



**MINISTER OF
MINERAL RESOURCES**

Legislative Building
Winnipeg, Manitoba, CANADA
R3C 0V8

THE OIL AND GAS ACT

PIPELINE OPERATING LICENCE NO. 2015-03

**ENBRIDGE PIPELINE (VIRDEN) INC.
AND
TUNDRA ENERGY MARKETING LIMITED**

WHEREAS, Enbridge Pipeline (Virden) Inc. was granted operation licences under Section 152 of The Oil and Gas Act ("the Act") for crude oil pipelines as listed on Schedule "A" (attached), in the Virden field.

AND WHEREAS, on May 1, 2015, Tundra Energy Marketing Limited ("TEML") has purchased the pipelines and made application under Section 158 of the Act for authorization to transfer the Pipeline Operation Permits as listed on Schedule "A".

AND WHEREAS, Subsection 158 of the Act provides as follows:

158 Subject to subsection 100(3), a licence or permit issued under this Part may be transferred in accordance with the regulations.

AND WHEREAS, the Minister is satisfied that the application to transfer is complete and that TEML is registered under the Corporations Act.

NOW, THEREFORE, the Minister approves the transfer and continued operation of the pipeline in accordance with the following terms and conditions:

1. The Licencee shall operate and maintain the pipelines in accordance with the Act, this license, CSA Standard Z662-15 Oil and Gas Pipeline Systems and the procedures contained in the TEML Operating and Maintenance Manual, all as amended from time to time.
2. The maximum operating pressures ("MOP") of the pipelines shall be in accordance to the original Operating Licences. The MOP of the pipelines may be varied by the Director.
3. The Licencee shall provide the Director with a copy of the pipeline tariff schedules and shall advise the Director in writing of any changes in the tariff schedules.

4. The Licencee shall not make modifications to the pipelines without the approval of the Minister obtained in accordance with Section 150 of the Act. The Minister's authority under Section 150 of the Act is delegated to the Director pursuant to Order in Council 384/2001.
5. The Licencee shall maintain membership in the Manitoba Producers Oil Spill Cooperative.
6. The Licencee shall provide the Director with an annual report on pipeline operations pursuant to Subsection 152(4) of the Act. The annual pipeline report shall include details of:
 - (a) volumes of oil transported each month;
 - (b) any leaks, breaks or contact damage;
 - (c) any major modifications, maintenance or repairs;
 - (d) digital location (in a compatible format to the Director) of the pipelines in the first reporting year and updates in subsequent reports thereafter;
 - (e) any changes to the tariff schedule; and
 - (f) any other information requested by the Director.

Each annual report shall be filed with the Director of the Petroleum Branch in a compatible format no later than sixty (60) days after the end of each calendar year.

7. The Licencee shall comply with all terms and conditions of the original licence.
8. The Licencee shall register a plan of the pipelines in the appropriate Land Titles Office.
9. The Licencee shall provide the Director with a copy of the TEML Operating and Maintenance Manual.
10. The Minister may amend the terms and conditions of this licence, as the Minister considers necessary or advisable to meeting changing conditions.
11. All previous approvals for these pipelines have been revoked.
12. This licence shall continue until revoked by the Minister.

Dated this 4th day of August, 2015.



