

**GOLDSTEIN & ASSOCIATES, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

1757 P STREET, N.W.

WASHINGTON, D.C. 20036

(202) 872-8740

FAX: (202) 872-8744

**RECEIVED**

APR 01 2011

March 30, 2011

**PUBLIC SERVICE COMMISSION**

Mr. Darrell Nitschke  
Executive Secretary  
North Dakota Public Service Commission  
600 E. Boulevard, Dept. 408  
Bismarck, ND 58505-0480

Re: Transfer of Certificates and Permits from Tesoro High Plains Pipeline  
Company to Tesoro High Plains Pipeline Company, LLC  
File No. \_\_\_\_\_

Dear Mr. Nitschke:

Tesoro High Plains Pipeline Company (THPP) hereby submits an application to the Commission for an order approving the transfer of certain Certificates of Public Convenience and Necessity, Route Permits, and a Corridor Certificate to Tesoro High Plains Pipeline Company, LLC (THPP, LLC). These Certificates and Permits were originally issued to BP Pipelines (North America) Inc. (BP). On November 1, 2001, in Case No. PU-2587-01-455, the Commission approved the transfer of these Certificates and Permits from BP to THPP.

As noted in the enclosed Application, the pipeline facilities subject to the Certificates and Permits are located in Billings, Burke, Dunn, Golden Valley, McKenzie, Mercer, Mountrail, Oliver, and Williams Counties, North Dakota. Information for the official county newspapers is as follows:

**Billings County:**

Billings County Pioneer

P.O. Box 156

Beach, ND 58621

(701) 872-3755

This is a weekly newspaper published on Thursday with legal notices due on the Friday preceding publication.

Mr. Darrell Nitschke  
March 30, 2011  
Page 2

**Burke County:**

Burke County Tribune

P.O. Box 40

Bowbells, ND 58721

(701) 377-2626

This is a weekly newspaper published on Wednesday with legal notices due on the Monday preceding publication.

**Dunn County:**

Dunn County Herald

P.O. Box 609

Killdeer, ND 58640

(701) 764-5312

This is a weekly newspaper published on Friday with legal notices due on the Tuesday preceding publication.

**Golden Valley County:**

Golden Valley News

P.O. Box 156

Beach, ND 58621

(701) 872-3755

This is a weekly newspaper published on Thursday with legal notices due on the Friday preceding publication.

**McKenzie County:**

McKenzie County Farmer

P.O. Box 587

Watford City, ND 58854

(701) 842-2351

This is a weekly newspaper published on Wednesday with legal notices due on the Monday preceding publication.

**Mercer County:**

Hazen Star

P.O. Box 508

Hazen, ND 58545

(701) 748-2255

This is a weekly newspaper published on Wednesday with legal notices due on the Monday preceding publication.

Mr. Darrell Nitschke  
March 30, 2011  
Page 3

**Mountrail County:**

Mountrail County Promoter

P.O. Box 99  
Stanley, ND 58784  
(701) 628-2333

This is a weekly newspaper published on Wednesday with legal notices due on the Friday preceding publication.

**Oliver County:**

Center Republican

P.O. Box 508  
Hazen, ND 58545  
(701) 748-2255

This is a weekly newspaper published on Thursday with legal notices due on the Friday preceding publication.

**Williams County:**

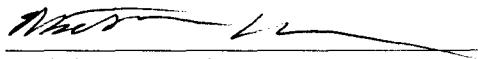
Williston Daily Herald

P.O. Box 1447  
14 West 4th Street  
Williston, ND 58802  
(701) 572-2165

This is a daily newspaper published Monday through Friday with legal notices due three days prior to the date of publication.

We very much appreciate your processing the THPP Application. Please let us know if you need any further information.

Respectfully,



Melvin Goldstein  
Matthew Corcoran  
GOLDSTEIN & ASSOCIATES, P.C.  
1757 P Street, NW  
Washington, D.C. 20036  
P: (202) 872-8740  
F: (202) 872-8744  
mgoldstein@goldstein-law.com  
mcorcoran@goldstein-law.com

*Attorneys for Tesoro High Plains Pipeline Company*

Encl.

**STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION**

IN THE MATTER OF THE APPLICATION  
OF TESORO HIGH PLAINS PIPELINE  
COMPANY FOR AN ORDER  
TRANSFERRING CERTIFICATE OF  
PUBLIC CONVENIENCE AND  
NECESSITY NOS. 331, 343, 451, 459,  
AND 817; CORRIDOR CERTIFICATE NO.  
65; AND ROUTE PERMIT NOS. 32, 54, 55,  
74, AND 80 FROM TESORO HIGH  
PLAINS PIPELINE COMPANY TO  
TESORO HIGH PLAINS PIPELINE  
COMPANY, LLC.

APPLICATION

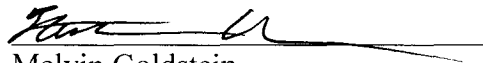
Tesoro High Plains Pipeline Company (THPP) hereby files this application for an order transferring Certificate of Public Convenience and Necessity Nos. 331, 343, 451, 459 and 817; Corridor Certificate No. 65; and Route Permit Nos. 32, 54, 55, 74 and 80 to Tesoro High Plains Pipeline Company, LLC (THPP, LLC) pursuant to Chapter 49-22 of the North Dakota Century Code. In support of this application, THPP states as follows:

1. In various cases before the Commission, BP Pipelines (North America) Inc. (BP) acquired the Certificates of Public Convenience and Necessity, Route Permits, and Corridor Certificate specified as Exhibit "A" to this application. These assets are located in Billings, Burke, Dunn, Golden Valley, McKenzie, Mercer, Mountrail, Oliver, and Williams Counties, North Dakota.
2. On November 1, 2001, in Case No. PU-2587-01-455, the Commission approved reissuance of those Certificates and Permits by virtue of the sale of BP's North Dakota assets to THPP.
3. THPP is a subsidiary of Tesoro Corporation, which is a corporation incorporated in the State of Delaware with headquarters in San Antonio, Texas. THPP's main operations are located in Dickenson, North Dakota.
4. THPP has changed its organizational status from that of a company to that of a limited liability company, pursuant to Delaware law. The name of the limited liability company is Tesoro High Plains Pipeline, LLC. This is a change in organizational status only, with the same operations to be continuing to be located

in Dickenson, ND. Pursuant to Delaware law, companies incorporated in that state are permitted to convert to a limited liability company without having to go through a formal dissolution and reorganization.

5. THPP has filed with this Application as Exhibit “B” certified copies of documents from the Delaware Secretary of State evidencing the change in organizational status to a limited liability company. THPP has also filed as Exhibit “C” to this Application the certificate of authority issued by the North Dakota Secretary of State authorizing THPP, LLC to do business in the state of North Dakota.
6. The same individuals that were employed by THPP will be involved in running THPP, LLC on a day-to-day basis. As a result there will be a complete continuity in operations. THPP, LLC therefore has the expertise and financial asset base to fulfill all the terms, conditions, and modifications mandated by the certificates and permits which THPP requests be transferred to THPP, LLC.
7. Accordingly, THPP requests the Commission to approve the transfer of all of its pipeline facilities and related assets located in this state as required by Section 49-22-07 and by Section 49-04-05 of the North Dakota Century Code, and approve the transfer of the Certificates and Permits specified in Exhibit “A” of this Application.
8. THPP is further filing an affidavit as Exhibit “D” to this Application executed by an officer of THPP, LLC in which THPP, LLC agrees to comply with the terms, conditions, and modifications in the Certificates and Permits.
9. THPP requests that the Commission not schedule a hearing in this matter, but rather waive any requirement of a hearing, and publish a notice of opportunity for hearing in the official newspapers of Billings, Burke, Dunn, Golden Valley, McKenzie, Mercer, Mountrail, Oliver, and Williams Counties, North Dakota where the pipeline facilities and related assets are located.

Respectfully,



Melvin Goldstein  
Matthew Corcoran  
GOLDSTEIN & ASSOCIATES, P.C.  
1757 P Street, NW  
Washington, D.C. 20036  
P: (202) 872-8740  
F: (202) 872-8744  
mgoldstein@goldstein-law.com  
mcorcoran@goldstein-law.com

*Attorneys for Tesoro High Plains Pipeline Company*

Dated this 30th day of March, 2011 at Washington, D.C.

