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August 12, 2013

*Via U.S. Mail*

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



In re: ONEOK Rockies Midstream, L.L.C./ONEOK Bakken Pipeline, L.L.C.  
Joint Application for Transfer of Certificate of Site  
Compatibility for Energy Conversion Facility  
Garden Creek - Riverview

Dear Mr. Nitschke:

Please find enclosed for filing one original and ten copies of ONEOK Rockies Midstream, L.L.C. and ONEOK Bakken Pipeline, L.L.C.'s Joint Application for a Transfer of Certificate of Site Compatibility for Transmission Facility to ONEOK Bakken Pipeline, L.L.C.

Please call should you have any questions. Thank you.

Sincerely,

John W. Morrison

lc  
enc.

cc: Pat Fahn  
Michael Dailey (via email)

**BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF NORTH DAKOTA**

ONEOK Rockies Midstream, L.L.C.'s )  
and ONEOK Bakken Pipeline, L.L.C.'s )  
Joint Application for a Transfer of )  
Certificate of Site Compatibility for )  
Transmission Facility Corridor No. 122 )  
And Route Permit No. 131 to )  
ONEOK Bakken Pipeline, L.L.C. )

Case No. \_\_\_\_\_

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**APPLICATION FOR TRANSFER OF  
CERTIFICATE OF SITE COMPATIBILITY FOR TRANSMISSION  
FACILITY CORRIDOR AND ROUTE PERMIT**

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Pursuant to North Dakota Century Code § 49-22-07 and North Dakota Administrative Code § 69-06-01-02(4), ONEOK Rockies Midstream, L.L.C. (“ORM”), formerly known as Bear Paw Energy LLC, and ONEOK Bakken Pipeline, L.L.C. (“OBP”) hereby make this Application for transfer of a Certificate of Site Compatibility for Energy Conversion Facility.

In Case No. PU-11-66, the Commission issued a Certificate of Site Compatibility for a Transmission Facility Corridor (Certificate No. 122) and a Route Permit (Permit No. 131) to Bear Paw Energy, LLC for the construction of a 10 inch pipeline in McKenzie County, North Dakota for the transmission of natural gas liquids from the Garden Creek Gas Plant to a point on the North Dakota/Montana border (the “Pipeline”). As evidenced by the Amended Certificate of Authority attached as Exhibit A, Bear Paw Energy, LLC has changed its name to ONEOK Rockies Midstream, L.L.C.

ORM has now entered into an Asset Purchase Agreement providing for the transfer of the pipeline constructed pursuant to Certificate No. 122 and Permit No. 131 and all associated

permits and authorizations to OBP. Accordingly, ORM and OBP jointly request that the commission transfer Certificate No. 122 and Permit No. 131 to OBP, whose address is 100 West Fifth Street, Tulsa, Oklahoma 7103.

Attached hereto as Exhibit B is a Certificate of Authority of ONEOK Bakken Pipeline, L.L.C. as issued by the North Dakota Secretary of State, evidencing the limited liability company's registration to do business in the State of North Dakota.

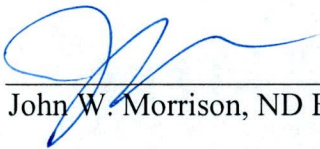
OBP agrees to comply with the terms and conditions of all Commission orders pertaining to the Pipeline, as issued to ORM.

Pursuant to NDAC § 69-06-01-02(4) and North Dakota Century Code § 49-22-13(2), the Commission, upon the determination that this application is complete, shall publish a notice of opportunity for a public hearing in the official newspaper of Williams County, North Dakota. ORM and OBP respectfully request that the record made at the formal hearing held in Case No. PU-11-66, including the testimony of ORM representatives regarding the construction and operation of the Pipeline, be incorporated into the record in this case and thereby eliminate any need for a hearing in this case if none is requested by an interested person for good cause shown.

WHEREFORE, ORM and OBP hereby respectfully request that this transfer be approved and that the Commission reissue a Certificate of Site Compatibility for Transmission Facility Corridor and Route Permit for the Pipeline to OBP.

Dated this 12<sup>th</sup> day of August, 2013.

CROWLEY FLECK PLLP  
Attorneys for Applicants  
400 East Broadway, Suite 600  
Post Office Box 2798  
Bismarck, North Dakota 58502-2798  
Phone: 701-223-6585

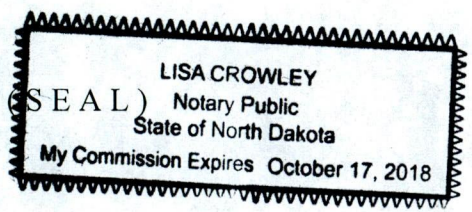
By:   
John W. Morrison, ND Bar ID #03502

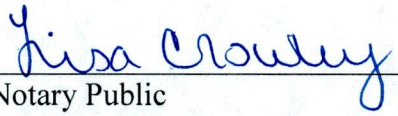
STATE OF NORTH DAKOTA     )  
  )SS.  
COUNTY OF BURLEIGH     )

John W. Morrison, being separately sworn, deposes and states that he has read the above and foregoing Application, that he knows the contents thereof, and that the same is true of his own personal knowledge.

  
JOHN W. MORRISON

Subscribed and sworn to this 12<sup>th</sup> day of August, 2013.



  
Notary Public  
Burleigh County, North Dakota  
My Commission Expires: \_\_\_\_\_

# *State of North Dakota*

## SECRETARY OF STATE



### AMENDED CERTIFICATE OF AUTHORITY OF

BEAR PAW ENERGY, LLC

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

BEAR PAW ENERGY, LLC

for an Amended 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 Amended Certificate of Authority to

ONEOK ROCKIES MIDSTREAM, L.L.C.  
under the name of  
ONEOK ROCKIES MIDSTREAM, L.L.C.

Issued: October 28, 2011

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

Alvin A. Jaeger  
Secretary of State

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF AUTHORITY OF

ONEOK BAKKEN PIPELINE, L.L.C.  
Secretary of State ID#: 33,799,300

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

ONEOK BAKKEN PIPELINE, L.L.C.

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

ONEOK BAKKEN PIPELINE, L.L.C.

to transact business in this State under the name of

ONEOK BAKKEN PIPELINE, L.L.C.

Issued: March 15, 2013

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

Alvin A. Jaeger  
Secretary of State