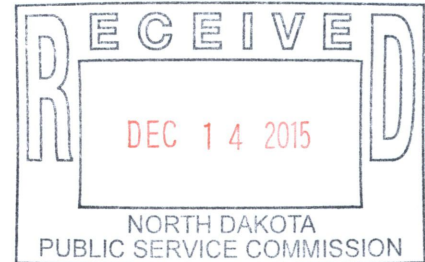


December 14, 2015

VIA HAND DELIVERY

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



**RE: HILAND OPERATING, LLC &
HILAND PARTNERS HOLDINGS LLC
– TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY AND
ROUTE PERMIT APPLICATION
CASE NO. PU-15-_____**

Dear Mr. Nitschke:

Enclosed for filing, please find an original and ten (10) copies of the following documents in support of Hiland Operating, LLC & Hiland Partners Holdings LLC's Application for Transfer of Certificate of Corridor Compatibility and Route Permit:

1. Application for Transfer of Certificate of Corridor Compatibility and Route Permit from Hiland Operating, LLC to Hiland Partners Holdings LLC issued in Case No. PU-12-190;
2. Certificate of Merger from the State of Delaware merging Hiland Operating, LLC with Hiland Partners Holdings LLC;
3. Certificate of Good Standing of Hiland Partners Holdings LLC, issued by the North Dakota Secretary of State; and
4. Affidavit of William E. Wolf.

Also enclosed is a CD containing the above-referenced documents in PDF format, along with a filing fee in the amount of \$5,000.00 pursuant to Sections 49-22-22(1)(d) and (f) of the North Dakota Century Code.

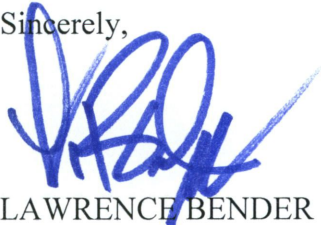
Attorneys & Advisors
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Fredrikson & Byron, P.A.
1133 College [1
Bismarck, North
58501-1215

PU-15-794 Filed: 12/14/2015 Pages: 13
**Application for Transfer of Certificate of Corridor
Compatibility and Route Permit**

If you should have any questions, please advise.

Sincerely,

A handwritten signature in blue ink, appearing to read 'LAWRENCE BENDER', with a stylized flourish extending to the right.

LAWRENCE BENDER

LB/ber
Enclosures

cc: Bill Wolf

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BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE APPLICATION
OF HILAND OPERATING, LLC AND
HILAND PARTNERS HOLDINGS LLC FOR
A TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO. 149
AND ROUTE PERMIT NO. 160 FOR THE
OPERATION OF A 6-INCH NATURAL GAS
PIPELINE IN DIVIDE AND BURKE
COUNTIES, NORTH DAKOTA

CASE NO. PU-15-___

**APPLICATION 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, Hiland Partners Holdings LLC (“Hiland Partners”), successor by merger to Hiland Operating, LLC (“Hiland Operating”) (hereinafter collectively referred to as “Applicants”), respectfully submit this Application (“Application”) for the Transfer of Certificate of Corridor Compatibility No. 149 (“Certificate”) and Route Permit No. 160 (“Route Permit”) from Hiland Operating to Hiland Partners. The Certificate and Route Permit were originally issued by the North Dakota Public Service Commission (“Commission”) to Hiland Operating in Case No. PU-12-190.

I. Statutory Authority.

Transfer of a certificate of corridor compatibility and a route permit are authorized under Section 49-22-07 of the North Dakota Century Code and Section 69-06-01-02(4) of the North Dakota Administrative Code. Pursuant to these provisions and North Dakota Century Code Section 49-22-13(2), 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. However, based on the nature of this transfer from Hiland Operating to Hiland Partners simply through merger of the entities, the Applicants request that the Commission waive any notice and opportunity for hearing requirement and simply reissue the Certificate and Route Permit to Hiland Partners.

II. Background.

Pursuant to the Commission's Findings of Fact, Conclusions of Law and Order dated December 18, 2013, in Case No. PU-12-190, the Commission approved the issuance of the Certificate and Route Permit to Hiland Operating for the construction of a natural gas pipeline (the "Project") in Divide and Burke Counties, North Dakota. The approved Project includes approximately 6 miles of 6-inch underground natural gas pipeline.

The approximately 6-mile-long pipeline originates at the Norse Gas Plant in Divide County, and terminates at a WBI Energy Transmission, Inc. transmission pipeline tie-in in Burke County, North Dakota. The Project utilizes 6-inch diameter steel pipe, with a maximum operating pressure of 1,200 pounds of pressure per square inch gauge. The maximum capacity is 20 million cubic feet per day. Aboveground facilities include block valves, pig launching and receiving stations, rectifiers, and pipeline markers. The Project provides an additional means of transporting Bakken and Three Forks natural gas to WBI Energy Transmission, Inc.'s transmission line, from which the gas can be transported to key markets within the United States.

III. Application for Transfer of Certificate and Route Permit.

The Applicants are requesting the transfer from Hiland Operating to Hiland Partners of the Certificate and Route Permit based on the merger of Hiland Operating with Hiland Partners since the issuance of the Certificate and Route Permit. Specifically, in July of 2015, Hiland

Operating, LLC, merged with and into Hiland Partners Holdings LLC. A copy of the Certificate of Merger from the State of Delaware merging Hiland Operating with Hiland Partners is enclosed herewith. *See* Exhibit A.