# **EXHIBIT “A”**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 331**

*This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier (crude petroleum) pipeline plant or system at Tioga, North Dakota.*

*This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated December 13, 1951, in Case No. 4863.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 343**

*This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline system for the transportation of crude petroleum and other liquid hydrocarbons in North Dakota.*

*This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated May 25, 1953, in Case No. 5018.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 451**

*This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline plant or system in McKenzie County, North Dakota.*

*This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated November 3, 1961, in Case No. 6166.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
Executive Secretary

  
Commissioner

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 459**

*This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct and operate a common carrier pipeline system for the transportation of crude petroleum and other liquid hydrocarbons from the area known as the Dimmick Lake Pool in T151N, R96W, McKenzie County, North Dakota, to a point of connection with applicant's existing common carrier pipeline system, which point is in Section 30, T151N, R95W, McKenzie County, North Dakota.*

*This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated May 23, 1962, in Case No. 6226.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
Executive Secretary

  
Commissioner

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Public Convenience and Necessity**

**Second Reissued Certificate Number 817**

*This is to certify that public convenience and necessity require, and permission is granted for Tesoro High Plains Pipeline Company to construct, own, operate and manage a crude petroleum pipeline gathering plant or system consisting of 26 ½ miles of six inch pipe line as described in applicant's application and the evidence and exhibits in this case, from the Black Slough Station in Black Slough field, Burke County, North Dakota, to the Rice Station on applicant's existing crude oil pipe line in Mountrail County, North Dakota.*

*This certificate is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated October 20, 1967, in Case No. 6960.*

*Blismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Certificate of Site Compatibility for Transmission Facility Corridor**

**Second Reissued Certificate Number 65**

*This is to certify that the Commission has designated a transmission facility corridor for Tesoro High Plains Pipeline Company described as follows:*

**a one mile wide corridor approximately 4.3 miles in length with a center line that starts in SW ¼, NW ¼, Section 13, Township 143N, Range 88W, in Mercer County and parallels the section line in a northerly direction for approximately 1/5 mile before proceeding in an east-southeasterly direction to a point near the east section line in the NW ¼, NE ¼, Section 20, Township 143N, Range 87W, in Oliver County, where it parallels the section line in a southerly direction to intersect the original pipeline in the SE ¼, SE ¼, Section 20, Township 143N, Range 87W, as shown on the attached map.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 23, 1993, in Case No. PU-385-92-1321.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Route Permit for the Construction of a Transmission Facility**

**Second Reissued Permit Number 32**

*This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company described as follows:*

**for the construction of a 10.75-inch diameter crude petroleum and hydrocarbon liquid pipeline and associated facilities in Billings and Dunn Counties, North Dakota, approximately 47 miles long from the Tree Top Station in Billings County, North Dakota, proceeding northeasterly into Dunn County to the Dunn Center Station in Dunn County, as the same is located on the route maps issued in conjunction with this permit, a portion of which route lies parallel and within 10 feet of BP's Little Knife eight-inch diameter pipeline from a point in Section 32, Township 146 North, Range 94 West to the Dunn Center Station.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 12, 1980, in Case No. 10,079.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Permit for the Construction of a Transmission Facility**

**Third Reissued Route Permit Number 54**

*This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6-inch diameter crude oil pipeline. The route is described as follows:*

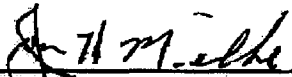
**approximately 37 miles of six-inch diameter pipeline and associated facilities in McKenzie County, North Dakota.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Route Permit for the Construction of a Transmission Facility**

**Third Reissued Permit Number 55**

*This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6-inch diameter crude oil pipeline. The route is described as follows:*

**approximately 9 miles of six-inch diameter crude oil pipeline and associated facilities in McKenzie County, North Dakota.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Route Permit for the Construction of a Transmission Facility**

**Second Reissued Permit Number 74**

*This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company described as follows:*

**approximately 4.7 miles of relocated 16-inch crude petroleum pipeline which starts in the SW ¼, NW ¼, Section 13, Township 143N, Range 88W, in Mercer County and parallels the section line in a northerly direction for approximately 1/5 mile before proceeding in an east-southeasterly direction to a point near the east section line in the NE ¼, NE ¼, Section 20, Township 143N, Range 87W, in Oliver County, where it parallels the section line in a southerly direction to intersect the original pipeline in the SE ¼, SE ¼, Section 20, Township 143N, Range 87W, as shown on the attached map.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated June 23, 1993, in Case No. PU-385-92-1321.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