Honourable Dave Chomiak
Minister of Mineral Resources

SCHEDULE "A"
LIST OF PIPELINES TO BE TRANSFERED

DATABASE LICENCE #	LINE STATUS MMR	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS		FROM	TO	PREVIOUS PIPELINE LICENCE #
						TEMIL	TEMIL			
555	ACT	168.3	13-16-09-28	15-01-10-28	DY-03 DY-03	ACT ACT	ACT ACT	15-01-10-28 02-02-10-28	02-02-10-28 13-16-09-28	F05-0029-01-001
690	ACT	168.3	15-02-10-28	15-01-10-28	DY-04 DY-04 DY-04 DY-04	INACT INACT INACT INACT	INACT INACT INACT INACT	15-01-10-28 04-04-10-28 15-01-10-28 04-04-10-28	04-04-10-28 13-16-09-28 04-04-10-28 13-16-09-28	F05-0029-01-002
753	ACT	168.3	06-27-10-26	15-01-10-28	DY-05	ACT	ACT	06-27-10-26	15-01-10-28	F05-0029-01-003
754	ACT	168.3	09-20-10-26	15-01-10-28	DY-06 DY-06	INACT INACT	INACT INACT	09-20-10-26 09-20-10-26	15-01-10-28 15-01-10-28	F05-0029-01-004
755	ACT	114.3	02-11-10-28	16-04-10-28	DY-07	INACT	INACT	02-11-10-28	16-04-10-28	F05-0029-005
756	ACT	168.3	13-16-09-28	16-04-10-28	DY-07 DY-07	INACT INACT	INACT INACT	16-04-10-28 04-04-10-28	04-04-10-28 13-16-09-28	F05-0029-01-006
757	ACT	114.3	11-32-9-28	13-33-09-28	DY-08	INACT	INACT	11-32-09-28	13-33-09-28	F05-0029-01-007
758	ACT	88.9	01-31-09-28	11-32-09-28	DY-09	INACT	INACT	01-31-09-28	11-32-09-28	F05-0029-01-008
759	ACT	114.3	02-36-09-29	01-31-09-28	DY-10	INACT	INACT	01-31-09-28	02-36-09-29	F05-0029-01-009
760	ACT	114.3	05-36-09-29	02-36-09-29	DY-11 DY-11	INACT INACT	INACT INACT	05-36-09-29 05-36-09-29	02-36-09-29 02-36-09-29	F05-0029-01-010
761	ACT	114.3	13-36-09-29	05-36-09-29	DY-12 DY-12	INACT INACT	INACT INACT	13-3-6-09-29 13-36-09-29	05-36-09-29 05-36-09-29	F05-0029-01-011
762	ACT	114.3	15-25-09-29	02-36-09-29	DY-13	INACT	INACT	15-25-09-29	2-36-09-29	F05-0029-01-012
763	ACT	114.3	12-04-10-28	04-04-10-28	DY-14	INACT	INACT	12-04-10-28	04-04-10-28	F05-0029-01-013

DATABASE LICENCE #	LINE STATUS MMR	PIPE SIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
764	ACT	88.9	12-29-09-28	12-28-09-28	DY-15	INACT	12-29-09-28	12-28-09-28	F05-0029-01-014
765	ACT	168.3	13-16-09-28	01-20-09-28	DY-16	INACT	13-16-09-28	01-20-09-28	F05-0029-01-015
766	ACT	168.3	13-16-09-28	01-20-09-28	DY-16	INACT	13-16-09-28	01-20-09-28	F05-0029-01-016
767	ACT	88.9	06-03-10-28	16-03-10-28	DY-17	INACT	16-03-10-28	16-03-10-28	F05-0029-01-017
					DY-17	INACT	16-03-10-28	16-03-10-28	
524	ACT	88.9	11-27-09-28	10-27-09-28	DY-18	INACT	11-27-09-28	10-27-09-28	F05-0029-01-018
					DY-18	INACT	11-27-09-28	10-27-09-28	
768	ACT	88.9	07-35-09-28	11-35-09-28	DY-19	INACT	07-35-09-28	11-35-09-28	F05-0029-01-019
					DY-19	INACT	07-35-09-28	11-35-09-28	
525	ACT	88.9	03-24-10-28	13-01-10-28	DY-20	INACT	03-24-10-28	13-01-10-28	F05-0029-01-021
507	ACT	88.9	03-24-10-28	13-10-10-28	DY-20	INACT	03-24-10-28	13-01-10-28	F05-0029-01-020
					DY-20	SOLD	12-12-10-28	13-13-10-28	
					DY-20	SOLD	SBDY 12-10-28	05-12-10-28	
508	ACT	114.3	02-06-11-25	06-27-10-26	RL-01	INACT	02-06-11-25	6-27-10-26	F05-0029-01-022
					RL-01	INACT	02-06-11-25	02-06-11-25	
	ABD	114.3	02-06-11-25	10-25-10-26	RL-01	INACT	02-06-11-25	10-25-10-26	Modified in 2012
	ACT	114.3	10-25-10-26	6-27-10-26	RL-01	ACT	02-06-11-25	02-06-11-25	Modified in 2012
510	ACT	88.9	12-26-10-26	04-26-10-26	RL-02	INACT	12-26-10-26	04-26-10-26	F05-0029-01-024
509	ACT	88.9	12-26-10-26	04-26-10-26	RL-02	INACT	12-26-10-26	04-26-10-26	F05-0029-01-023
522	ACT	88.9	01-29-10-25	04-26-10-26	RL-03	INACT	01-29-10-25	10-25-10-26	F05-0029-01-025
					RL-03	INACT	01-29-10-25	10-25-10-26	
					RL-03	INACT	01-29-10-25	10-25-10-26	
					RL-03	INACT	01-29-10-25	10-25-10-26	

