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August 19, 2013

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

In re: ONEOK Rockies Midstream, L.L.C.

Dear Mr. Nitschke:

Enclosed for filing are the original and ten copies of ONEOK Rockies Midstream, L.L.C.'s corporate papers.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,

John W. Morrison

bw
Enc.
cc: Michael Dailey

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ONEOK ROCKIES MIDSTREAM, L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE NINTH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "BPE ACQUISITION, LLC" TO "BEAR PAW ENERGY, LLC", FILED THE NINETEENTH DAY OF JANUARY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTIETH DAY OF JANUARY, A.D. 2000.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF DECEMBER, A.D. 2004, AT 3:49 O'CLOCK P.M.


CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 7:10 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BEAR PAW



3139589 8100H

130992883


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0667699

DATE: 08-15-13

Delaware

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The First State

ENERGY, LLC" TO "ONEOK ROCKIES MIDSTREAM, L.L.C.", FILED THE
TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2011, AT 12:20 O'CLOCK P.M.

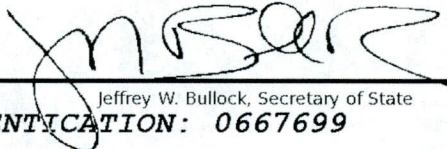
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "ONEOK ROCKIES MIDSTREAM,
L.L.C."



3139589 8100H

130992883

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0667699

DATE: 08-15-13

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION
of
BPE ACQUISITION, LLC

- **First:** The name of the limited liability company is BPE Acquisition, LLC.
- **Second:** The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
- **Third:** *(Use this paragraph only if the company is to have a specific effective date of dissolution.)* "The latest date on which the limited liability company is to dissolve is N/A.
- **Fourth:** *(Insert any other matters the members determine to include herein.)*

N/A

In Witness Whereof, the undersigned have executed this Certificate of Formation of BPE Acquisition, LLC this 9th day of December, 1999.

BY: Michael J. Wozniak
Authorized Person(s)

NAME: Michael J. Wozniak

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 12/09/1999
991529196 - 3139589

**CERTIFICATE OF MERGER
OF
BEAR PAW ENERGY INC.
INTO
BPE ACQUISITION, LLC**

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(a) Bear Paw Energy Inc., which is incorporated under the laws of the State of Colorado; and

(b) BPE Acquisition, LLC, which is a limited liability company formed under the laws of the State of Delaware.

2. An Agreement and Plan of Merger has been approved and executed by each of the aforesaid constituent entities in accordance with the provisions of Section 7-90-203 of the Colorado Revised Statutes, to wit, Bear Paw Energy Inc., in accordance with the laws of the state of its incorporation and Section 18-209 of the Delaware Limited Liability Company Act, to wit, BPE Acquisition, LLC in accordance with the laws of the state of its formation.

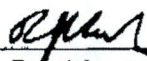
3. The name of the surviving entity is BPE Acquisition, LLC which will continue in existence as said surviving entity under the name "Bear Paw Energy, LLC" upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act and the Colorado Corporations and Associations Act.

4. The Agreement and Plan of Merger is on file at the principal office of the surviving entity located at 370 Seventeenth Street, Suite 2750, Denver, Colorado 80217.

5. A copy of the Agreement and Plan of Merger has been furnished to each member of the surviving entity and each shareholder of Bear Paw Energy Inc.

6. This merger shall be effective on January 20, 2000.

BEAR PAW ENERGY INC.

By: 
Title: President
ROBERT J. CLARK

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 01/19/2000
001028738 - 3139589

BPE ACQUISITION, LLC

By: Thomas J. Edelman
Title: Chairman

THOMAS J. EDELMAN

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION

OF

BEAR PAW ENERGY, LLC

Bear Paw Energy, LLC (hereinafter called the "company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is Bear Paw Energy, LLC.
2. The certificate of formation of the company is hereby amended by striking out Article 2 thereof and by substituting in lieu of said Article the following new Article:

"2. The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 9 East Lookerman Street, Dover, Delaware 19901."

Executed on September 20, 2001.

s\ Lori Pinder-Metz
Lori Pinder-Metz, Authorized Person

Certificate of Amendment to Certificate of Formation

of

BEAR PAW ENERGY, LLC

It is hereby certified that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is

BEAR PAW ENERGY, LLC

2. The certificate of formation of the limited liability company is hereby amended by striking out the statement relating to the limited liability company's registered agent and registered office and by substituting in lieu thereof the following new statement:

"The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808."

Executed on November 22, 2004.


Janet K. Place, Authorized Person

**STATE OF DELAWARE
CERTIFICATE OF CHANGE OF AGENT
AMENDMENT OF LIMITED LIABILITY COMPANY**

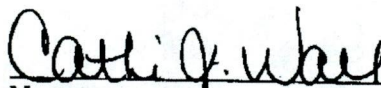
The limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the company is Bear Paw Energy, LLC

2. The Certificate of Formation of the company is hereby amended to change the name and address of the registered agent and the address of the registered office within the State of Delaware as follows:

National Registered Agents, Inc.
160 Greentree Drive, Suite 101
Dover, Delaware 19904
County of Kent

Executed on 12/18/09



Name: Cathi J. Wall
Title: Authorized Person

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF FORMATION
OF
BEAR PAW ENERGY, LLC

1. The name of the limited liability company (hereinafter called the "Limited Liability Company") is Bear Paw Energy, LLC.

2. The certificate of formation of the Limited Liability Company is hereby amended by striking out the FIRST article thereof in its entirety and by substituting in lieu of said article the following new article:

"FIRST: The name of the company is ONEOK Rockies Midstream, L.L.C."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of Bear Paw Energy, LLC as of the 21st day of September, 2011.

By: John W. Gibson
John W. Gibson, Chairman, President, Chief
Executive Officer and Authorized Person

