

AMEND LIMITED PARTNERSHIP - Proof of Filing

Alberta Amendment Date: 2016/08/05

Service Request Number: 25541255
Registration Number: LP11659869
Limited Partnership Name: PLAINS MIDSTREAM EMPRESS MANAGEMENT, L.P.
Limited Partnership Status: Active

Note: There is only 1 active General Partner

General Partner

General Partner Status: Active
General Partner Type: Legal Entity
Corporate Access Number: 2111695207
Last Name / Legal Entity Name: PLAINS MIDSTREAM EMPRESS MANAGEMENT INC.
Street: SUITE 2300, BENTALL 5, 550 BURRARD STREET
City: VANCOUVER
Province: BRITISH COLUMBIA
Postal Code: V6C 2B5

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Certificate of Limited Partnership (AB)	10000204000180106	2005/04/21
Notice to Amend	10000301000545107	2005/08/15
Notice to Amend	10000502000051302	2007/01/01
Notice to Amend	10000507116747759	2016/03/21
Notice to Amend	10000607122246534	2016/08/05

Registration Authorized By: DAVE CRAIG

OFFICER



10000607122246534

LP11659869

**IN THE MATTER OF
SPECTRA ENERGY EMPRESS L.P.**

**NOTICE TO AMEND CERTIFICATE OF LIMITED PARTNERSHIP
AMENDMENT NO. 4**

This Notice amends a Certificate of Limited Partnership (the "Certificate") filed the 21st day of April, 2005, as amended, in respect of Spectra Energy Empress L.P. (the "Limited Partnership"), a limited partnership formed under the laws of the Province of Alberta, as registration no. LP11659869. The particulars of this amendment are as follows:

1. The General Partner of the Limited Partnership has changed its name and address as follows:

<i>Former Name</i>	<i>Current Name</i>	<i>Address</i>
Spectra Energy Empress Management Inc.	Plains Midstream Empress Management Inc.	Suite 2300, Bentall 5 550 Burrard Street Vancouver BC V6C 2B5

2. The Limited Partnership hereby changes its name from **Spectra Energy Empress L.P.** to **Plains Midstream Empress Management, L.P.**

3. Spectra Energy Empress Holding Limited Partnership has transferred 100 Units to Plains Midstream Canada ULC and accordingly, the Limited Partner of the Limited Partnership is now Plains Midstream Canada ULC, whose place of business is located at Suite 2300, Bentall 5, 550 Burrard Street, Vancouver BC V6C 2B5.

4. Schedule A to the Certificate is amended in full to read as follows:

Name	Address	Number of Units	Cash Contribution	Nature and Fair Value of Other Property, if any
Limited Partner: Plains Midstream Canada ULC	Suite 2300, Bentall 5, 550 Burrard Street, Vancouver BC V6C 2B5	100 Units	\$100.00	N/A

[signature page follows]

This Notice is signed by the General Partner, the Limited Partner and the Outgoing Limited Partner of the Limited Partnership.

DATED as of the 4 day of AUGUST, 2016.

General Partner:

**PLAINS MIDSTREAM EMPRESS
MANAGEMENT INC.**

By: DBlaug
Name:
Title:

Limited Partner:

PLAINS MIDSTREAM CANADA ULC

By: DBlaug
Name:
Title:

Outgoing Limited Partner:

**SPECTRA ENERGY EMPRESS
HOLDINGS LIMITED PARTNERSHIP,**
by its general partner, **SPECTRA
ENERGY EMPRESS MANAGEMENT
HOLDING ULC**

By: _____
Name:
Title:

This Notice is signed by the General Partner, the Limited Partner and the Outgoing Limited Partner of the Limited Partnership.

DATED as of the 4th day of August, 2016.

General Partner:

**PLAINS MIDSTREAM EMPRESS
MANAGEMENT INC.**

By: _____
Name:
Title:

Limited Partner:

PLAINS MIDSTREAM CANADA ULC

By: _____
Name:
Title:

Outgoing Limited Partner:

**SPECTRA ENERGY EMPRESS
HOLDING LIMITED PARTNERSHIP,**
by its general partner, **SPECTRA
ENERGY EMPRESS MANAGEMENT
HOLDING ULC**

By: Laura Buss Sayavedra
Name: Laura Buss Sayavedra
Title: Vice President and Treasurer