DATABASE LICENCE #	LINE STATUS		PIPE SIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS		FROM	TO	PREVIOUS PIPELINE LICENCE #
	MMR						TEML				
511	ACT		88.9	15-14-10-26	04-26-10-26	RL-04	INACT		15-14-10-26	04-26-10-26	F05-0029-01-026
526	ACT		88.9	15-14-10-26	04-26-10-26	RL-04	INACT		15-14-10-26	04-26-10-26	F05-0029-01-027
523	ACT		88.9	01-22-10-26	15-14-10-26	RL-5	INACT		01-22-10-26	15-14-10-26	F05-0029-01-029
691	ACT		88.9	01-22-10-26	15-14-10-26	RL-5	INACT		01-22-10-26	15-14-10-26	F05-0029-01-028
512	ACT		88.9	04-28-10-26	15-21-10-26	RL-06	INACT		04-28-10-26	15-21-10-26	F05-029-01-030
513	ACT		88.9	04-28-10-26	15-24-10-26	RL-06	INACT		04-28-10-26	15-21-10-26	F05-0029-01-031
						RL-06	INACT		04-28-10-26	04-28-10-26	
692	ACT		88.9	08-28-10-26	09-28-10-26	RL-07	INACT		08-28-10-26	09-28-10-26	F05-0029-01-032
514	ACT		88.9	08-28-10-26	09-28-10-26	RL-07	INACT		08-28-10-26	09-28-10-26	F05-0029-01-033
702	ACT		168.3	14-11-10-26	09-20-10-26	RG-01			14-11-10-26	09-20-10-26	F05-0029-01-034
						RG-02	INACT		01-01-10-26	14-11-10-26	
						RG-02	INACT		16-36-09-26	01-01-10-26	
515	ACT		114.3	13-22-09-25	14-11-10-26	RG-02	INACT		13-22-09-25	16-36-09-26	F05-0029-01-035
516	ACT		114.3	13-22-09-25	12-28-09-25	RG-02	SOLD		13-22-09-25	12-28-09-25	F05-0029-01-036
						RG-02	SOLD		13-22-09-25	12-08-09-25	
						RG-02	INACT		16-36-09-25	16-36-09-25	
	ABD		114.3	12-28-29-25	16-36-09-25	RG-02	INACT		16-36-09-25	12-28-09-25	Modified in 2012
						RG-02	ACT		16-36-09-26	14-11-10-26	
703	ACT		88.9	08-21-09-25	13-22-09-25	RG-03	INACT		08-21-09-25	13-22-09-25	F05-0029-01-037
704	ACT		88.9	08-21-09-25	13-22-09-25	RG-03	INACT		08-21-09-25	13-22-09-25	F05-0029-01-038
517	ACT		114.3	07-11-09-25	08-21-09-25	RG-04	INACT		07-11-09-25	08-21-09-25	F05-0029-01-039
518	ACT		114.3	07-11-09-25	08-21-09-25	RG-04	INACT		07-11-09-25	08-21-09-25	F05-0029-01-040
693	ACT		88.9	13-02-09-25	08-10-09-25	RG-05	INACT		13-02-09-25	08-10-09-25	F05-0029-01-042
						RG-05	INACT		12-02-09-25	08-10-09-25	

