires prospective application and therefore will only impact periods subsequent to adoption. The Company plans to apply this ASU for its annual goodwill impairment test in the fourth quarter of 2017.

## 2. RELATED PARTY TRANSACTIONS

Accounts receivable from related companies reflected on the consolidated balance sheets primarily related to services provided to ETE, ETP and other affiliates. Accounts payable to related companies reflected on the consolidated balance sheets related to various services provided by ETP and other affiliates.

The following table provides a summary of the related party activity included in the consolidated statements of operations:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Operating revenues	\$ 11	\$ 4	\$ 18	\$ 13
Operating and maintenance	1	4	5	11
General and administrative	7	6	18	20
Interest income — affiliates	1	9	9	23

The Company settled related party payables with a subsidiary of ETP through a non-cash contribution during the nine months ended September 30, 2017 for \$5 million. Additionally, the Company settled a note receivable and related accrued interest from a subsidiary of ETP through a non-cash distribution during the nine months ended September 30, 2016 for \$541 million.

### **3. FAIR VALUE MEASURES**

The Company did not have any assets or liabilities measured at fair value on a recurring basis at September 30, 2017 or December 31, 2016. The carrying amount of cash and cash equivalents, accounts receivable and accounts payable approximates fair value due to their short-term maturities. Based on the estimated borrowing rates currently available to the Company and its subsidiaries for loans with similar terms and average maturities, the aggregate fair value of the Company's consolidated debt obligations was \$1.13 billion and \$1.14 billion at September 30, 2017 and December 31, 2016, respectively. The fair value of the Company's consolidated debt obligations is a Level 2 valuation based on the observable inputs used for similar liabilities. The Company did not have any Level 3 instruments measured at fair value at September 30, 2017 or December 31, 2016, and there were no transfers between hierarchy levels.

### **4. DEBT OBLIGATIONS**

#### **Senior Notes**

Panhandle's 6.20% Senior Notes in the amount of \$300 million matured on November 1, 2017 and were repaid with borrowings under an affiliate loan agreement.

### **5. REGULATORY MATTERS, COMMITMENTS, CONTINGENCIES AND ENVIRONMENTAL LIABILITIES**

#### **Contingent Residual Support Agreement with ETP**

The Company provides contingent, residual support to Citrus ETP Finance LLC (on a non-recourse basis to the Company) with respect to Citrus ETP Finance LLC's obligations to ETP to support the payment of \$2 billion in principal amount of senior notes issued by ETP on January 17, 2012.

#### **FERC Audit**

In March 2016, the FERC commenced an audit of Trunkline for the period from January 1, 2013 to present to evaluate Trunkline's compliance with the requirements of its FERC gas tariff, the accounting regulations of the Uniform System of Accounts as prescribed by the FERC, and the FERC's annual reporting requirements. The audit is ongoing.

#### **Environmental Matters**

The Company's operations are subject to federal, state and local laws, rules and regulations regarding water quality, hazardous and solid waste management, air quality control and other environmental matters. These laws, rules and regulations require the Company to conduct its operations in a specified manner and to obtain and comply with a wide variety of environmental regulations, licenses, permits, inspections and other approvals. Failure to comply with environmental laws, rules and regulations may expose the Company to significant fines, penalties and/or interruptions in operations. The Company's environmental policies and procedures are designed to achieve compliance with such applicable laws and regulations. These evolving laws and regulations and claims for damages to property, employees, other persons and the environment resulting from current or past operations may result in significant expenditures and liabilities in the future. The Company engages in a process of updating and revising its procedures for the ongoing evaluation of its operations to identify potential environmental exposures and enhance compliance with regulatory requirements.

