

May 17, 2011

RECEIVED

MAY 19 2011

PUBLIC SERVICE COMMISSION

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

**RE: CERTIFICATE OF GOOD STANDING
OF PLAINS MARKETING – NORTH
DAKOTA INC.**

Dear Mr. Nitschke:

Enclosed herewith are the following:

1. Certified copy of the Certificate of Amendment of Certificate of Incorporation of Nexen Marketing U.S.A. Inc.; and
2. Certificate of Good Standing of Plains Marketing – North Dakota Inc.

Please consider this a supplement to the Joint Application of Whiting Oil and Gas Corporation and Plains All American Pipeline, LP for the Transfer of Certificate of Corridor Compatibility and Route Permit for a Transmission Facility.

Should you have any questions, please advise.

Sincerely,


LAWRENCE BENDER

LB/mpg
Enclosures

cc: Mr. John Morrison (via email w/enc.)

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Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North
Bismarck
58501-38

1

PU-11-568
Corporate Papers

Filed: 8/30/2011

Pages: 15

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 AMENDMENT OF "NEXEN MARKETING U.S.A. INC.", CHANGING ITS NAME FROM "NEXEN MARKETING U.S.A. INC." TO "PLAINS MARKETING - NORTH DAKOTA INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2011, AT 10:12 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2107815 8100

110021646

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8479035

DATE: 01-07-11

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
NEXEN MARKETING U.S.A. INC.**

The undersigned, Tim Moore, Secretary of Nexen Marketing U.S.A. Inc., a corporation existing under the laws of the State of Delaware (the "Corporation") does hereby certify as follows:

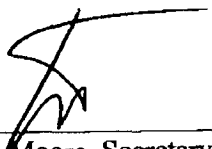
1. The name of the Corporation is Nexen Marketing U.S.A. Inc.
2. The Certificate of Incorporation, as amended, of the corporation is hereby amended by striking out the whole of Article 1., thereof as it now exists and substituting in lieu and instead of a new Article 1., reading as follows:

"1. The name of the Corporation is

PLAINS MARKETING -- NORTH DAKOTA INC."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware resolutions of the Board of Directors of the Corporation and resolutions of the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 7th day of January 2011.



Tim Moore, Secretary

*State of Delaware
Secretary of State
Division of Corporations
Delivered 10:49 AM 01/07/2011
FILED 10:12 AM 01/07/2011
SRV 110021646 - 2107815 FILE*

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

PLAINS MARKETING - NORTH DAKOTA INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that PLAINS MARKETING - NORTH DAKOTA INC. , a Delaware corporation, authorized to transact business in the State of North Dakota on February 13, 2002, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

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

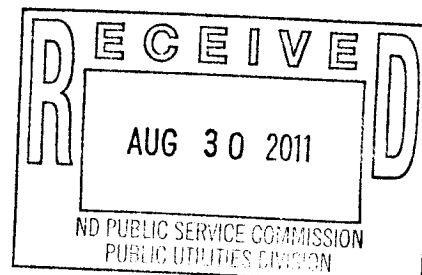
PLAINS MARKETING - NORTH DAKOTA INC.

Issued: May 16, 2011

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

Alvin A. Jaeger
Secretary of State

August 29, 2011



Ms. Cara DeSaye
ND Public Service Commission
600 E. Boulevard Ave., Dept. 408
Bismarck, North Dakota 58505-0408

**RE: PLAINS PIPELINE, L.P. -
Joint Application for the Transfer of
Certificate of Corridor Compatibility No.
109 and Route Permit No. 119**

Dear Ms. DeSaye:

Please find enclosed herewith for filing, a Certificate of Fact from the Secretary of State of Texas.

If you should have any questions, please advise.

Sincerely,



LAWRENCE BENDER

LB/mpg
Enclosure

4981821_1.DOC

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Conversion for Plains Pipeline, L.P. (file number 11400110), a Domestic Limited Partnership (LP), was filed in this office on November 16, 1998.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 25, 2011.

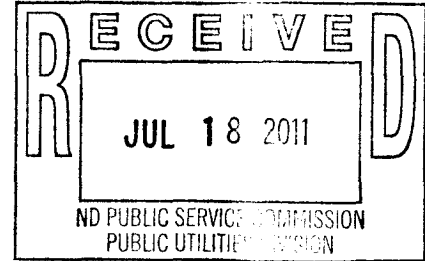


A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

July 15, 2011

Ms. Cara DeSaye
ND Public Service Commission
600 E. Boulevard Ave., Dept. 408
Bismarck, North Dakota 58505-0408



**RE: PLAINS PIPELINE, L.P.
JOINT APPLICATION FOR THE
TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO. 109
AND ROUTE PERMIT NO. 119**

Dear Ms. DeSaye:

Please find enclosed herewith for filing the following:

1. CERTIFICATE OF ACCOUNT STATUS; and
2. ARTICLES OF CONVERSION

If you should have any questions, please advise.

Sincerely,

A handwritten signature in black ink, appearing to read "Lawrence Bender".

