

April 21, 2017

**HAND DELIVERED**

Mr. Darrell Nitschke  
Executive Secretary  
North Dakota Public Service Commission  
600 East Boulevard Avenue, Dept. 408  
Bismarck, ND 58505-4080

**RE: Whiting Oil and Gas Corporation and  
QEP Field Services, LLC –  
Case Number PU-17-\_\_\_**

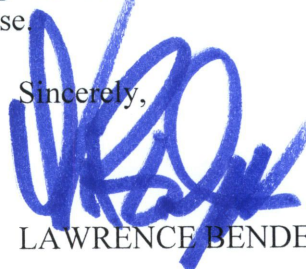
Dear Mr. Nitschke:

Enclosed for filing, please find an original and ten (10) copies of the following in connection with the Joint Application of Whiting Oil and Gas Corporation and QEP Field Services, LLC for a transfer of Certificate of Corridor Compatibility No. 124 and Route Permit No. 133:

1. Joint Application for Transfer of Certificate of Corridor Compatibility No. 124 and Route Permit No. 133;
2. Exhibit A;
3. Exhibit B;
4. Exhibit C;
5. Exhibit D; and
6. Affidavit of James Sanford.

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

Sincerely,



LAWRENCE BENDER

LB/ber  
Enclosures  
cc: John Morrison (via e-mail)

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

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

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**PU-17-157** Filed: 4/21/2017 Pages: 24  
**Joint application for transfer of certificate of corridor  
compatibility and route permit**

Whiting Oil and Gas Corporation / QEP Field Services, LLC  
Lawrence Bender, Fredrikson&Byron, P.A.

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF NORTH DAKOTA

IN THE MATTER OF THE JOINT  
APPLICATION OF WHITING OIL  
AND GAS CORPORATION AND QEP  
FIELD SERVICES, LLC FOR A  
TRANSFER OF CERTIFICATE OF  
CORRIDOR COMPATIBILITY NO.  
124 AND ROUTE PERMIT NO. 133

CASE NO. PU-17-\_\_\_\_

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**JOINT APPLICATION FOR TRANSFER OF CERTIFICATE OF CORRIDOR  
COMPATIBILITY NO. 124 AND ROUTE PERMIT NO. 133**

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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, Whiting Oil and Gas Corporation (“Whiting”) and QEP Field Services, LLC (“QEP”) (hereinafter collectively referred to as “Applicants”), respectfully submit this Application (“Application”) for the Transfer of Certificate of Corridor Compatibility No. 124 (“Certificate”) and Route Permit No. 133 (“Route Permit”) from Whiting to QEP. The Certificate and Route Permit were originally issued by the North Dakota Public Service Commission (“Commission”) to Whiting in Case No. PU-11-102. *See* Case No. PU-11-102, Docket No. 37.

**I. Statutory Authority.**

Transfer of a certificate of corridor compatibility and a route permit is 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 there is both a request by an interested person and a showing of good cause.

**II. Background.**

Pursuant to the Commission's Order dated October 19, 2011, in Case No. PU-11-102, the Commission approved the issuance of the Certificate and Route Permit to Whiting for the construction, operation, and maintenance of a crude oil pipeline project (the "Project"). The Project includes approximately 6.8 miles of 8-inch diameter pipeline used to transport crude oil from a central storage location in Stark County, North Dakota, to an interconnection with the Skunk Hill Pipeline Station in Billings County, North Dakota.

**III. Application for Transfer of Corridor Compatibility and Route Permit.**

Applicants now respectfully request the transfer of the Certificate and Route Permit from Whiting to QEP. In support thereof, Applicants state as follows:

1. Whiting is a Delaware corporation with its principal office in Denver, Colorado, and is authorized to do business in the State of North Dakota. In accordance with N.D. Admin. Code § 69-02-02-04(3)(c), Whiting's corporate documents were previously filed with the Commission in Case No. PU-11-118, a copy of which is provided herewith as **Exhibit A.**

2. QEP is a Delaware limited liability company with its principal office in San Antonio, Texas, and is authorized to conduct business in the State of North Dakota. In accordance with N.D. Admin. Code § 69-02-02-04(3)(c), the corporate documents of QEP are enclosed herewith. A copy of the Certificate of Formation from the State of Delaware is attached hereto as **Exhibit B.** A Certificate of Good Standing from the Secretary of State for the State of North Dakota is attached hereto as **Exhibit C.** A Certificate of Good Standing from the Secretary of State for the State of Delaware is attached hereto as **Exhibit D.**

3. On October 19, 2011, the Certificate and Route Permit were issued to Whiting in Case No. PU-11-102.

4. On January 1, 2017, Whiting and QEP consummated a transaction whereby QEP purchased certain oil and gas facilities located in Billings and Stark Counties, North Dakota, including the Project.

