

November 9, 2012

VIA HAND DELIVERY

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

RECEIVED

NOV 09 13 2012

PUBLIC SERVICE COMMISSION

**RE: BASIN TRANSLOAD, LLC
CORPORATE PAPERS**

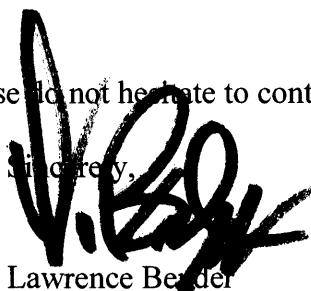
Dear Mr. Nitschke:

Enclosed for filing are an original and ten (10) copies of the following documents:

1. Certificate of Good Standing from the State of North Dakota; and
2. Articles of Organization of Pioneer TransLoading from the State of North Dakota.

Also enclosed herewith is a CD containing the enclosed documents and this letter in PDF format.

Should you have any questions, please do not hesitate to contact me.


Lawrence Bender

LB/jjj

Enclosures

cc: Patrick Fahn (via e-mail – w/enclosure)
Ray W. Sheldon (via e-mail – w/enclosure)

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PU-12-791
Corporate papers

Filed: 11/9/2012

Pages: 5

Basin Transload, LLC

5265987_1.DOC

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200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

BASIN TRANSLOAD, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BASIN TRANSLOAD, LLC, a North Dakota LIMITED LIABILITY COMPANY, was issued a certificate of organization which was effective on November 13, 2008 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 a North Dakota LIMITED LIABILITY COMPANY.

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

BASIN TRANSLOAD, LLC

Issued: November 05, 2012

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

Alvin Jaeger
Secretary of State

16,073,300 LLC

529559

ARTICLES OF ORGANIZATION
OF
PIONEER TRANSLOADING, LLC

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NOV 06 2008
SEC. OF STATE

The undersigned organizers, being natural persons 18 years of age or older, in order to form a limited liability company under the North Dakota Century Code, Chapter 10-32, hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of this Company is Pioneer Transloading, LLC.

ARTICLE II
REGISTERED OFFICE AND AGENT; PRINCIPAL EXECUTIVE OFFICE

The registered office and principal executive office of this Company is located at 4132 30th Avenue SW, Suite 100, Fargo, ND 58104. The name of the registered agent of this Company is David J. Hauff.

ARTICLE III
NAMES AND ADDRESSES OF ORGANIZERS

The name and address of the organizer of this Company is as follows:

David J. Hauff
4132 30th Avenue SW, Suite 100
Fargo, ND 58104

ARTICLE IV
DURATION; PURPOSES

Duration: Unless dissolved earlier according to law or otherwise extended according to law by amendment to these Articles, this Company shall exist for a period of thirty (30) years from and after the date these Articles of Organization are filed with the North Dakota Secretary of State.

Purposes: The purposes for which this Company is organized are:

To engage in transloading;

To engage in such other general business purposes or activities for which the Company can be lawfully organized under the laws of the State of North Dakota provided, however, that the Company shall not conduct farming or ranching operations as those terms are defined under Chapter 10-06.1, NDCC.

NORTH DAKOTA
Filed 11-13 2008
David J. Hauff
Secretary of State LF



ARTICLE V
CONTINUITY

Upon the occurrence of any event under Section 10-32-109, subdivision 1, clause (e), that terminates the continued membership of a member, the remaining members will have the power to avoid dissolution by giving dissolution avoidance consent.

ARTICLE VI
BUSINESS CONTINUATION AGREEMENT

The members of the Company shall have the power to enter into a business continuation agreement.

ARTICLE VII

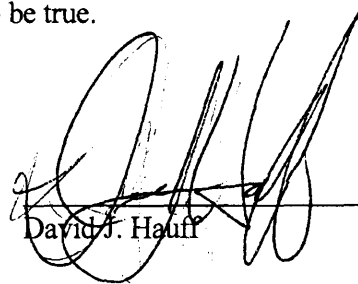
No member of this Company shall have any preemptive rights as provided in Section 10-32-37.

ARTICLE VIII
WRITTEN ACTIONS BY BOARD OF GOVERNORS

Any action required or permitted to be taken at a meeting of the Board of Governors of this Company not needing approval by the members, may be taken by written action signed by the number of governors that would be required to take such action at a meeting of the Board of Governors at which all governors are present.

I, the above named incorporator, say that I have read the foregoing Articles of Organization and know the contents thereof, and believe the statements made therein to be true.

Dated this 5th day of November, 2008.



David J. Hauff



**BUSINESS / FARM / PROFESSIONAL
LIMITED LIABILITY COMPANY
ARTICLES OF AMENDMENT**
SECRETARY OF STATE
SFN 58703 (07-2008)

FOR OFFICE USE ONLY

ID Number:	16073300 LLC	
WO Number:	532768	
Filed:	11-24-08	By: MDH

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NOV 19 2008
SEC. OF STATE

FILING FEE: \$50.00

TYPE OR PRINT LEGIBLY

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS.

1. The name of the limited liability company as reflected in the Articles of Organization on file with the Secretary of State Pioneer Transloading, LLC	2. Federal ID Number	3. Telephone Number
4. Complete mailing address of the principal place of business: (Street/RR, PO Box, City, State, Zip+4) 4132 30th Avenue SW, Suite 100, Fargo, ND 58104	5. Toll-Free Number	

6. The following amendment has been adopted pursuant to the provisions of the North Dakota Limited Liability Company Act, N.D.C.C., Chapter 10-32

Resolved, that the name of this limited liability company be changed from Pioneer Transloading, LLC, to Basin Transload, LLC; in this regard, Article I is hereby amended to read as follows:

**ARTICLE I.
NAME**

The name of this Company is Basin Transload, LLC.

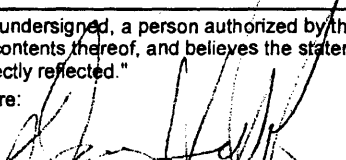
7. The manner in which an exchange, reclassification, division, combination, or cancellation of membership interests is effected

Membership interests not affected.

8. The amendment shall be effective: (check one)

When filed with the Secretary of State Later on _____ (month, day, year)

9. "The undersigned, a person authorized by the limited liability company to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 1 and 6 if not correctly reflected."

Signature:  Date: 11/24/08

10. Name of person to contact about this document David J. Hauff	E-Mail Address dhauff@andersonbotterell.com	Daytime Telephone number and extension, if any.
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