In accordance with Section 69-02-02-04(3)(c) of the North Dakota Administrative Code, Hiland Operating's corporate documents were filed with the Commission on October 28, 2010, and December 14, 2010, in Case No. PU-10-618.

As evidenced by the Certificate of Merger, Hiland Partners is a Delaware limited liability company. Hiland Partners is also authorized to do business in the State of North Dakota. Enclosed herewith as Exhibit B is a Certificate of Good Standing issued by the North Dakota Secretary of State for Hiland Partners.

Hiland Partners 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 December 18, 2013, issuing the Certificate and Route Permit. *See* Affidavit of William E. Wolf, provided herewith.

WHEREFORE, Applicants respectfully request that the Commission:

1. Waive any notice of opportunity for a public hearing unless the Commission deems there is good cause to issue such notice;
2. Grant a transfer of the Certificate and Route Permit to Hiland Partners Holdings LLC; and
3. Grant such other relief as the Commission shall deem appropriate.

Dated this 14th day of December, 2015.

FREDRIKSON & BYRON, P.A.

By 

LAWRENCE BENDER, ND Bar #03908
DANIELLE M. KRAUSE, ND Bar #06874
Attorneys for Hiland Partners Holdings LLC
1133 College Drive, Suite 1000
Bismarck, ND 58501-1215
Telephone: (701) 221-8700

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HILAND OPERATING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HILAND PARTNERS HOLDINGS LLC" UNDER THE NAME OF "HILAND PARTNERS HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JULY, A.D. 2015, AT 5:37 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE SIXTEENTH DAY OF JULY, A.D. 2015, AT 11:59 O'CLOCK P.M.



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151060364

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2565050

DATE: 07-17-15

EXHIBIT A

**CERTIFICATE OF MERGER
OF
HILAND OPERATING, LLC
a Delaware limited liability company**

WITH AND INTO

**HILAND PARTNERS HOLDINGS LLC
a Delaware limited liability company**

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA")

Hiland Partners Holdings LLC, a Delaware limited liability company (the "Company"), hereby certifies to the following facts relating to the merger of Hiland Operating, LLC, a Delaware limited liability company, with and into the Company (the "Merger").

First: The name and jurisdiction of formation or organization of each of the entities that is a constituent entity to the Merger are:

<u>Name</u>	<u>State</u>
Hiland Operating, LLC	Delaware
Hiland Partners Holdings LLC	Delaware

Second: A Plan of Merger dated July 16, 2015 (the "Plan of Merger") has been approved and executed by each of the constituent entities to the Merger.

Third: The name of the surviving limited liability company (the "Surviving LLC") is Hiland Partners Holdings LLC, a Delaware limited liability company.

Fourth: The Merger shall be effective at 11:59 p.m. on July 16, 2015.

Fifth: An executed copy of the Plan of Merger is on file at the place of business of the Surviving LLC located at 1001 Louisiana Street, Suite 1000, Houston, Texas 77002.

Sixth: A copy the Plan of Merger will be furnished by the Surviving LLC upon request and without cost to any member of any of the constituent entities to the Merger.

Seventh: The Surviving LLC agrees to be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate; irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and process shall be mailed to the Surviving LLC by the Secretary of State at 1001 Louisiana Street, Suite 1000, Houston, Texas 77002, Attention: General Counsel.

* * * * *

IN WITNESS WHEREOF, this Certificate of Merger has been executed by a duly authorized officer of the Company, on this 16th day of July, 2015.

HILAND PARTNERS HOLDINGS LLC

By: Adam S. Forman
Adam S. Forman
Vice President www

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

HILAND PARTNERS HOLDINGS LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that HILAND PARTNERS HOLDINGS LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on August 24, 2011, 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

HILAND PARTNERS HOLDINGS LLC

Issued: November 06, 2015

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

Alvin A. Jaeger
Secretary of State

EXHIBIT B

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE APPLICATION
OF HILAND OPERATING, LLC AND
HILAND PARTNERS HOLDINGS LLC FOR
A TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO. 149
AND ROUTE PERMIT NO. 160 FOR THE
OPERATION OF A 6-INCH NATURAL GAS
PIPELINE IN DIVIDE AND BURKE
COUNTIES, NORTH DAKOTA

CASE NO. PU-15-___

Affidavit of William E. Wolf

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

1. I am Assistant General Counsel for Kinder Morgan, Inc., with authority to bind Hiland Partners Holdings LLC to requirements to be set forth by the North Dakota Public Service Commission ("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 December 18, 2013, and with Certificate of Corridor Compatibility No. 149 and Route Permit No. 160 (Case No. PU-12-190).
3. Hiland Partners Holdings LLC agrees to assume the rights and obligations of Certificate of Corridor Compatibility No. 149 and Route Permit No. 160, including the conditions and limitations set forth in the Commission's Findings of Fact, Conclusions of Law and Order, dated December 18, 2013, issuing said Certificate and Route Permit (Case No. PU-12-190).

Dated this 8th day of December, 2015.



**William E. Wolf – Assistant General Counsel
Kinder Morgan, Inc. on behalf of Hiland
Partners Holdings LLC**

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

Subscribed and sworn to before me this 8th day of December, 2015.

Leslie Ellison Fink
Notary Public



My Commission Expires: 8-26-17

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