DATABASE LICENCE #	LINE STATUS MMR	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS TEMPL	FROM	TO	PREVIOUS PIPELINE LICENCE #
705	ACT	88.9	13-02-09-25	08-10-09-25	RG-05	SOLD	13-02-09-25	08-10-09-25	F05-0029-01-041
519	ACT	88.9	10-28-09-25	06-28-09-25	RG-06	INACT	10-28-09-25	06-28-09-25	F05-0029-01-043
706	ACT	88.9	10-28-09-25	06-28-09-25	RG-06	INACT	10-28-09-25	06-28-09-25	F05-0029-01-044
1145	ABD	114.3	04-20-09-25	12-28-09-25	RG-07	INACT	04-20-09-25	12-28-09-25	F05-0029-01-45
3303	ACT	88.9	02-11-10-26	09-11-10-26	RG-08	ACT	02-11-10-26	09-11-10-26	F05-0029-01-046
695	ACT	88.9	05-15-10-26	10-15-10-26	RG-09	INACT	05-15-10-26	10-15-10-26	F05-0029-01-048
707	ACT	88.9	05-15-10-26	10-15-10-26	RG-09	INACT	05-15-10-26	10-15-10-26	F05-0029-01-047
520	ACT	114.3	14-17-10-26	09-20-10-26	RG-10	INACT	14-17-10-26	09-20-10-26	F05-0029-01-049
521	ACT	114.3	14-17-10-26	09-20-10-26	RG-10	INACT	14-17-10-26	09-20-10-26	F05-0029-01-050
696	ACT	60.3	08-20-10-26	08-20-10-26	RG-11	INACT	08-20-10-26	08-20-10-26	F05-0029-01-052
1146	ACT	60.3	08-20-10-26	08-20-10-26	RG-11	INACT	08-20-10-26	08-20-10-26	F05-0029-01-051
527	ACT	114.3	16-17-09-25	04-20-09-25	RG-12	ACT	16-17-09-25	04-20-09-25	F05-0029-01-054
1147	ACT	114.3	16-17-09-25	04-20-09-25	RG-12	ACT	16-17-09-25	04-20-09-25	F05-0029-01-053
1149	ACT	168.3	05-15-11-26	05-27-10-26	SC-01	ACT	05-15-11-26	05-27-10-26	F05-0029-01-055
528	ACT	114.3	05-27-11-26	05-15-11-26	SC-02	ACT	05-27-11-26	05-15-11-26	F05-0029-01-056
1148	ACT	114.3	14-17-11-16	05-15-11-26	SC-03	ACT	14-17-11-26	05-15-11-26	F05-0029-01-057
1150	ACT	114.3	08-19-11-26	14-17-11-26	SC-04	ACT	08-19-11-26	14-17-11-26	F05-0029-01-058
697	ACT	114.3	02-30-11-26	08-19-11-26	SC-05	INACT	02-30-11-26	08-19-11-26	F05-0029-01-059
					SC-05	INACT	02-30-11-26	08-19-11-26	