The Company is responsible for environmental remediation at certain sites on its natural gas transmission systems for contamination resulting from the past use of lubricants containing PCBs in compressed air systems; the past use of paints containing PCBs; and the prior use of wastewater collection facilities and other on-site disposal areas. The Company has implemented a program to remediate such contamination. The primary remaining remediation activity on the Company's systems is associated with past use of paints containing PCBs or PCB impacts to equipment surfaces and to a building at one location. The PCB assessments are ongoing and the related estimated remediation costs are subject to further change. Other remediation typically involves the management of contaminated soils and may involve remediation of groundwater. Activities vary with site conditions and locations, the extent and nature of the contamination, remedial requirements, complexity and sharing of responsibility. The ultimate liability and total costs associated with these sites will depend upon many factors. If remediation activities involve statutory joint and several liability provisions, strict liability, or cost recovery or contribution actions, the Company could potentially be held responsible for contamination caused by other parties. In some instances, the Company may share liability associated with contamination with other potentially responsible parties. The Company may also benefit from contractual indemnities that cover some or all of the cleanup costs. These sites are generally managed in the normal course of business or operations.

The Company's environmental remediation activities are undertaken in cooperation with and under the oversight of appropriate regulatory agencies, enabling the Company under certain circumstances to take advantage of various voluntary cleanup programs in order to perform the remediation in the most effective and efficient manner.

The table below reflects the amount of accrued liabilities recorded on the consolidated balance sheets at the dates indicated to cover environmental remediation activities where management believes a loss is probable and reasonably estimable. The Company is not able to estimate the possible loss or range of loss in excess of amounts accrued. The Company does not have any material environmental remediation matters assessed as reasonably possible.

	September 30, 2017	December 31, 2016
Current	\$ —	\$ —
Non-current	2	2
Total environmental liabilities	<u>\$ 2</u>	<u>\$ 2</u>

#### **Liabilities for Litigation and Other Claims**

The Company records accrued liabilities for litigation and other claim costs when management believes a loss is probable and reasonably estimable. When management believes there is at least a reasonable possibility that a material loss or an additional material loss may have been incurred, the Company discloses (i) an estimate of the possible loss or range of loss in excess of the amount accrued; or (ii) a statement that such an estimate cannot be made. As of September 30, 2017 and December 31, 2016, the Company has litigation and other claim-related accrued liabilities of \$21 million and \$21 million, respectively, included in other non-current liabilities on the consolidated balance sheets. The Company does not have any material litigation or other claim contingency matters assessed as probable or reasonably possible that would require disclosure in the financial statements.

#### **Other Commitments and Contingencies**

The Company is subject to the laws and regulations of states and other jurisdictions concerning the identification, reporting and escheatment (the transfer of property to the state) of unclaimed or abandoned funds, and is subject to audit and examination for compliance with these requirements. The Company is currently being examined by a third party auditor on behalf of nine states for compliance with unclaimed property laws.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

(Tabular dollar amounts are in millions)

The information in Item 2 has been prepared pursuant to the reduced disclosure format permitted by General Instruction H to Form 10-Q. Accordingly, this Item 2 includes only management's narrative analysis of the results of operations and should be read in conjunction with (i) our historical consolidated financial statements and accompanying notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (ii) our Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on February 24, 2017.

**RESULTS OF OPERATIONS**

	Nine Months Ended September 30,	
	2017	2016
<b>OPERATING REVENUES:</b>		
Transportation and storage of natural gas	\$ 327	\$ 370
Other	15	15
Total operating revenues	342	385
<b>OPERATING EXPENSES:</b>		
Cost of natural gas and other energy	2	2
Operating and maintenance	149	155
General and administrative	27	29
Depreciation and amortization	95	98
Total operating expenses	273	284
<b>OPERATING INCOME</b>	<b>69</b>	<b>101</b>
<b>OTHER INCOME (EXPENSE):</b>		
Interest expense, net	(34)	(37)
Interest income — affiliates	9	23
Other, net	1	—
<b>INCOME BEFORE INCOME TAX EXPENSE</b>	<b>45</b>	<b>87</b>
Income tax expense	19	28
<b>NET INCOME</b>	<b>\$ 26</b>	<b>\$ 59</b>
<b>Panhandle natural gas volumes transported (TBtu):</b>		
PEPL	452	458
Trunkline	378	369
Sea Robin	56	64

*Operating Revenues.* Operating revenues decreased for the nine months ended September 30, 2017 compared to the same period in the prior year on the Panhandle and Trunkline pipelines due to lower customer demand driven by weak spreads and mild weather and on the Sea Robin pipeline due to producer maintenance and production declines.

