

November 6, 2013

VIA HAND DELIVERY

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



**RE: BASIN TRANSLOAD, LLC AND
TESORO HIGH PLAINS PIPELINE
COMPANY LLC — TRANSFER OF
CERTIFICATE OF CORRIDOR
COMPATIBILITY AND ROUTE
PERMIT
CASE NUMBER PU-13-___**

Dear Mr. Nitschke:

Enclosed for filing, please find an original and ten (10) copies of the following documents in support of Basin Transload, LLC and Tesoro High Plains Pipeline Company LLC's Joint application for transfer of Certificate of Corridor Compatibility and Route Permit:

1. Joint Application of Basin Transload, LLC and Tesoro High Plains Pipeline Company LLC, for Transfer of Certificate of Corridor Compatibility and Route Permit;
2. Affidavit of Greg Henderson;
3. Certificate of Good Standing for Tesoro High Plains Pipeline, LLC, issued by North Dakota Secretary of State; and
4. Certificate of Good Standing for Basin Transload, LLC, issued by North Dakota Secretary of State.

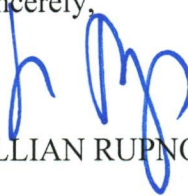
Also enclosed is a CD containing the above-referenced document in PDF format.

If you should have any questions, please advise.

Attorneys & Advisors
main 701.221.4020
fax 701.221.4040
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Fredrikson & Byron, P.A.
200 North Tenth Street, Suite 1000
Bismarck, North Dakota 58501-3879

Sincerely,



JILLIAN RUPNOW

Enclosures

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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE JOINT
APPLICATION OF BASIN TRANSLOAD,
LLC AND TESORO HIGH PLAINS
PIPELINE COMPANY LLC, FOR A
TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO. 145
AND ROUTE PERMIT NO. 157 FOR THE
OPERATION OF AN APPROXIMATELY 4-
MILE-LONG 10-INCH CRUDE OIL
PIPELINE AND ASSOCIATED FACILITIES
IN MERCER COUNTY, NORTH DAKOTA

CASE NO. PU-13-___

**Joint Application of Basin Transload, LLC and Tesoro High Plains Pipeline Company
LLC, for Transfer of Certificate of Corridor Compatibility and Route Permit**

Pursuant to Chapter 49-22 of the North Dakota Century Code, Article 69-06 of the North Dakota Administrative Code, and Section 69-02-02-04 of the North Dakota Administrative Code, Basin Transload, LLC (“Basin Transload”) and Tesoro High Plains Pipeline Company, LLC (“Tesoro”) (hereinafter collectively referred to as “Applicants”), respectfully submit this Joint Application (“Application”) for the Transfer of Certificate of Corridor Compatibility No. 145 (“Certificate”) and Route Permit No. 157 (“Route Permit”) to Tesoro. The Certificate and Route Permit were originally issued by the North Dakota Public Service Commission (“Commission”) to Basin Transload in Case No. PU-12-675.

I. Statutory Authority.

Transfer of a certificate of corridor compatibility and a route permit are authorized under Section 49-22-13(2) of the North Dakota Century Code and Section 69-06-01-02(4) of the North Dakota Century Code. Pursuant to these provisions, the Commission is not required to hold a public hearing on an application for such transfer unless, following publication of a notice of opportunity for a public hearing in the official newspaper of each county in which a portion of

the facility is located, there is both a request by an interested person and a showing of good cause.

II. Background.

Pursuant to the Commission's Findings of Fact, Conclusions of Law, and Order dated September 25, 2013, in Case No. PU-12-675, the Commission approved the issuance of the Certificate and Route Permit to Basin Transload for the construction of a pipeline project (the "Project") in Mercer County, North Dakota.

III. Application for Transfer of Certificate and Route Permit.

Applicants now respectfully submit this Application for the transfer of the Certificate and Route Permit to Tesoro. In support thereof, Applicants state as follows:

1. Basin Transload is a Delaware limited liability company, and is authorized to do business in the State of North Dakota. In accordance with Section 69-02-02-04(3)(c) of the North Dakota Administrative Code, Basin Transload's corporate documents were filed with the Commission on November 9, 2012 in Case No. PU-12-791, and an original Certificate of Good Standing, issued by the Secretary of State for the State of North Dakota, is enclosed herewith.

2. Tesoro High Plains Pipeline Company, LLC is a Delaware limited liability company with its principal office in San Antonio, Texas, and is authorized to do business in the State of North Dakota. In accordance with Section 69-02-02-04(3)(c) of the North Dakota Administrative Code, Tesoro's corporate documents were filed with the Commission on April 1, 2011 in Case No. PU-11-229, and an original Certificate of Good Standing, issued by the Secretary of State for the State of North Dakota, is enclosed herewith.

