

C R O W L E Y F L E C K P L L P

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April 5, 2011

RECEIVED

APR 06 2011

PUBLIC SERVICE COMMISSION

Mr. Darrell Nitschke
Executive Director
NORTH DAKOTA
PUBLIC SERVICE COMMISSION
600 East Boulevard, Dept. 408
Bismarck, ND 58505-0480

Dear Mr. Nitschke:

In re: Letter of Intent
Vantage Pipeline US LP
Williams and Divide Counties, North Dakota
Our File No. 66-446-001

On behalf of our client, Vantage Pipeline US LP ("Vantage") we mailed a Letter of Intent, dated March 8, 2011, to your attention. The Letter of Intent concerns the proposed construction of a pipeline to transport ethane in Williams and Divide Counties, North Dakota.

By email, dated March 11, 2011, I was informed by Ms. Cara DeSaye that the Letter of Intent cannot be docketed because corporate papers for Vantage had not been filed with the Public Service Commission.

In this regard, please find original and ten copies of Certificate of Fact of Vantage Pipeline US LP as issued by the North Dakota Secretary of State on April 4, 2011, indicating that the Delaware limited partnership has been registered in North Dakota. Attached thereto is an authentication from the Secretary of State of the State of Delaware with respect to formation of Vantage in Delaware.

By virtue of the filing of the foregoing corporate papers, we believe that all materials have been received and that the Public Service Commission can proceed to docket the Letter of Intent dated March 8, 2011.

Please call should you have any questions.

1 **PU-11-114** Filed: 4/6/2011 Pages: 6
Corporate Papers

BILLINGS BISMARCK BOZEMAN HELENA KALISPELL

C R O W L E Y F L E C K P L L P

Vantage Pipeline US LP

Brian Bjella, Crowley Fleck

Very truly yours,

A handwritten signature in black ink, appearing to read 'B. R. Bjella', with a long horizontal flourish extending to the right.

BRIAN R. BJELLA

bw

Enc.

cc: David Schmunk (w/enc.)

David Coburn (w/enc.)

State of North Dakota

SECRETARY OF STATE



**CERTIFICATE OF FACT
OF
VANTAGE PIPELINE US LP**

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that VANTAGE PIPELINE US LP, a Delaware limited partnership, was filed in this office on April 1, 2011. The registration shall remain in force unless canceled.

Dated: April 4, 2011

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

Delaware

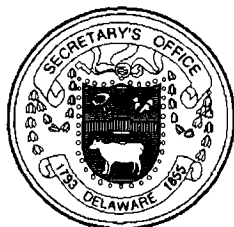
PAGE 1

The First State

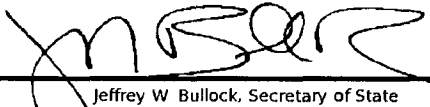
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "VANTAGE PIPELINE US LP", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2010, AT 3:26 O'CLOCK P.M.

4872807 8100

100914985



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8248953

DATE: 09-24-10

CERTIFICATE OF LIMITED PARTNERSHIP
OF
VANTAGE PIPELINE US LP

This Certificate of Limited Partnership of Vantage Pipeline US LP (the "Limited Partnership"), dated as of September 16, 2010, is being executed by the undersigned for the purpose of forming a limited partnership pursuant to Section 17-201 of the Delaware Revised Uniform Limited Partnership Act.

1. The name of the Limited Partnership is Vantage Pipeline US LP.
2. The address of the registered office of the Limited Partnership in Delaware is The Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The Limited Partnership's registered agent at that address is The Corporation Service Company.
3. The name and address of the general partner of the Limited Partnership is:

<u>NAME</u>	<u>ADDRESS</u>
Vantage Pipeline US GP LLC	c/o Mistral Energy Inc. 440, 521-3rd Avenue SW Calgary, Alberta T2P 3T3 Canada

IN WITNESS WHEREOF, the undersigned, the sole general partner of the Limited Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 16th day of September 2010.

GENERAL PARTNER:

VANTAGE PIPELINE US GP LLC

By: \s\ Robert Pritchard
Name: Robert Pritchard
Title: Authorized Person