

FILE NO. 800 FILED FOR RECORD THIS 8 DAY OF November STATE OF IOWA, MONONA COUNTY:  
 RECORDING FEE \$ 660 2002 AT 11:15 O'CLOCK A M. BOOK BAPP PAGE 272 By John Miller RECORDER Deputy

Prepared by:  
 Koch Pipeline Company, L.P.  
 4111 E. 37<sup>th</sup> Street North  
 Wichita, KS 67220  
 (316) 828-5500

Misc - ✓  
 Comp ✓  
 INDEXED ✓  
 RECORDED ✓  
 COMPARED ✓

**AFFIDAVIT**

FILE NO. 800  
 BOOK BAPP PAGE 272  
 DATE 11-8-02 TIME 11:15 a.m.  
 TENA L. HINKEL # 660  
 RECORDER  
 MONONA CO., IOWA

STATE OF KANSAS )  
 ) ss.  
 COUNTY OF SEDGWICK )

I, Robert J. Knapp, of lawful age, after first being duly sworn upon his oath, deposes and states:

1. That he is the duly elected, qualified and acting Secretary of Koch Pipeline Company, LLC, General Partner of Koch Pipeline Company, L.P., a Delaware limited partnership, and that in such capacity, he has custody of and is familiar with the minute books and records of the limited liability company and limited partnership.
2. That on July 31, 1995 Gulf Central Pipeline Company, a Delaware corporation, merged into Koch Pipelines, Inc., a Delaware corporation. A copy of said merger is attached hereto as Exhibit "A."
3. That on July 31, 1995 Koch Pipelines, Inc. merged into Koch Pipeline Company, L.P. A copy of the Certificate of Merger is attached hereto as Exhibit "B."

Monona County Auditor  
 ENTERED FOR TAXATION  
 This Secretary of Monona County  
 Minute Book Page  
 Audited  
 Approved by: Tena L. Hinkel Dep. Auditor

This Affidavit is prepared for the purpose of clarifying title to real estate interests located in Monona County, Iowa.

FURTHER AFFIANT SAITH NOT.

KOCH PIPELINE COMPANY, L.P.  
 By: Koch Pipeline Company, LLC, General Partner

Robert J. Knapp  
 Robert J. Knapp, Secretary

STATE OF KANSAS )  
 ) ss:  
 COUNTY OF SEDGWICK )

Subscribed and sworn to before me this 25<sup>th</sup> day of September, 2002.

Kelly Mitchell Olson  
 Notary Public

My Commission Expires: 1-7-2005

KELLY MITCHELL OLSON  
 NOTARY PUBLIC  
 STATE OF KANSAS  
 My Appl. Exp. 1-7-2005

272

# Delaware

*The First State*

EXHIBIT "A"

PAGE 1

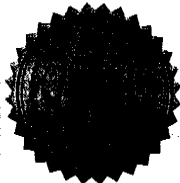
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"BOW PIPE LINE COMPANY", A OKLAHOMA CORPORATION,

"GULF CENTRAL PIPELINE COMPANY", A DELAWARE CORPORATION,

"SOUTHWEST PIPE LINE COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "KOCH PIPELINES, INC." UNDER THE NAME OF "KOCH PIPELINES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1995, AT 10 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

0894856 8100M

020598596

AUTHENTICATION: 2003849

DATE: 09-26-02

*202*

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 07/31/1995  
950171535 - 894856

#### AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is dated this 28<sup>th</sup> day of July, 1995, pursuant to the General Corporation Law of the State of Delaware Section 252, (hereinafter referred to as the "Merger"). The undersigned Delaware and Oklahoma corporations (sometimes hereinafter collectively referred to as "Corporations"), Koch Pipelines, Inc., Gulf Central Pipeline Company, Southwest Pipe Line Company and Bow Pipe Line Company, all subsidiaries of Koch Industries, Inc., a Kansas corporation (hereinafter referred to as "Koch"), hereby adopt the following Articles of Merger for the purpose of merging into a single corporation:

#### WITNESSETH THAT:

WHEREAS, KOCH PIPELINES, INC. (formerly known as Wood River Pipeline Company) duly organized and existing under the laws of the State of Delaware, (sometimes hereinafter referred to as "Surviving Corporation"), having been incorporated on June 27, 1980, and recorded in the office of the Register of Deeds for the County of New Castle on July 18, 1980, with authorized capital stock of 8,001 common shares at no par value and 2,000 preferred shares at no par value, 10,001 of which shares are issued and outstanding to Koch; and

