



August 11, 2016

Tracey Braun, Director  
Manitoba Sustainable Development  
Environmental Approvals  
160 - 123 Main Street (Box 80)  
Winnipeg MB R3C 1A5

Re: Notice of Acquisition – Fort Whyte Environment Act Licence No. 1493 RRR  
File No. 3312.00

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On August 4, 2016, Plains Midstream Canada ULC ("PMCULC") purchased all of the issued and outstanding shares of Spectra Energy Empress Management Inc. ("SEEM"), and the limited partnership interests in Spectra Energy Empress L.P. ("SEELP") pursuant to a securities purchase agreement (the "Acquisition").

On August 10, 2016, SEEM changed its name to Plains Midstream Empress Management ULC ("PMEM ULC") and SEELP changed its name to Plains Midstream Empress Management, L.P. ("PMEMLP").

Further to the above PMCULC, on behalf of PMEM ULC, submits this application to amend the existing licence referenced above held in the name of SEEM by changing the name thereon to Plains Midstream Empress Management ULC. Note that no operational changes are expected to occur with regards to this transaction.

Effective immediately, notices and any correspondence previously sent to SEEM or SEELP should be sent to PMCULC at the address below:

**Plains Midstream Canada ULC**  
Suite 1400, 607 – 8 Avenue SW  
Calgary, AB T2P 0A7

PMCULC has a long history of safe, reliable operations. We are committed to a seamless transition in our operations, and would like to assure our stakeholders that all regulatory requirements will continue to be met, and that area emergency response plans (ERPs) remain in place and in force. We invite you to learn more about our company on our website: [www.plainsmidstream.com](http://www.plainsmidstream.com).

PMCULC is committed to both the responsible and safe operations of all of our assets. The Emergency contact phone number for all of the acquired assets in the above mentioned transaction will remain the same and is listed on all publically visible signage associated with the assets. The phone number remains 1-877-824-3577.

If you require any additional information or have any questions with regards to this filing, please contact the undersigned at (587) 233-4313 or at [bernard.tarun@plainsmidstream.com](mailto:bernard.tarun@plainsmidstream.com).

Yours Truly,  
PLAINS MIDSTREAM CANADA ULC



A handwritten signature in black ink, appearing to read "Bernard Tarun". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Bernard Tarun, P.Eng., PMP  
Supervisor, Regulatory - SW

Notice of Alteration Form



Client File No. : 3,312.00		Environment Act Licence No. : 1493 RRR	
Legal name of the Licencee: Spectra Energy Empress Management Inc. ("SEEM")			
Name of the development: Flaring System			
Category and Type of development per Classes of Development Regulation: Energy Production and Waste Conversion      Greenhouse gas collection, extraction, burning or			
Licencee Contact Person: Bernard Tarun			
Mailing address of the Licencee: 1400, 607 8th Avenue SW			
City: Calgary		Province: AB	Postal Code: T2P 0A7
Phone Number: (587) 233-4313		Fax: (403) 233-0399	Email: bernard.tarun@plainsmidstream.com
Name of proponent contact person for purposes of the environmental assessment (e.g. consultant): not applicable			
Phone:		Mailing address:	
Fax:			
Email address:			
Description of Alteration (max 90 characters): See attached cover letter.			
Alteration fee attached: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/>			
If No, please explain: Re-issuance of Licence is not required at this time.			
Date: 08/11/2016		Signature: <small>Digitally signed by bernard.tarun@plainsmidstream.com DN: cn=bernard.tarun@plainsmidstream.com Date: 2016.08.11 15:29:11 -06'00'</small>	
		Printed name:	
A complete Notice of Alteration (NoA) consists of the following components:		Submit the complete NOA to:	
<input checked="" type="checkbox"/> Cover letter <input checked="" type="checkbox"/> Notice of Alteration Form <input type="checkbox"/> 4 hard copies and 1 electronic copy of the NOA detailed report (see " <a href="#">Information Bulletin - Alteration to Developments with Environment Act Licences</a> ") <input type="checkbox"/> \$500 Application fee, if applicable (Cheque, payable to the Minister of Finance)		Director Environmental Approvals Branch Manitoba Sustainable Development Suite 160, 123 Main Street Winnipeg, Manitoba R3C 1A5  <b>For more information:</b> Phone: (204) 945-8321 Fax: (204) 945-5229 <a href="http://www.gov.mb.ca/conservation/eal">http://www.gov.mb.ca/conservation/eal</a>	