**PUBLIC SERVICE COMMISSION**

**STATE OF NORTH DAKOTA**

**Route Permit for the Construction of a Transmission Facility**

**Third Reissued Permit Number 80**

*This is to certify that the Commission has designated a transmission facility route for Tesoro High Plains Pipeline Company to construct and operate a 6 and 8-inch diameter crude petroleum pipeline. The route is described as follows:*

**approximately 77.7 miles of six and eight-inch diameter pipeline and associated facilities in McKenzie, Golden Valley and Billings Counties, North Dakota.**

*This permit is issued in Case No. PU-2587-01-455 and is subject to the conditions and limitations noted in the Order of the Commission dated March 19, 1997, in Case No. PU-553-96-316.*

*Bismarck, North Dakota, November 1, 2001.*

**ATTEST:**

**PUBLIC SERVICE COMMISSION**

  
**Executive Secretary**

  
**Commissioner**

# **EXHIBIT “B”**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TESORO HIGH PLAINS PIPELINE COMPANY" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TESORO HIGH PLAINS PIPELINE COMPANY" TO "TESORO HIGH PLAINS PIPELINE COMPANY LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2010, AT 1:22 O'CLOCK P.M.

3416709 8100V

101115952

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



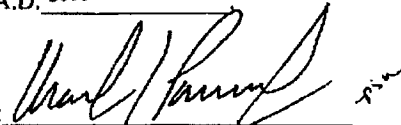
  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8375130

DATE: 11-23-10

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 07/20/2001.
- 4.) The name of the Corporation immediately prior to filing this Certificate is TESORO HIGH PLAINS PIPELINE COMPANY.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is TESORO HIGH PLAINS PIPELINE COMPANY LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
22nd day of November, A.D. 2010

By:   
Authorized Officer

Name: Charles S. Parrish  
Print or Type

Title: Executive Vice President,  
General Counsel and Secretary

# Delaware

PAGE 2

*The First State*

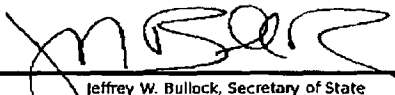
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "TESORO HIGH PLAINS PIPELINE COMPANY LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF NOVEMBER, A.D. 2010, AT 1:22 O'CLOCK P.M.



3416709 8100V

101115952

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8375130

DATE: 11-23-10

CERTIFICATE OF FORMATION

OF

TESORO HIGH PLAINS PIPELINE COMPANY LLC

1. The name of the limited liability company is:

Tesoro High Plains Pipeline Company LLC

2. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Tesoro High Plains Pipeline Company LLC this 22<sup>nd</sup> day of November, 2010.

By: Rachel Mantz  
Authorized Person

Name: Rachel W. Mantz

# **EXHIBIT “C”**

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF AUTHORITY OF

TESORO HIGH PLAINS PIPELINE COMPANY LLC  
Secretary of State ID#: 17,215,300

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

TESORO HIGH PLAINS PIPELINE COMPANY LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

TESORO HIGH PLAINS PIPELINE COMPANY LLC

to transact business in this State under the name of

TESORO HIGH PLAINS PIPELINE COMPANY LLC

Issued: December 9, 2010

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State

RECEIVED

DEC 09 2010

Sec. of State



CERTIFICATE OF AUTHORITY  
FOREIGN LIMITED LIABILITY COMPANY  
APPLICATION  
SECRETARY OF STATE  
SFN 19381 (07-2008)

FOR OFFICE USE ONLY

ID Number:	17,215,300
WO Number:	732645
Filed:	12-9-10
By:	NSS

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by
- \*Certificate of authority fee of \$135
  - \*Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization.
  - Certification of professional license
  - Signed consent to use of name and fee of \$10
  - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13.1, and 10-32-138