LAWRENCE BENDER

LB/bh
Enclosures

4960131_1.DOC

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

June 24, 2011

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

PLAINS PIPELINE, L.P.

is, as of this date, in good standing with this office having no franchise
tax reports or payments due at this time. This certificate is valid through
the date that the next franchise tax report will be due August 15, 2011.

This certificate does not make a representation as to the status of the
entity's registration, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted
entity is subject to franchise tax as required by law. This certificate is
not valid for any other filing with the Texas Secretary of State.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 24th day of
June 2011 A.D.

A handwritten signature in cursive script that reads "Susan Combs".

Susan Combs
Texas Comptroller

Taxpayer number: 17605871858
File number: 0011400110

Form 05-304 (Rev. 12-07/17)



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Conversion for Plains Pipeline, L.P (file number 11400110), a Domestic Limited Partnership (LP), was filed in this office on November 16, 1998.

It is further certified that the entity status in Texas is in existence.

IT IS FURTHER CERTIFIED that a diligent search of the records of this office reveals that the following described documents are on file as of this date for such entity:

Articles Of Conversion	November 16, 1998
Articles of Merger	May 08, 2000
Articles of Merger	January 12, 2001
Amended Certificate of Limited Partnership	June 25, 2001
Amended Certificate of Limited Partnership	June 29, 2001
Change of Registered Agent/Office	August 15, 2001
Amended Certificate of Limited Partnership	January 12, 2004
Articles of Merger	February 27, 2004
Articles of Merger	April 01, 2004
Certificate of Assumed Business Name	April 02, 2004
Report Notice	January 21, 2005
Periodic Report	February 11, 2005
Change of Registered Agent/Office	December 01, 2006
Certificate of Assumed Business Name	February 02, 2007
Certificate of Merger	November 21, 2007
Certificate of Merger	July 01, 2008
Certificate of Merger	December 31, 2008
Certificate of Merger	December 31, 2008
Report Notice	October 20, 2009
Change of Office by Registered Agent	October 30, 2009
Notice of Forfeited Rights for non-filing of	November 30, 2009
Periodic Report	
Periodic Report	December 30, 2009

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 24, 2011.



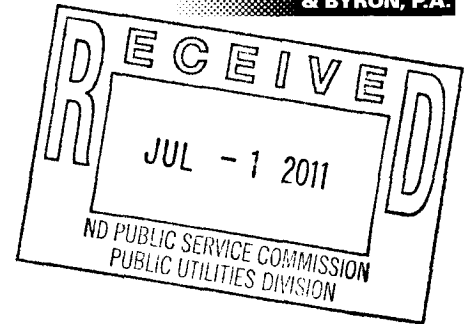
A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

Fredrikson & BYRON, P.A.

June 30, 2011

Ms. Cara DeSaye
ND Public Service Commission
600 E. Boulevard Ave., Dept. 408
Bismarck, North Dakota 58505-0408



**RE: PLAINS PIPELINE, L.P.
JOINT APPLICATION FOR THE
TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO. 109
AND ROUTE PERMIT NO. 119**

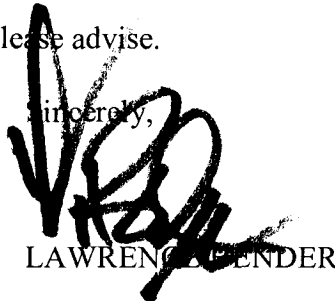
Dear Ms. DeSaye:

Please find enclosed herewith for filing the following:

1. CERTIFICATE OF ACCOUNT STATUS
2. CERTIFICATE OF FACT; and
3. ARTICLES OF CONVERSION

If you should have any questions, please advise.

Sincerely,



LAWRENCE LENDER

LB/bh
Enclosures

4952808_1.DOC

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
www.fredlaw.com

Fredrikson & Byron, P.A.
200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
SUSAN COMBS • COMPTROLLER • AUSTIN, TEXAS 78774

June 24, 2011

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Susan Combs, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the records of this office

PLAINS PIPELINE, L.P.

is, as of this date, in good standing with this office having no franchise
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GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 24th day of
June 2011 A.D.

A handwritten signature in black ink that reads "Susan Combs".

Susan Combs
Texas Comptroller

Taxpayer number: 17605871858
File number: 0011400110

Form 05-304 (Rev. 12-07/17)

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF FACT OF PLAINS PIPELINE, L.P.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that PLAINS PIPELINE, L.P., a Texas limited partnership, was filed in this office on April 27, 2000. The registration shall remain in force unless canceled.

Dated: June 24, 2011

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

Alvin A. Jaeger
Secretary of State



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Conversion for Plains Pipeline, L.P (file number 11400110), a Domestic Limited Partnership (LP), was filed in this office on November 16, 1998.

It is further certified that the entity status in Texas is in existence.

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Periodic Report	
Periodic Report	December 30, 2009

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Hope Andrade
Secretary of State

Office of the Secretary of State

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 24, 2011.



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Hope Andrade
Secretary of State