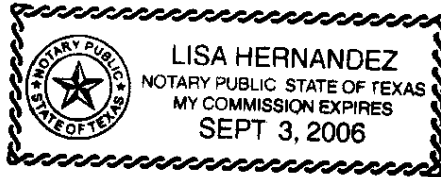


02356

STATE OF Texas)
) SS.
COUNTY OF Harris)

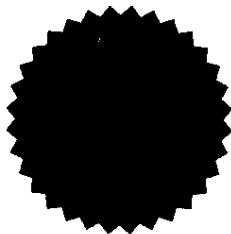
The foregoing instrument was acknowledged before me on January 17, 2003,
by J. M. Collingsworth, Vice President of Mid-America Pipeline, LLC, a Delaware limited
liability company.

Lisa Hernandez
Notary Public



The First State

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 CONVERSION OF "MID-AMERICA PIPELINE COMPANY", CHANGING ITS NAME FROM "MID-AMERICA PIPELINE COMPANY" TO "MID-AMERICA PIPELINE COMPANY, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2002, AT 4:59 O'CLOCK P.M.



0679224 8100

020515444

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1936063

DATE: 08-14-02

02358

07/30/2002 17:25

STATE OF DELAWARE NO. 778 D02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:59 PM 07/30/2002
020485704 - 0679224

**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
MID-AMERICA PIPELINE COMPANY**

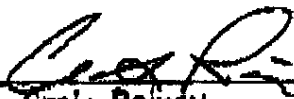
Pursuant to Sections 18-204 and 18-214 of the
Delaware Limited Liability Company Act and
Sections 103 and 266 of the Delaware General Corporation Law

1. The corporation was originally incorporated on the 31st day of May, 1968 under the laws of the State of Delaware.
2. The name of the corporation immediately prior to the filing of this Certificate of Conversion is Mid-America Pipeline Company.
3. The name of the limited liability company into which the corporation shall be converted, as set forth in its Certificate of Formation, is Mid-America Pipeline Company, LLC.
4. This conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Mid-America Pipeline Company has caused this Certificate of Conversion to Limited Liability Company to be executed in its name this 30th day of July, 2002.

MID-AMERICA PIPELINE
COMPANY, a Delaware corporation

By: 
Name: Craig Rainey
Title: Assistant Secretary

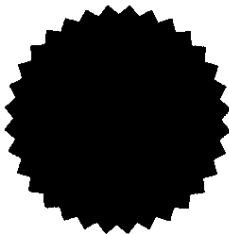
Delaware

02360

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MID-AMERICA PIPELINE COMPANY, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2002, AT 4:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0679224 8100V

020515444

AUTHENTICATION: 1938407

DATE: 08-15-02

02361

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:59 PM 07/30/2002
020485704 - 0679224

CERTIFICATE OF FORMATION
OF
MID-AMERICA PIPELINE COMPANY, LLC

Pursuant to Section 201 of the
Delaware Limited Liability Company Act

1 The name of the limited liability company is Mid-America Pipeline Company, LLC.

2 The address of its registered office 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 The Corporation Trust Company.

02362

07/30/2002 17:25

NO. 338 005

IN WITNESS WHEREOF, the undersigned has executed this
Certificate of Formation of Mid-America Pipeline Company, LLC on this 30 day of
July, 2002.



Name: Deborah Reusch
Title: Authorized Person

EXHIBIT "B"
DODGE COUNTY, NEBRASKA

TRACT NO.	GRANTOR	GRANTEE	T/R/S	LEGAL DESCRIPTION	RECORDED	BOOK	PAGE
3-NE-DOD-10	FRED K. DIXON AND HULDA A. DIXON	MID-AMERICA PIPELINE CO.	17N 10E 19	NW/4 SW/4; SW/4 NE/4; NW/4 SEC 19, T17N, R10E	5/27/1960	W	7
43-NE-DOD-10	ROGER P. CHRISTENSEN	MID-AMERICA PIPELINE CO.	17N 10E 19	NW/4 SW/4 & SW/4 NE/4 & NW/4 SEC 19, T17N, R10E	9/12/1968	4	189
43-NE-DOD-10	THOMAS B. CHRISTENSEN	MID-AMERICA PIPELINE CO.	17N 10E 19	NW/4 SW/4 & SW/4 NE/4 & NW/4 SEC 19, T17N, R10E	9/12/1968	4	188
52-NE-DOD-10	ROGER P. CHRISTENSEN, ET AL	MAPCO, INC.	17N 10E 19	NW/4 & NW/4 SW/4 & SW/4 NE/4 SEC 19, T17N, R10E	7/7/1969	4	588
3-NE-DOD-8	MRS. J. C. KAPPELER, AKA MILLIE E. KAPPELER	MID-AMERICA PIPELINE CO.	17N 9E 24	S/2 SE/4 SEC 24, T17N, R9E	5/27/1960	W	11
3-NE-DOD-9	ANDREW HARVEY AND MRS. ANDREW HARVEY	MID-AMERICA PIPELINE CO.	17N 9E 24	N/2 SE/4 SEC 24, T17N, R9E	6/9/1960	W	29
3-NE-DOD-4	RUSSEL K. PIERCE	MID-AMERICA PIPELINE CO.	17N 9E 25	S/2 SE/4 SEC 25, T17N, R9E	6/9/1960	W	33
3-NE-DOD-5	CHARLES ANDERSON AND MARJORIE ANDERSEN	MID-AMERICA PIPELINE CO.	17N 9E 25	SW/4 & NW/4 SE/4 SEC 25, T17N, R9E	5/27/1960	W	13
3-NE-DOD-6	GUSTAVE V. WEISS AND HAZEL B. WEISS	MID-AMERICA PIPELINE CO.	17N 9E 25	W/2 NE/4 SEC 25, T17N, R9E	5/27/1960	W	3
3-NE-DOD-7	ANDREW HARVEY AND MRS. ANDREW HARVEY	MID-AMERICA PIPELINE CO.	17N 9E 25	SE/4 NE/4 & NE/4 SE/4 SEC 25, T17N, R9E	6/9/1960	W	31
3-NE-DOD-8	MRS. J. C. KAPPELER, AKA MILLIE E. KAPPELER	MID-AMERICA PIPELINE CO.	17N 9E 25	NE/4 NE/4 SEC 25, T17N, R9E	5/27/1960	W	11
3-NE-DOD-1	JEAN F. MCCARTNEY AND LOIS M. MCCARTNEY	MID-AMERICA PIPELINE CO.	17N 9E 36	SW/4 NW/4; W/2 SW/4 SEC 36, T17N, R9E	5/27/1960	W	15
3-NE-DOD-2	PAUL A. GIGER AND RUTH M. GIGER	MID-AMERICA PIPELINE CO.	17N 9E 36	SE/4 NW/4; E/2 SW/4 SEC 36, T17N, R9E	5/27/1960	W	5
3-NE-DOD-3	AMANDA MEIERHENRY	MID-AMERICA PIPELINE CO.	17N 9E 36	N/2 NW/4; W/2 NE/4 SEC 36, T17N, R9E	5/27/1960	W	9

02363