5. QEP agrees to assume the rights and obligations of the Certificate and Route Permit, as well as the conditions and limitations set forth in the Findings of Fact, Conclusions of Law and Order, dated October 19, 2011, issuing the Certificate and Route Permit. *See* Affidavit of James Sanford, provided herewith.

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

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

1. Grant, without a public hearing, a transfer of Certificate of Corridor Compatibility No. 124 and Route Permit No. 133 to QEP Field Services, LLC; and
2. Grant such other relief as the Commission shall deem appropriate.

Dated this 21<sup>st</sup> day of April, 2017.

FREDRIKSON & BYRON, P.A.

By 

LAWRENCE BENDER, ND Bar #03908  
DANIELLE M. KRAUSE, ND Bar #06874  
*Attorneys for Applicant, QEP Field Services, LLC*  
1133 College Drive, Suite 1000  
Bismarck, ND 58501-1215  
Telephone: (701) 221-8700  
lbender@fredlaw.com  
dkrause@fredlaw.com

Dated this 13<sup>th</sup> day of April, 2017.

CROWLEY FLECK PLLP

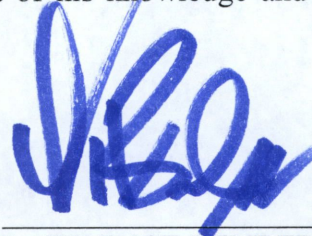
By 

JOHN W. MORRISON, ND Bar #03502  
*Attorneys for Applicant, Whiting Oil and Gas Corporation*  
100 W. Broadway, Suite 250  
Bismarck, ND 58502-2798  
Telephone: (701) 223-6585  
jmorrison@crowleyfleck.com

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

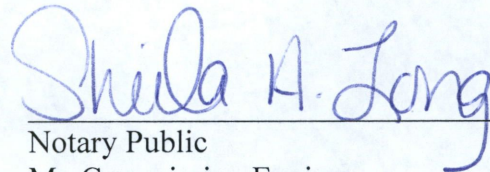
LAWRENCE BENDER, of lawful age, being first duly sworn, on oath deposes and says:

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



\_\_\_\_\_  
LAWRENCE BENDER

Subscribed and sworn to before me this 21<sup>st</sup> day of April, 2017.



\_\_\_\_\_  
Notary Public

My Commission Expires:

SHEILA A. LONG  
Notary Public  
State of North Dakota  
My Commission Expires April 3, 2018



# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

WHITING OIL AND GAS CORPORATION

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that WHITING OIL AND GAS CORPORATION, a Delaware corporation, authorized to transact business in the State of North Dakota on September 9, 1994, 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 foreign corporations.

**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

WHITING OIL AND GAS CORPORATION

Issued: April 13, 2011

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

Alvin A. Jaeger  
Secretary of State

EXHIBIT A

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "WHITING OIL AND GAS CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2003, AT 10:54 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 2008, AT 11:24 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2009, AT 10:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2009, AT 7 O'CLOCK P.M.



2015285 8100X

110415076

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8693649

DATE: 04-14-11

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WHITING OIL AND GAS CORPORATION

Pursuant to Sections 242 and 245 of the  
Delaware General Corporation Law

Whiting Oil and Gas Corporation, (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

(1) The name of the Corporation is Whiting Oil and Gas Corporation. The original certificate of incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on the 18<sup>th</sup> day of August, 1983.

(2) This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and the sole stockholder of the Corporation in accordance with Sections 228, 242 and 245 of the GCL.

(3) This Amended and Restated Certificate of Incorporation restates and integrates and amends the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented.

(4) The text of the Certificate of Incorporation is restated in its entirety as follows:

FIRST. The name of the Corporation is Whiting Oil and Gas Corporation.

SECOND. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activities for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

FOURTH. (a) The total number of shares of stock that the corporation shall have authority to issue is 1,000 shares of common stock, each having a par value of \$1.00 per share ("Common Stock").

