

Alaskan Northwest Natural Gas Transportation Company

c/o TransCanada PipeLines Ltd.
450 - 1st Street S.W., Calgary, Alberta T2P 5H1

RECEIVED
PIPELINE OFFICE
2008 DEC 8 AM 9 37

November 26, 2008

Bureau of Land Management
Office of Pipeline Monitoring
Attention: Jerry Brossia, Authorized Officer
411 West 4th Avenue, Suite 2
Anchorage, Alaska 99501-2301

tel 403.920.7969
fax 403.920.2318
email vincent_lee@transcanada.com

Dear Mr. Brossia,

Re: Relinquishment of Grant of Right-of-Way - Case File Serial No. F-24538

This letter is provided to you in response to the letter from the Bureau of Land Management to us dated November 14, 2008 (Letter No.: 08-086-RN, Subject Code: 2880 (994)) with respect to the above-noted matter. In that letter we were requested to file certain items with you in connection with the relinquishment request.

The following are provided in corresponding order to the requested items contained in the letter:

Item no. 1:

Item no. 1 of your letter requested certain information concerning the holder of the Federal Right-of-Way Grant for the Alaska Natural Gas Transportation System ("ANGTS"), serial number F-24538 ("Federal ROW Grant").

The Alaskan Northwest Natural Gas Transportation Company ("ANNGTC"), a New York general partnership that was formed in 1978 to construct and operate the ANGTS pursuant to the Alaska Natural Gas Transportation Act of 1976, has been the sole holder of the Federal ROW Grant from grant issuance through the current date.

There were originally eleven partners in ANNGTC; however, all but two of these partners have withdrawn from the partnership. Partners began withdrawing in 1981 and the last partner not affiliated with TransCanada withdrew more than a decade ago, in 1994.

The nine original partners in ANNGTC that have withdrawn from the partnership and the year of withdrawal for each such partner are as follows: Texas Gas Alaska Corporation (1981), American Natural Alaskan Company (1982), Northern Arctic Gas Company (1984), Columbia Alaskan Gas

Transmission Corporation (1984), Pan Alaskan Gas Company (1984), Pacific Interstate Transmission Company (Arctic) (1985), TETCO Four, Inc. (1989), Calaska Energy Company (1993), and Northwest Alaskan Pipeline Company (1994).

The only remaining ANNGTC partners are TransCanada PipeLine USA Ltd. ("TransCanada USA") and United Alaska Fuels Corporation ("United Alaska"), both of which are indirect, wholly owned subsidiaries of TransCanada PipeLines Ltd.

For your reference, attached as Schedule "A" hereto are copies of the letters pursuant to which each of the nine withdrawn partners provided written notice to ANNGTC of its respective withdrawal from the partnership.

Item no. 2:

Item no. 2 of your letter requested confirmation of the authority of Dennis J. McConaghy as Chairman of the Board for the Board of Partners of ANNGTC to request relinquishment of the Federal ROW Grant.

As you may be aware, pursuant to a resolution of TransCanada USA and United Alaska, the two remaining partners of ANNGTC, the partnership has been dissolved and is now in the process of relinquishing its assets.

Pursuant to a Consent and Resolution of the Board of Partners dated in 2003, Mr. McConaghy was appointed as Chairman of the Board of Partners of ANNGTC. In addition, pursuant to a Unanimous Consent of the Partners of ANNGTC dated August, 2008, any member of the Board of Partners was authorized to do all things necessary to wind-up the business and affairs of ANNGTC. The request for relinquishment of the Federal ROW Grant was made by Mr. McConaghy in furtherance of the authorized wind-up of ANNGTC.

For your reference, attached as Schedule "B" hereto is a copy of the 2003 consent and resolution of ANNGTC by its Board of Partners electing Dennis J. McConaghy as Chairman of the Board of Partners of ANNGTC. Also for your reference, attached as Schedule "C" hereto is a copy of a Unanimous Written Consent and Agreement of the Partners of ANNGTC authorizing the dissolution and wind-up of the affairs of ANNGTC.

Item no. 3:

Item no. 3 of your letter requested further information relating to the authority of officers or agents acting on behalf of ANNGTC.

