

March 22, 2018

HAND DELIVERED

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

**RE: QEP Field Services, LLC and Andeavor
Field Services LLC
Case Number PU-18-___**

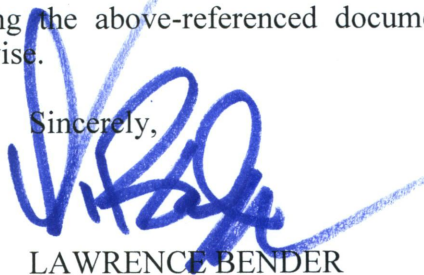
Dear Mr. Nitschke:

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

1. Application for Transfer of Certificate of Corridor Compatibility and Route Permit Based on Name Change;
2. Exhibit A;
3. Exhibit B; and
4. 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/kl
Enclosures

63608803.2

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PU-18-104 Filed: 3/22/2018 Pages: 12

**Application for Transfer of Certificate of Corridor
Compatibility and Route Permit Based on Name
Change**

QEP Field Services, LLC / Andeavor 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
APPLICATION OF QEP FIELD
SERVICES, LLC AND ANDEAVOR
FIELD SERVICES LLC FOR A
TRANSFER OF CERTIFICATE OF
CORRIDOR COMPATIBILITY NO.
124 AND ROUTE PERMIT NO. 133

CASE NO. PU-18-_____

**APPLICATION FOR TRANSFER OF CERTIFICATE OF CORRIDOR
COMPATIBILITY AND ROUTE PERMIT BASED ON NAME CHANGE**

Pursuant to Chapter 49-22.1 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, Andeavor Field Services LLC (“Andeavor”), successor by name change to 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 QEP to Andeavor. The Certificate and Route Permit were originally issued by the North Dakota Public Service Commission (“Commission”) to Whiting Oil and Gas Corporation (“Whiting”) in Case No. PU-11-102. *See* Case No. PU-11-102, Docket No. 37. The Certificate and Route Permit were then transferred to QEP on June 30, 2017. *See* Case No. PU-17-157, Docket No. 14.

I. Statutory Authority.

Transfer of a certificate of corridor compatibility and a route permit is authorized under Section 49-22.1-04 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 49-22.1-10(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.

By order of the Commission dated June 30, 2017, the Certificate and Route Permit were transferred and reissued to QEP upon application for transfer by Whiting and QEP. *See* Case No. PU-17-157, Docket No. 14.

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

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

1. QEP was a Delaware limited liability company 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 were previously filed with the Commission in Case No. PU-17-116.

2. In 2017, QEP changed its name from QEP Field Services, LLC to Andeavor Field Services LLC. A copy of the Amended and Restated Certificate of Formation from the Delaware Secretary of State is attached hereto as Exhibit A.

3. Andeavor is also authorized to do business in the State of North Dakota. A Certificate of Good Standing for Andeavor from the Secretary of State for the State of North Dakota is attached hereto as Exhibit B.

4. The change from QEP to Andeavor relates only to the name under which the Certificate and Route Permit should properly be issued, with no operational changes having occurred or anticipated in the future for the Project.

5. Andeavor 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 (Case No. PU-11-102), issuing the Certificate and Route Permit. *See* Affidavit of James Sanford, provided herewith. Andeavor further agrees to assume the rights and obligations set forth in the Order on Reissuing Certificates and Permit dated June 30, 2017 (Case No. PU-17-157), issuing First Reissued Certificate of Corridor Compatibility No. 124 and First Reissued Route Permit No. 133, and any other conditions set forth in subsequent orders of the Commission with respect to the Certificate and Route Permit.

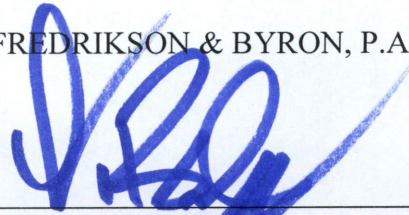
6. Pursuant to the Application, Applicants seek the transfer of the Certificate and Route Permit to Andeavor.

WHEREFORE, Applicants respectfully request that the Commission:

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

Dated this 22nd day of March, 2018.