2. Identify type of limited liability company applying for certificate of authority <input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional		3. Federal ID Number 27-4152862	
4. Name of limited liability company <u>exactly</u> as it appears on Certificate of Good Standing from state or country of origin TESORO HIGH PLAINS PIPELINE COMPANY LLC			
5. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name <u>other than its limited liability company name</u> .			
6. Complete address of executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number 19100 Ridgewood Parkway, San Antonio, TX 78259-1828			
7. State or country where organized Delaware	8. Date when limited liability company will expire in state or country of origin: (month, day, year) or indicate "perpetual". perpetual	9. Telephone Number 800-299-6066	10. Toll-free telephone Number 800-299-6066
11.A. Name of <u>commercial</u> registered agent in North Dakota Corporation Service Company		OR 11.B. Name of <u>noncommercial</u> registered agent in North Dakota	
11.C. Address of <u>noncommercial</u> registered agent in North Dakota: (Street/RR, PO Box, City, State, Zip+4) May not be only a post office box.			
12. Nature of business or activities the limited liability company intends to conduct in the State of North Dakota PIPELINE TRANSPORTATION OF CRUDE OIL			
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS	
	<input type="checkbox"/>	Street/RR	PO Box    City    State    Zip+4
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
Managing Member Tesoro Corporation	<input type="checkbox"/>	19100 Ridgewood Parkway, San Antonio, TX 78259-1828	
Managing Member	<input type="checkbox"/>		
If needed, attach sheet to add names of additional managers or governors.			
14. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, and 11B if not correctly reflected."			
Signature: <i>Charles S. Parrish</i> Charles S. Parrish, Authorized Person		Date: 12/07/2010	
15. Name of person to contact about this document Rachel W. Mantz	E-Mail Address rmantz@mcguirewoods.ocm	Daytime telephone number and extension, if any 312.849.8233	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TESORO HIGH PLAINS PIPELINE COMPANY LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF DECEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TESORO HIGH PLAINS PIPELINE COMPANY LLC" WAS FORMED ON THE TWENTIETH DAY OF JULY, A.D. 2001.

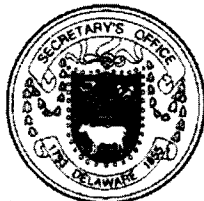
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3416709 8300

101165044

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8411237

DATE: 12-08-10

# **EXHIBIT “D”**

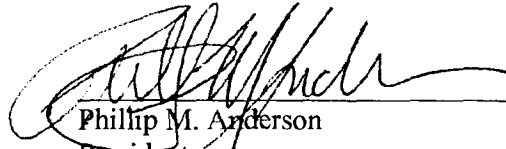
**STATE OF NORTH DAKOTA  
PUBLIC SERVICE COMMISSION**

**AFFIDAVIT OF PHILLIP M. ANDERSON IN SUPPORT OF TESORO HIGH  
PLAINS PIPELINE COMPANY'S APPLICATION FOR TRANSFER OF  
CERTIFICATES AND PERMITS TO TESORO HIGH PLAINS PIPELINE  
COMPANY, LLC**

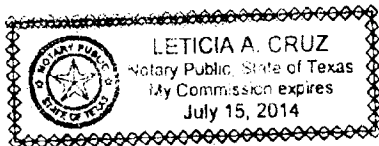
I, Phillip M. Anderson, president of Tesoro High Plains Pipeline Company, LLC, being duly sworn, state the following to the best of my knowledge, information and belief:

- (1) Tesoro High Plains Pipeline Company (THPP), a Delaware corporation, has changed its name and form of organization to Tesoro High Plains Pipeline Company, LLC (THPP LLC).
- (2) The operation and personnel of THPP LLC are virtually the same as THPP.
- (3) THPP has requested that the Commission transfer to THPP, LLC the following certificates and route permits currently held by THPP:
  - a. Certificates of Public Convenience and Necessity Nos. 331, 343, 451, 459 and 817;
  - b. Corridor Certificate No. 65; and
  - c. Route Permits Nos. 32, 54, 55, 74 and 80.
- (4) THPP LLC will, upon transfer to it of the certificates, route permits, and construction permits currently held by THPP, comply fully with all terms, conditions, and modifications of the certificates, route permits, and construction permits.

- (5) As a result of a change in organizational structure, Tesoro High Plains Pipeline Company, LLC is now the appropriate party to hold these permits and certificates.

  
Phillip M. Anderson  
President  
Tesoro High Plains Pipeline Company, LLC

Subscribed and sworn to before me this 28 day of March, 2011 at San Antonio, Texas.



  
Print Name Leticia Cruz

NOTARY PUBLIC for the State of  
Texas, residing at Bexar

My appointment expires 7/15/2014