*Operating Expenses.* Operating expenses decreased for the nine months ended September 30, 2017 compared to the same period in the prior year due to lower allocated costs and system gas activity.

*Interest income - affiliates.* Interest income - affiliates decreased for the nine months ended September 30, 2017 compared to the same period in the prior year primarily due to the settlement of a note receivable from a subsidiary of ETP in August 2016.

*Income Taxes.* The change in income tax expense for the nine months ended September 30, 2017 compared to the same period in the prior year was primarily due to lower pre-tax income.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Item 3, Quantitative and Qualitative Disclosures About Market Risk, has been omitted from this report pursuant to the reduced disclosure format permitted by General Instruction H to Form 10-Q.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

We have established disclosure controls and procedures to ensure that information required to be disclosed by us, including our consolidated entities, in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Under the supervision and with the participation of senior management, including the Chief Executive Officer ("Principal Executive Officer") and the Chief Financial Officer ("Principal Financial Officer") of our General Partner, we evaluated our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Exchange Act. Based on this evaluation, the Principal Executive Officer and the Principal Financial Officer of our General Partner concluded that our disclosure controls and procedures were effective as of September 30, 2017 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to management, including the Principal Executive Officer and Principal Financial Officer of our General Partner, to allow timely decisions regarding required disclosure.

#### **Changes in Internal Control over Financial Reporting**

There have been no changes in our internal controls over financial reporting (as defined in Rule 13(a)-15(f) or Rule 15d-15(f) of the Exchange Act) during the three months ended September 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

The Company is a party to or has property subject to litigation and other proceedings, including matters arising under provisions relating to the protection of the environment, as described in Note 5 in this Quarterly Report on Form 10-Q and in Note 11 in the Company's Form 10-K for the year ended December 31, 2016.

The Company is subject to federal and state requirements for the protection of the environment, including those for the discharge of hazardous materials and remediation of contaminated sites. As a result, the Company is a party to or has its property subject to various other lawsuits or proceedings involving environmental protection matters. For information regarding these matters, see Note 5 in this Quarterly Report on Form 10-Q and Note 11 included in the Company's Form 10-K for the year ended December 31, 2016.

### ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Company's Form 10-K filed with the SEC on February 24, 2017.

### ITEM 6. EXHIBITS

The exhibits listed below are filed or furnished, as indicated, as part of this report:

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">31.1*</a>	<a href="#">Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">31.2*</a>	<a href="#">Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.1**</a>	<a href="#">Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
<a href="#">32.2**</a>	<a href="#">Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definitions Document
101.LAB*	XBRL Taxonomy Label Linkbase Document
101.PRE*	XBRL Taxonomy Presentation Linkbase Document

\* Filed herewith.

\*\* Furnished herewith.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Panhandle Eastern Pipe Line Company, LP has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PANHANDLE EASTERN PIPE LINE COMPANY, LP

(Registrant)

Date: November 7, 2017

By: /s/ A. Troy Sturrock

A. Troy Sturrock

Senior Vice President and Controller (duly authorized to sign on behalf of the registrant)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kelcy L. Warren, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Panhandle Eastern Pipe Line Company, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2017

/s/ Kelcy L. Warren

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Kelcy L. Warren

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Thomas E. Long, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Panhandle Eastern Pipe Line Company, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2017

/s/ Thomas E. Long

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Thomas E. Long  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Panhandle Eastern Pipe Line Company, LP (the "Company") on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kelcy L. Warren, Chief Executive Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2017

/s/ Kelcy L. Warren  
\_\_\_\_\_  
Kelcy L. Warren  
Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to and will be retained by Panhandle Eastern Pipe Line Company, LP and furnished to the Securities and Exchange Commission upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Panhandle Eastern Pipe Line Company, LP (the "Company") on Form 10-Q for the quarter ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas E. Long, Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 7, 2017

/s/ Thomas E. Long  
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Thomas E. Long  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to and will be retained by Panhandle Eastern Pipe Line Company, LP and furnished to the Securities and Exchange Commission upon request.