3. The Certificate and Route Permit were issued to Basin for the Project, which consists of approximately four miles of ten-inch crude oil pipeline connecting the Tesoro High

Plains Pipeline at Tesoro's North Knife River valve station to Basin Transload's Republic Transloading Site near Zap, North Dakota (the "Pipeline"), all located in Mercer County, North Dakota (Case No. PU-12-675).

4. The Pipeline will be constructed by Basin Transload. Basin Transload intends to transfer ownership of the Pipeline to Tesoro following construction. Tesoro will operate the Pipeline.

5. Tesoro agrees to assume the rights and obligations of the Certificate and Route Permit, as well as the conditions and limitations set forth in the Commission's Findings of Fact, Conclusions of Law, and Order, dated September 25, 2013, issuing the Certificate and Route Permit. *See* Affidavit of Greg Henderson dated October 31, 2013, provided herewith.

6. Pursuant to the Application, Applicants seek the transfer of the Certificate and Route Permit to Tesoro.

WHEREFORE, Applicants respectfully request that the Commission, following publication of a notice of opportunity for a public hearing in the official newspaper in Mercer County and, unless there is both a request by an interested person and a showing of good cause:

1. Grant a transfer of the Certificate and Route Permit to Tesoro; and
2. Grant such other relief as the Commission shall deem appropriate.

Dated this 6th day of November, 2013.

FREDRIKSON & BYRON, P.A.

By 

LAWRENCE BENDER, ND Bar #03908

JILLIAN RUPNOW, ND Bar #06937

Attorneys for Basin Transload, LLC

200 North 3rd Street, Suite 150

P. O. Box 1855

Bismarck, ND 58501-1855

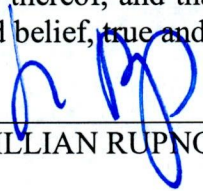
Telephone: (701) 221-4020

Facsimile: (701) 221-4040

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

JILLIAN RUPNOW, of lawful age, being first duly sworn, on oath deposes and says:

That she is one of the attorneys for Applicant in the foregoing application; that she executed the foregoing application for and on behalf of said Applicant and as its said attorney that she has read said application and knows the contents thereof, and that the statements made and contained therein are, to the best of her knowledge and belief, true and correct.



JILLIAN RUPNOW

Subscribed and sworn to before me this 6th day of November, 2013.

JENNIFER J JOHNSON
Notary Public
State of North Dakota
My Commission Expires March 3, 2017



Notary Public
My Commission Expires:

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

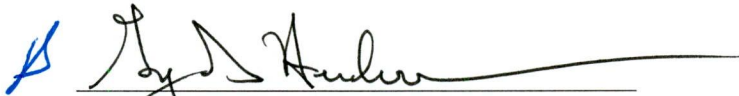
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IN MERCER COUNTY, NORTH DAKOTA

CASE NO. PU-13-___

Affidavit of Greg Henderson

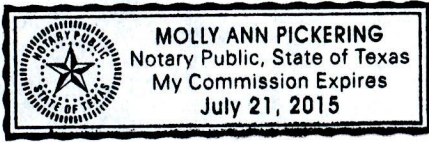
STATE OF TEXAS)
) ss.
COUNTY OF BEXAR)

1. I am an officer of Tesoro High Plans Pipeline Company LLC, as Assistant Vice President, with authority to bind Tesoro High Plans Pipeline Company LLC to requirements to be set forth by the Commission in its Order, and I make this affidavit on the basis of my own personal knowledge and belief as to the matters contained herein.
2. I am familiar with the Commission's Findings of Fact, Conclusions of Law, and Order, dated September 25, 2013, and with Certificate of Corridor Compatibility No. 145 and Route Permit No. 157 (Case No. PU-12-675).
3. Tesoro High Plains Pipeline Company LLC, agrees to assume the rights and obligations of Certificate of Corridor Compatibility No. 145 and Route Permit No. 157, including the conditions and limitations set forth in the Commission's Findings of Fact, Conclusions of Law, and Order, dated September 25, 2013, issuing said Certificate and Route Permit (Case No. PU-12-675).

bmm 

Greg Henderson, Assistant Vice
President, Tesoro High Plains Pipeline
Company LLC

Subscribed and sworn to this 31st day of October, 2013.



Molly Ann Pickering

Notary Public

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State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

TESORO HIGH PLAINS PIPELINE COMPANY LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that TESORO HIGH PLAINS PIPELINE COMPANY LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on August 1, 2001, 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 FOREIGN 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

TESORO HIGH PLAINS PIPELINE COMPANY LLC

Issued: November 06, 2013

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 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 FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota 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 FOREIGN 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 06, 2013

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

Alvin A. Jaeger
Secretary of State