WHEREAS, GULF CENTRAL PIPELINE COMPANY, duly organized and existing under the laws of the State of Delaware, (sometimes hereinafter referred to as "Merged Corporation"), having been incorporated on September 12, 1967, and recorded in the office of the Register of Deeds for the County of New Castle on September 12, 1967, with authorized capital stock of 1,500 common shares at \$5,000 par value and 150 preferred shares at \$100,000 par value, 1,500 of which common shares are issued and outstanding to Koch; and

WHEREAS, SOUTHWEST PIPE LINE COMPANY, duly organized and existing under the laws of the State of Delaware, (sometimes hereinafter referred to as "Merged Corporation"), having been incorporated on August 22, 1966, and recorded in the office of the Register of Deeds for the County of New Castle on August 22, 1966, with authorized capital stock of 1,000 common shares at \$1,000 par value, 25 of which common shares are issued and outstanding to Koch; and

WHEREAS, BOW PIPE LINE COMPANY, duly organized and existing under the laws of the State of Oklahoma, (sometimes hereinafter referred to as "Merged Corporation"), having been incorporated on July 21, 1977, with authorized capital stock of 10,000 common shares at \$1.00 par value, 500 of which common shares are issued and outstanding to Koch; and

WHEREAS, the registered offices of Koch Pipelines, Inc., Gulf Central Pipeline Company, and Southwest Pipe Line Company in the State of Delaware is located at 1209 Orange Street, in the

272

City of Wilmington, County of New Castle and the name of their registered agent at such address is The Corporation Trust Company; and the registered office of Bow Pipe Line Company in the State of Oklahoma is located at 735 First National Building, in the City of Oklahoma City, County of Oklahoma and the name of its registered agent at such address is The Corporation Company.

WHEREAS, the Boards of Directors of the respective Corporations deem it advisable for the general welfare and advantage of said Corporations to merge the Corporations into a single corporation pursuant to this Agreement, and the Corporations respectively desire to so merge pursuant to this Agreement and pursuant to the applicable provisions of the laws of the States of Delaware and Oklahoma;

NOW THEREFORE, the Corporations party to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said Merger and mode of carrying the same into effect as follows:

FIRST: Effective on the 31st day of July, 1995 at 11:10:59 p.m. GULF CENTRAL PIPELINE COMPANY, SOUTHWEST PIPE LINE COMPANY, AND BOW PIPE LINE COMPANY shall be merged into KOCH PIPELINES, INC., and the corporate existence of GULF CENTRAL PIPELINE COMPANY, SOUTHWEST PIPE LINE COMPANY AND BOW PIPE LINE COMPANY shall cease, and the corporate existence of KOCH PIPELINES, INC. shall continue and the Surviving Corporation shall become subject to all the debts and liabilities of all four Corporations in the same manner as if it had itself incurred them.

SECOND: The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

THIRD: The manner of converting the outstanding shares of capital stock of each of the corporations into shares of the Surviving Corporation shall be as follows:

(A) All of the 1,650 authorized shares of stock of Gulf Central Pipeline Company, 1,500 issued and outstanding, on July 31, 1995 at 11:10:59 p.m. shall forthwith be surrendered by Koch Industries, Inc. and canceled.

(B) All of the 1,000 authorized shares of stock of Southwest Pipe Line Company, 25 issued and outstanding, on July 31, 1995 at 11:10:59 p.m. shall forthwith be surrendered by Koch Industries, Inc. and canceled.

(C) All of the 10,000 authorized shares of stock of Bow Pipe Line Company, 500 issued and outstanding, on July 31, 1995 at 11:10:59 p.m. shall forthwith be surrendered by Koch Industries, Inc. and canceled.