(b) Each holder of record of the Common Stock shall have one vote for each share of Common Stock standing in his name on the books of the Corporation and entitled to vote. The Common Stock shall have no special powers, preferences or rights, or qualifications, limitations or restrictions thereof.

(c) Cumulative voting by any holder of Common Stock of the Corporation entitled to vote shall not be allowed in the election of directors or for any other purpose.

FIFTH. The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) Business and Affairs of the Corporation. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) Number of Directors. The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the bylaws of the Corporation.

(c) Classified Board of Directors. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of the entire Board of Directors. The term of the initial Class I directors shall terminate on the date of the 2004 annual meeting; the term of the initial Class II directors shall terminate on the date of the 2005 annual meeting; and the term of the initial Class III directors shall terminate on the date of the 2006 annual meeting. At each succeeding annual meeting of stockholders beginning in 2004, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. As used in this Amended and Restated Certificate of Incorporation, the term "entire Board of Directors" means the total number of directors which the Corporation would have if there were no vacancies.

(d) Term. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(e) Vacancies: Removal. Any vacancy on the Board of Directors may be filled in the manner prescribed in the Corporation's bylaws. Any or all of the directors of the Corporation may be removed from office at any time by the affirmative vote of the holders of at least a majority of the voting power of the Corporation's then outstanding capital stock entitled to vote generally in the election of directors.

(f) Power of the Directors. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Amended and Restated Certificate of Incorporation, and any bylaws adopted by the

stockholders; provided, however, that no bylaws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such bylaws had not been adopted.

**SIXTH.** The Board of Directors of the Corporation is expressly authorized to make, adopt, alter, amend or repeal the bylaws of the Corporation.

**SEVENTH.** No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the GCL as the same exists or may hereafter be amended. If the GCL is amended hereafter to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the GCL, as so amended. Any repeal or modification of this Article **SIXTH** shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

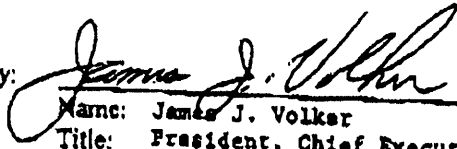
**EIGHTH.** The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this Article **SEVENTH** shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article **SEVENTH** to directors and officers of the Corporation.

The rights to indemnification and to the advance of expenses conferred in this Article **SEVENTH** shall not be exclusive of any other right which any person may have or hereafter acquire under this Amended and Restated Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

Any repeal or modification of this Article **SEVENTH** shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed on its behalf this 17th day of September, 2003.

By:   
Name: James J. Volker  
Title: President, Chief Executive Officer  
and Director

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:32 AM 07/23/2008  
FILED 11:24 AM 07/23/2008  
SRV 080809321 - 2015285 FILE

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WHITING OIL AND GAS CORPORATION**

In accordance with the provisions of Section 242 of the Delaware General Corporation Law (the "DGCL"), the undersigned, an officer duly authorized on behalf of Whiting Oil and Gas Corporation, a Delaware corporation (the "Company"), hereby certifies and acknowledges as follows:

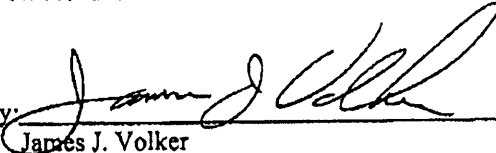
1. The Company hereby amends and replaces in its entirety paragraph (c) of Article FIFTH of its Amended and Restated Certificate of Incorporation filed September 17, 2003, with the Secretary of State of the State of Delaware with the following:

"(c) Intentionally Omitted."

2. The amendment to the Restated Certificate of Incorporation of the Company set forth herein was duly adopted by the Board of Directors and sole stockholder of the Company on July 23, 2008, in accordance with Section 242 of the DGCL.

Executed on behalf of the Company as of the 23rd day of July, 2008.

**WHITING OIL AND GAS CORPORATION**

By:   
James J. Volker

Chairman, President and Chief Executive Officer

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
MERCING

EQUITY OIL COMPANY  
(a Colorado corporation)

INTO

WHITING OIL AND GAS CORPORATION  
(a Delaware corporation)

\* \* \* \* \*

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Whiting Oil and Gas Corporation, a Delaware corporation (the "*Surviving Corporation*"), and the name of the corporation being merged into the Surviving Corporation is Equity Oil Company, a Colorado corporation (the "*Non-Delaware Corporation*").