DATABASE LICENCE #	LINE STATUS MMR	PIPE SIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
698	ACT	114.3	04-29-11-26	02-30-11-26	SC-06	INACT	04-29-11-26	02-30-11-26	F05-0029-01-060
700	ACT	50.2	04-29-11-26	04-29-11-26	SC-06	INACT	04-29-11-26	04-29-11-26	F05-0029-01-063
8624	ACT	114.3	13-29-11-26	04-29-11-26	SC-07	INACT	13-29-11-26	04-29-11-26	F05-0029-01-060
1152	ACT	114.3	12-08-11-26	14-17-11-26	SC-08	INACT	12-08-11-26	14-17-11-26	F05-0029-01-064
701	ACT	88.9	16-17-11-26	14-17-11-26	SC-09	ACT	16-17-11-26	14-17-11-26	F05-0029-01-065
4743	ABD	88.9	03-20-11-26	14-17-11-26	SC-10	INACT	03-20-11-26	14-17-11-26	F05-0029-01-066
709	ACT	114.3	14-20-11-26	03-20-11-26	SC-11	SOLD	14-20-11-26	03-20-11-26	F05-0029-01-068
708	ACT	114.3	14-20-11-26	03-20-11-26	SC-11	SOLD	14-20-11-26	03-20-11-26	F05-0029-01-067
1134	ACT	114.3	03-15-11-26	05-15-11-26	SC-12	INACT	03-15-11-26	05-15-11-26	F05-0029-01-069
1135	ACT	114.3	06-06-09-27	06-06-09-27	WD-01	INACT	06-06-09-27	13-16-09-28	F05-0029-01-070
1136	ACT	114.3	08-15-09-28	13-16-09-28	WD-01	INACT	08-15-09-28	13-16-09-28	F05-0029-01-072
1154	ACT	114.3	08-15-09-28	13-16-09-28	WD-01	INACT	08-15-09-28	13-16-09-28	F05-0029-01-071
1137	ACT	114.3	06-06-09-27	06-06-09-27	WD-01	INACT	06-06-09-27	06-06-09-27	F05-0029-01-073
1138	ACT	114.3	06-06-09-27	08-15-09-28	WD-01	INACT	06-06-09-27	08-15-09-28	F05-0029-01-074
1155	CAN	114.3	11-10-09-28	28-15-09-28	WD-02	INACT	11-10-09-28	08-15-09-28	F05-0029-01-077
1139	CAN	114.3	11-10-09-28	08-15-09-28	WD-02	INACT	11-10-09-28	08-15-09-28	F05-0029-01-076

DATABASE LICENCE #	LINE STATUS	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
	MMR					TEML			
659	ABD ACT	114.3 114.3	15-10-09-28	08-15-09-28	WD-02 WD-02 WD-02	INACT INACT ACT	11-10-09-28 11-10-09-28 15-10-09-28	08-15-09-28 15-10-09-28 08-15-09-28	F05-0029-01-075
1140	ACT	88.9	03-12-09-28	03-12-09-28	WD-03	INACT	03-12-09-28	03-12-09-28	F05-0029-01-078
1153	ACT	88.9	03-12-09-28	03-09-12-28	WD-03	INACT	03-12-09-28	03-12-09-28	F05-029-01-079
1141	ACT	114.3	12-06-09-27	12-06-09-27	WD-04	INACT	12-06-09-27	12-06-09-27	F05-0029-01-080
1142	ACT	114.3	12-06-09-27	12-06-09-27	WD-04	INACT	12-06-09-27	12-06-09-27	F05-0029-01-081
1143	ACT	114.3	05-06-09-27	06-06-09-27	WD-05 WD-05	INACT INACT	05-06-09-27 05-06-09-27	06-06-09-27 06-06-09-27	F05-0029-01-082

DATABASE LICENCE #	LINE STATUS	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
	MMR					TEML			
					M-27	INACT	0	0	
	114.3				M-53	INACT	05-13-09-25	07-14-09-25	
	114.3				M-54	INACT	01-16-09-25	08-17-09-25	
	114.3				M-55	INACT	13-17-09-25	01-20-09-25	
	88.9				M-56	INACT	08-21-09-25	06-22-09-25	
	88.9				M-57	INACT	13-22-09-25	04-27-09-25	
	114.3				M-58	INACT	14-21-09-25	06-28-09-25	
	88.9				M-59	INACT	06-28-09-25	05-33-09-25	
	114.3				M-60	INACT	05-33-09-25	11-32-09-25	
	88.9				M-61	INACT	06-02-10-26	14-02-10-26	
	88.9				M-62	INACT	09-03-10-26	02-11-10-26	
	88.9				M-63	INACT	02-11-10-26	15-02-10-26	
	88.9				M-65	INACT	07-01-10-26	11-01-10-26	
	88.9				M-66	INACT	11-07-10-25	05-18-10-25	
	114.3				M-67	INACT	08-13-10-26	15-13-10-26	
	88.9				M-68	INACT	15-13-10-26	14-13-10-26	
	88.9				M-69	INACT	14-13-10-26	09-13-10-26	
	88.9				M-70	INACT	12-14-10-26	13-14-10-26	
	88.9				M-71	INACT	12-24-10-26	04-25-10-26	
	88.9				M-72	INACT	04-25-10-26	02-25-10-26	
	88.9				M-74	INACT	04-27-10-26	06-27-10-26	
	88.9				M-75	INACT	03-27-10-26	04-27-10-26	
	114.3				M-76	INACT	15-26-10-26	13-31-10-25	
	114.3				M-77	INACT	09-21-10-25	12-21-10-25	
	88.9				M-78	INACT	12-21-10-25	01-29-10-25	
	114.3				M-79	INACT	02-06-11-25	04-06-11-25	
	114.3				M-81	INACT	02-36-10-26	01-36-10-26	
	88.9				M-82	INACT	16-02-11-26	01-10-11-26	
	88.9				M-83	INACT	11-02-11-26	03-11-11-26	
	114.3				M-84	INACT	03-11-11-26	03-15-11-26	
	88.9				M-85	INACT	03-15-11-26	11-10-11-26	
	88.9				M-86	INACT	16-09-11-26	09-16-11-26	