FOURTH: The terms and conditions of the Merger are as follows;

(A) The by-laws of the Surviving Corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(B) The directors of the Surviving Corporation shall be C. McCampbell, J. H. Elmore, B. R. Caffey, F. Lynn Markel and R. D. Balhorn; and the officers of the Surviving Corporation shall be:

President	B. R. Caffey
Vice President	J. H. Elmore
Vice President/Treasurer	F. Lynn Markel
Vice President	Donald L. Cordes
Vice President	Gary D. Baker
Vice President - Marketing	Anthony L. Botterweck
Vice President	Albert Taber
Secretary	H. Allan Caldwell
Assistant Secretary	A. D. Hallock
Assistant Secretary	Quentin E. Kurtz
Assistant Secretary	Philip D. Wright
Assistant Secretary	Nancy Smith
Assistant Secretary	Sarah Steele
Assistant Treasurer	Paul E. Nold
Assistant Treasurer - Tax	G. E. Hartwig

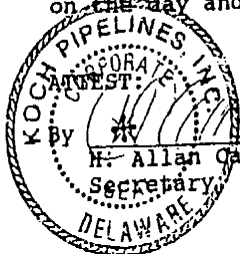
all of whom shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(C) Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporations shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed, and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporations shall be as effectively the property of the Surviving Corporation as they were of each Corporation respectively. The Merged Corporations hereby agree from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving

Corporation title to and possession of any property of the Merged Corporations acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

The Secretary of State of Oklahoma is irrevocably appointed agent for receipt of Service of Process of behalf of Bow Pipe Line Company. The address to which process may be mailed is Mr. Kelley Sears, c/o Koch Industries, Inc., 4111 East 37th Street North, Wichita, Kansas 67220.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors, and that fact having been certified on said Agreement of Merger by the Secretary of each corporate party thereto, have caused these presents to be executed by the President or Vice President and attested by the Secretary or Assistant Secretary of each party hereto as the respective act, deed and agreement of each of said Corporations, on the day and year first herein written.



KOCH PIPELINES, INC.

By B. R. Coffey  
B. R. Coffey  
President

ATTEST:

By Q. E. Kurtz  
Q. E. Kurtz  
Secretary

GULF CENTRAL PIPELINE COMPANY

By H. Allan Caldwell  
H. Allan Caldwell  
Vice President

ATTEST:

By H. Allan Caldwell  
H. Allan Caldwell  
Secretary

SOUTHWEST PIPE LINE COMPANY

By Donald L. Cordes  
Donald L. Cordes  
Vice President

272

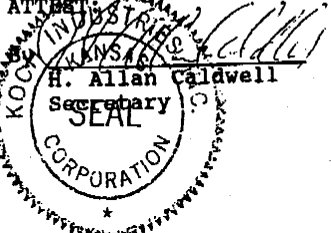
ATTEST:

By *H. Allan Caldwell*  
H. Allan Caldwell  
Secretary

BOW PIPE LINE COMPANY

By *Donald L. Cordes*  
Donald L. Cordes  
Vice President

ATTEST:



By *H. Allan Caldwell*  
H. Allan Caldwell  
Secretary

KOCH INDUSTRIES, INC.

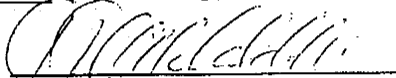
By *Donald L. Cordes*  
Donald L. Cordes  
Executive Vice President

272

CERTIFICATE

I, H. Allan Caldwell, Secretary of Koch Pipelines, Inc. organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Gulf Central Pipeline Company and Southwest Pipe Line Company, corporations organized under the laws of the State of Delaware; and Bow Pipe Line Company, a corporation organized under the laws of the State of Oklahoma; was duly adopted pursuant to Delaware Corporation Law Sec. 252 and Oklahoma Corporation Law Sec. 1082, by the written consent of its sole stockholder holding 10,001 of the 10,001 authorized shares of the corporation, the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of said Koch Pipelines, Inc. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 28<sup>th</sup> day of July, 1995.

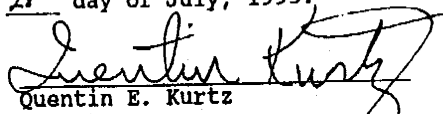
  
H. Allan Caldwell  
Secretary  
KOCH PIPELINES, INC.



CERTIFICATE

I, Quentin E. Kurtz, Secretary of Gulf Central Pipeline Company, organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Koch Pipelines, Inc. and Southwest Pipe Line Company, corporations organized under the laws of the State of Delaware; and Bow Pipe Line Company, a corporation organized under the laws of the State of Oklahoma; was duly adopted pursuant to Delaware Corporation Law Sec. 252, and Oklahoma Corporation Law Sec. 1082, by the written consent of its sole stockholder holding 1,500 of the 1,650 authorized shares of the corporation, the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of said Gulf Central Pipeline Company and the duly adopted agreement and act of the said corporation.