**SECOND:** The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The Amended and Restated Certificate of Incorporation of the Surviving Corporation shall be its Amended and Restated Certificate of Incorporation.

**FOURTH:** The authorized stock and par value of the Non-Delaware Corporation is 100 shares of common stock, par value \$.001.

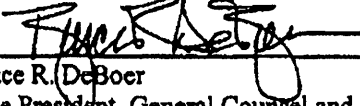
**FIFTH:** The merger is to become effective on September 30, 2009 at 7:00 p.m. Eastern Daylight Time.

**SIXTH:** The Agreement and Plan of Merger is on file at 1700 Broadway, Suite 2300, Denver, CO 80290, an office of the Surviving Corporation.

**SEVENTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder or shareholder of the constituent corporations.

IN WITNESS WHEREOF, said Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer the 15th day of September 2009.

WHITING OIL AND GAS CORPORATION

By:   
Bruce R. DeBoer  
Vice President, General Counsel and Secretary

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHITING OIL AND GAS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

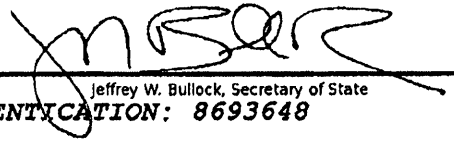
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2015285 8300

110415076

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8693648

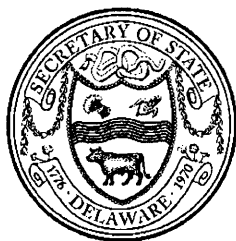
DATE: 04-14-11

# Delaware

PAGE 1

*The First State*

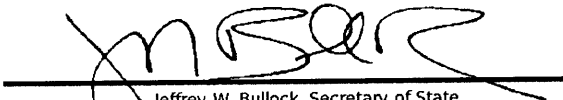
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "QEP FIELD SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2014, AT 7:22 O'CLOCK P.M.



5591476 8100

141098566

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1643532

DATE: 08-22-14

EXHIBIT B

**CERTIFICATE OF FORMATION**

**OF**

**QEP FIELD SERVICES, LLC**

This Certificate of Formation, dated August 21, 2014, has been duly executed and is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "*Act*") to form a limited liability company (the "*Company*") under the Act.

1. **Name.** The name of the limited liability company is:

QEP Field Services, LLC

2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 18-104 of the Act is:

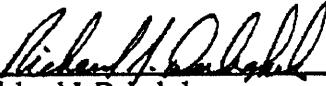
1209 Orange Street  
Wilmington, Delaware 19801

The name and address of the registered agent for service of process required to be maintained by Section 18-104 of the Act are:

The Corporation Trust Company  
1209 Orange Street  
Wilmington, Delaware 19801

*[Signature Page Follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.

By:   
Richard J. Doteshek  
Authorized Person

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

QEP FIELD SERVICES, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that QEP FIELD SERVICES, LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on January 26, 2017, 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

QEP FIELD SERVICES, LLC

Issued: February 27, 2017

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

Alvin A. Jaeger  
Secretary of State

EXHIBIT C

# Delaware

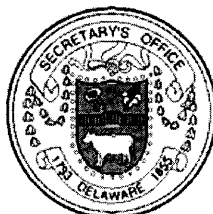
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QEP FIELD SERVICES, 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 SEVENTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "QEP FIELD SERVICES, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5591476 8300

SR# 20171644672

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line, and underneath the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

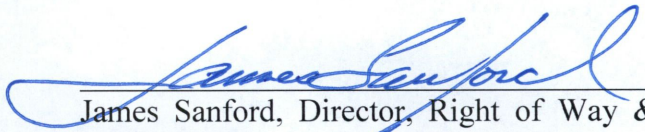
Authentication: 202155821

Date: 03-07-17

EXHIBIT D

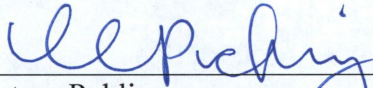


Dated this 17<sup>th</sup> day of April, 2017.



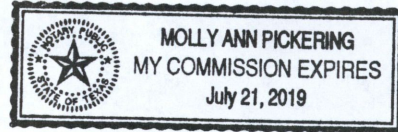
James Sanford, Director, Right of Way &  
Real Estate, on behalf of QEP Field  
Services, LLC

Subscribed and sworn to before me  
this 17<sup>th</sup> day of April, 2017.



Notary Public

My Commission Expires: 7/21/19



60818191\_2.docx