FREDRIKSON & BYRON, P.A.



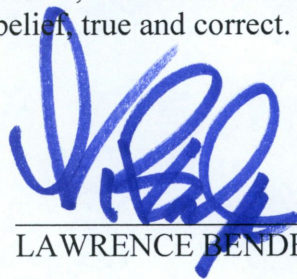
By

LAWRENCE BENDER, ND Bar #03908
DANIELLE M. KRAUSE, ND Bar #06874
*Attorneys for Andeavor Field Services LLC
formerly known as QEP Field Services, LLC*
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dkrause@fredlaw.com

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

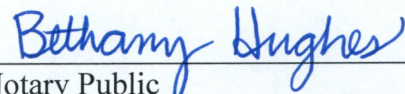
LAWRENCE BENDER, of lawful age, being first duly sworn, on oath deposes and says:

That he is one of the attorneys for Applicants in the foregoing application; that he executed the foregoing application for and on behalf of said Applicants 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.



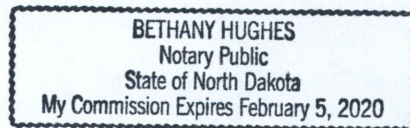
LAWRENCE BENDER

Subscribed and sworn to before me this 22nd day of March, 2018.



Notary Public
My Commission Expires:

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Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "QEP FIELD SERVICES, LLC", CHANGING ITS NAME FROM "QEP FIELD SERVICES, LLC" TO "ANDEAVOR FIELD SERVICES LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2017, AT 1:21 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2017 AT 12:01 O`CLOCK A.M.



5591476 8100
SR# 20175932056

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

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

Authentication: 203137580
Date: 08-29-17

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
QEP FIELD SERVICES, LLC**

This Amended and Restated Certificate of Formation of QEP Field Services, LLC, a Delaware limited liability company (the "Company"), dated as of August 29, 2017, has been duly executed and is being filed by the undersigned in accordance with the provisions of Section 18-208 of the Delaware Limited Liability Company Act, to amend and restate the original Certificate of Formation of the Company which was filed on the 21st day of August, 2014 with the Secretary of the State of Delaware (the "Certificate"), to form a limited liability company.

The Certificate is hereby amended and restated in its entirety effective as of 12:01 a.m. E.T. on August 31, 2017 to read as follows:

1. Name. The name of the limited liability company formed hereby is Andeavor Field Services LLC.
2. Registered Office. The address of the registered office of the Company in the State of Delaware is 251 Little Falls Drive, Wilmington, DE 19808.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808.

[Signature Page Follows]

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

By: Elisa D. Watts
Elisa D. Watts, Assistant Secretary

EXHIBIT A

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

ANDEAVOR FIELD SERVICES LLC

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

ANDEAVOR FIELD SERVICES LLC

Issued: February 01, 2018

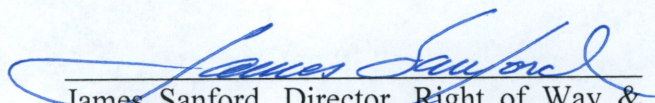
A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

EXHIBIT B

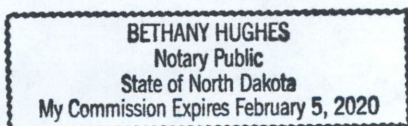
and Recommended Order, dated October 18, 2011, adopted by order dated October 19, 2011, issuing Certificate of Corridor Compatibility No. 124 and Route Permit No. 133 (Case No. PU-11-102). Andeavor Field Services LLC further agrees to assume the rights and obligations set forth in the Order on Reissuing Certificates and Permit dated June 30, 2017 (Case No. PU-17-157), issuing First Reissued Certificate of Corridor Compatibility No. 124 and First Reissued Route Permit No. 133, and any other conditions set forth in subsequent orders of the Commission with respect to the Certificate and Route Permit.

Dated this 17th day of January, 2018.


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

Subscribed and sworn to before me
this 17th day of January, 2018.

Bethany Hughes
Notary Public
My Commission Expires: 2-5-2020



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