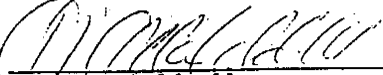
WITNESS my hand on this 28<sup>th</sup> day of July, 1995.

  
Quentin E. Kurtz  
Secretary  
GULF CENTRAL PIPELINE COMPANY

CERTIFICATE

I, H. Allan Caldwell, Secretary of Southwest Pipe Line Company, organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Koch Pipelines, Inc. and Gulf Central Pipeline Company, corporations organized under the laws of the State of Delaware; and Bow Pipe Line Company, a corporation organized under the laws of the State of Oklahoma; was duly adopted pursuant to Delaware Corporation Law Sec. 252 and Oklahoma Corporation Law Sec. 1082, by the written consent of its sole stockholder holding 25 of the 1,000 authorized shares of the corporation, the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of said Southwest Pipe Line Company and the duly adopted agreement and act of the said corporation.

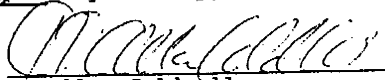
WITNESS my hand on this <sup>th</sup> 27 day of July, 1995.

  
H. Allan Caldwell  
Secretary  
SOUTHWEST PIPE LINE COMPANY

CERTIFICATE

I, H. Allan Caldwell, Secretary of Bow Pipe Line Company, organized and existing under the laws of the State of Oklahoma, hereby certify, as such Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Koch Pipelines, Inc., Gulf Central Pipeline Company and Southwest Pipe Line Company, corporations organized under the laws of the State of Delaware was duly adopted pursuant to Oklahoma Corporation Law Sec. 1082 and Delaware Corporation Law Sec. 252, by the written consent of its sole stockholder holding 500 of the 10,000 authorized shares of the corporation, the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the stockholder of said Bow Pipe Line Company and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 28<sup>th</sup> day of July, 1995.

  
H. Allan Caldwell  
Secretary  
BOW PIPE LINE COMPANY

272

# Delaware

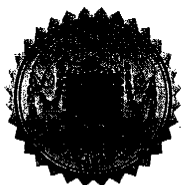
*The First State*

**EXHIBIT "B"**

PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"KOCH PIPELINES, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "KOCH PIPELINE COMPANY, L.P." UNDER THE NAME OF "KOCH PIPELINE COMPANY, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1995, AT 10:50 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2529179 8100M

AUTHENTICATION: 2003998

020598606

DATE: 09-26-02

272

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:50 AM 07/31/1995  
950171552 - 2529179

**CERTIFICATE OF MERGER**

Pursuant to the provisions of Section 263(c) of the Delaware General Corporation Law, for the purposes of merging Koch Pipelines, Inc., a Delaware corporation, with and into Koch Pipeline Company, L.P., a Delaware limited partnership, the undersigned hereby certifies as follows:

1. Name and Domicile of Constituent Entities:

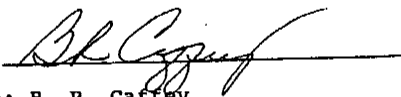
Name	State of Domicile
Koch Pipelines, Inc.	Delaware corporation
Koch Pipeline Company, L.P.	Delaware limited partnership

2. Surviving Entity. The name of the surviving entity is Koch Pipeline Company, L.P.

3. An Agreement of Merger setting out the terms of the merger has been approved by the board of directors and the sole shareholder of Koch Pipelines, Inc. and by all of the partners of Koch Pipeline Company, L.P. and has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with subsection 263(c) of the Delaware General Corporation Law. An executed copy of the Agreement of Merger is on file at the principal place of business of the surviving entity, Koch Pipeline Company, L.P. at 4111 East 37th Street North, Wichita, Kansas 67220. A copy of the Agreement of Merger will be furnished to any stockholder or partner of the constituent entities, without cost, upon request to Koch Pipeline Company, L.P. at the address indicated above.

KOCH PIPELINE COMPANY, L.P., a  
Delaware limited partnership

By: KPL/GP, INC., its general partner

By:   
Name: B. R. Caffey

Title: President

272