DATABASE LICENCE #	LINE STATUS	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
	MMR					TEML			
	114.3				M-87	INACT	09-16-11-26	03-28-11-26	
	114.3				M-88	INACT	14-11-11-26	11-13-11-26	
	88.9				M-89	INACT	07-14-11-26	09-14-11-26	
	88.9				M-90	INACT	11-13-11-26	11-24-11-26	
	88.9				M-91	INACT	05-23-11-26	12-23-11-26	
	88.9				M-92	INACT	04-22-11-26	15-22-11-26	
	88.9				M-93	INACT	08-28-11-26	05-27-11-26	
	88.9				M-94	INACT	05-27-11-26	02-26-11-26	
	88.9				M-95	INACT	05-26-11-26	13-26-11-26	
	114.3				M-96	INACT	05-27-11-26	04-04-12-26	
	88.9				M-97	INACT	04-34-11-26	06-03-12-26	
	88.9				M-98	INACT	09-04-12-26	04-04-12-26	
	114.3				M-99	INACT	04-04-12-26	08-05-12-26	
	88.9				M-100	INACT	14-21-09-28	04-28-09-28	
	88.9				M-101	INACT	15-01-10-28	02-13-10-28	
	114.3				M-102	INACT	15-01-10-28	15-02-10-28	
	88.9				M-103	INACT	15-02-10-28	02-11-10-28	
	88.9				M-104	INACT	08-02-10-28	10-02-10-28	
	88.9				M-105	INACT	15-04-10-28	02-09-10-28	
	114.3				M-106	INACT	12-04-10-28	05-09-10-28	

DATABASE LICENCE #	LINE STATUS	PIPESIZE	FROM	TO	TUNDRA SEGMENT	LINE STATUS	FROM	TO	PREVIOUS PIPELINE LICENCE #
	MMR				TEML				

THE FOLLOWING PIPELINES WERE INCLUDED WITH THIS TRANSFER APPLICATION BUT WILL NOT BE INCLUDED WITH THIS TRANSFER LICENCE. THESE SEGMENTS WILL BE TRANSFERRED ACCORDING TO THEIR RESPECTIVE LICENCES AS NOTED.

ACT	114.3	12-30-10-25	10-25-10-26	RL-08	ACT	12-30-10-25	10-25-10-26	2011-2
				RL-08	ACT	12-30-10-25	10-25-10-26	
				RL-08	ACT	12-30-10-25	10-25-10-26	
				RL-08	ACT	12-30-10-25	10-25-10-26	
ACT	114.3	04-20-09-25	16-36-09-26	RG-13	ACT	16-36-09-26	08-25-09-26	2012-2
				RG-13	ACT	16-36-09-26	08-25-09-26	
				RG-13	ACT	08-25-09-26	04-20-09-25	
				RG-13	ACT	08-25-09-26	04-20-09-25	
ACT	114.3	16-10-09-28	15-10-09-28	WD-06	ACT	16-10-09-28	15-10-09-28	2012-10