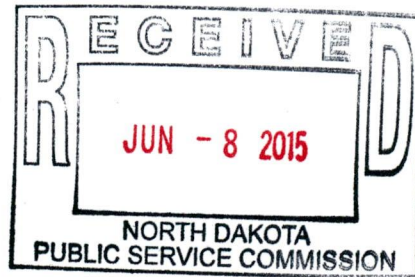


June 8, 2015

VIA HAND DELIVERY

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



**RE: Sacagawea Pipeline Company,
LLC — Case No. PU-15-115**

Dear Mr. Nitschke:

Please find enclosed herewith for filing an original and ten (10) copies of the Certificate of Authority of Sacagawea Pipeline Company, LLC from the North Dakota Secretary of State. Eleven (11) copies of the Certificate of Authority Foreign Limited Liability Company Application and corresponding Certificate of Good Standing of Sacagawea Pipeline Company, LLC from the Delaware Secretary of State are also included for filing.

Also enclosed herewith is a CD containing the above-referenced documents in electronic format. Should you have any questions, please advise.

Sincerely,

A large, stylized handwritten signature in blue ink, appearing to read "LB".

LAWRENCE BENDER

LB/dmk
Enclosures

cc: Jason Stelzer (via e-mail)
Julie Prescott (via e-mail)

Attorneys & Advisors
main 701.221.8700
fax 701.221.8750
www.fredlaw.com

Fredrikson & Byron, P.A.
1133 College Drive
Bismarck, North Dakota
58501-1215

56092625_1.docx

MEMBER OF THE WORLD SERVICES GROUP
A Worldwide Network of Professional Service Providers

OFFICES:
Minneapolis / Bismarck

2 PU-15-115 Filed: 6/8/2015 Pages: 4
Certificate of Authority

Sacagawea Pipeline Company, LLC

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

SACAGAWEA PIPELINE COMPANY, LLC
Secretary of State ID#: 37,874,700

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

SACAGAWEA PIPELINE COMPANY, LLC

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

SACAGAWEA PIPELINE COMPANY, LLC

to transact business in this State under the name of

SACAGAWEA PIPELINE COMPANY, LLC

Issued: June 2, 2015

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

Alvin A. Jaeger
Secretary of State



CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION
 RECEIVED
 SECRETARY OF STATE
 SFN 19381 (10-2012)

MAY 22 2015



FOR OFFICE USE ONLY

System ID Number	37.874.700FLC	
WO Number	1288412	
Filed	6-2-15	By TW

1. The application is accompanied by the following:
- *Filing fee of \$135
 - *Current CERTIFICATE OF GOOD STANDING or CERTIFICATE OF EXISTENCE duly authenticated by the organizing officer of the state or country of organization

SEC. OF STATE

- Certification of professional license
- Signed Consent to Use Business Name and fee of \$10
- Trade Name Registration and fee of \$25

SEE INSTRUCTIONS FOR FEES, FILING AND MAILING INFORMATION

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code Sections 10-31-01, 10-31-13.1 and 10-32-138.

2. Type of Limited Liability Company Applying for Certificate of Authority (check one)		3. Federal ID Number
<input checked="" type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional		N/A
4. Name of Limited Liability Company EXACTLY as it appears on Certificate of Good Standing from State or Country of Origin Sacagawea Pipeline Company, LLC		
5. If applicable, provide the trade name and complete the Trade Name Registration form if selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its name is the same or deceptively similar to a name already registered, and the limited liability company is unable to obtain Consent to Use Business Name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a name <u>other than its limited liability company name.</u>		
6. Complete Address of Principal Executive Office (Street/RR, PO Box, City, State, ZIP+4) which may not be only a post office box 545 East John Carpenter Freeway, Suite 800, Irving TX 75062		
7. State or Country Where Organized Delaware	8. Limited Liability Company Will Expire in State or Country of Origin (check one) <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Expires - Specify Date (mm/dd/yyyy):	
9. Telephone Number (214) 373-4300	10. Toll-free Telephone Number	
11A. Name of <u>Commercial</u> Registered Agent in <u>North Dakota</u> C T Corporation System		11B. Name of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> OR
11C. Address of <u>Noncommercial</u> Registered Agent in <u>North Dakota</u> (Street/RR, PO Box, City, State, ZIP+4) May not be only a post office box.		
12. Nature of Business or Activities the Limited Liability Company Intends to Conduct in North Dakota Development and construction of crude oil pipeline facility to transport crude oil.		
13. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY		
MANAGERS	Check box if Manager also serves as Governor	COMPLETE MAILING ADDRESS
	<input type="checkbox"/>	Street/RR PO Box City State ZIP+4
	<input type="checkbox"/>	
	<input type="checkbox"/>	
	<input type="checkbox"/>	
MANAGING MEMBER Paradigm Pipeline, LLC		545 E. John Carpenter Freeway, Suite 800, Irving TX 75062
MANAGING MEMBER Grey Wolf Midstream, LLC		330 Main Street, P.O. Box 193, New Town, ND 58763
If needed, attach sheet to add names of additional managers or governors.		

14. "The undersigned has read the foregoing application, knows the contents, and believes the statements to be true. I further authorize the Secretary of State to correct numbers 4, 7, 11A, 11B, and 11C if not correctly reflected. I understand that if I make a false statement in this document, I may be subject to criminal penalties."

Signature <i>Troy Andrews</i>	by Troy Andrews, President of Paradigm Pipeline, LLC	Date 05/20/2015
15. Name of Person to Contact about this Document M. Louise Mousseau	Email Address mlmousseau@hollandhart.com	Daytime Telephone Number and Extension, if any (303) 295-8363

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SACAGAWEA PIPELINE COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MAY, A.D. 2015.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5590519 8300

150727414

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2396385

DATE: 05-20-15