In respect of Dennis McConaghy's authority to request the relinquishment of the Right-of-Way, please see Item no. 2 above. In respect of my authority to act in connection with other matters concerning ANNGTC, attached as Schedule "D" hereto is a copy of an August 2008 Unanimous Written Consent and Agreement of ANNGTC by its partners appointing myself, Vincent Lee, as agent and attorney in fact of the partnership.

Item no. 4:

Item no. 4 of your letter requested a report on the status of all other permits/authorizations related to the ANGTS pipeline.

The following is a list of the certificates, permits, and other authorizations held by ANNGTC relating to the development of the ANGTS (other than the Federal ROW Grant):

1. Conditional Certificate of Public Convenience and Necessity

Relevant agency: Federal Energy Regulatory Commission
Issued: December 16, 1977
Expires: N/A
Authority granted: Construction of Alaska segment of ANGTS subject to conditions.

2. Clean Water Act Section 404 Wetland Permit – Beaufort Sea 176 Permit

Relevant agency: U.S. Army Corps of Engineers
Issued: July 25, 1983 (effective date)
Expires: September 10, 2017 (per February 1, 2008 extension)
Authority granted: Placement of 1.79 million cubic yards of gravel on 186.6 acres of wet tundra for the construction of a pad to support the gas conditioning plant, a pad for an operations center construction camp, access and haul roads, a flare pit and sewage disposal pond berms, a crude oil cooling facilities pad, and pipeline corridors northwest of Prudhoe Bay, Alaska.

3. Clean Water Act Section 404 Wetland Permit – Sagavanirktok River 120 Permit

Relevant agency: U.S. Army Corps of Engineers
Issued: January 4, 1984 (effective date)
Expires: September 10, 2017 (per February 1, 2008 extension)
Authority granted: Placement of uncontaminated clean gravel fill for work pads and access roads associated with the permanent structures of ANGTS, including authority to construct work pads for the placement of the ANGTS pipeline, pads for compressor stations, metering stations, erosion protection structures, access roads, culvert crossings, low-water crossings, permanent stream crossings, and temporary storage of ditch spoils and materials over the length of the established route from Prudhoe Bay to the Alaska-Canada border.

4. Clean Water Act Section 401 Certificates of Reasonable Assurance – re Beaufort Sea and Sagavanirktok River Section 404 Wetlands Permits

Relevant Agency: State of Alaska Department of Environmental Conservation
Issued: September 30, 1983
Expires: January 22, 2010 (per January 22, 2008 extension)
Authority granted: State certifications that activities under Beaufort Sea 176 and Sagavanirktok River 120 Wetlands Permits comply with State water quality standards.

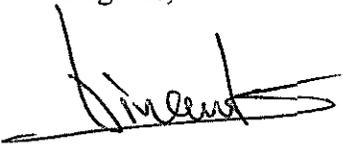
5. Coastal Zone Management Act / Alaska Coastal Management Program Certifications – re Beaufort Sea and Sagavanirktok River Section 404 Wetlands Permits

Relevant Agency: Division of Governmental Coordination, Office of the Governor, State of Alaska
Issued: December 14, 1982 (Beaufort Sea 176 Permit); October 26, 1983 (Sagavanirktok River Permit)
Expires: N/A
Authority granted: Determination that proposed activities under Beaufort Sea 176 and Sagavanirktok River 120 Wetlands Permits are consistent with the standards of the Alaska Coastal Management Program.

It is ANNGTC's intention to relinquish or surrender these assets and will be doing so in due course.

I trust that this response is satisfactory. If you have any questions relating to this matter, or if you require any further information from us, please feel free to contact me.

Regards,



Vincent Lee
Authorized Agent for ANNGTC

cc: Dennis J. McConaghy, Chairman of the Board of Partners of ANNGTC
Donna Friesen
Jonathan Simon, Van Ness Feldman

Schedule "A"
See Withdrawn Partner Withdrawal Letters
Attached

copy given to Chad Beckstead
6-23-81

RECEIVED
JUN 23 1981
NWA O.G.C.

RECEIVED 3050
JUN 19 1981
per JAS
copy to WMM-FLU
JOHN MASON



RECEIVED
JUN 24 1981
NWA LEGAL

June 19, 1981

TEXAS GAS TRANSMISSION CORPORATION

Gas Transmission Services Division
3300 Frederica Street
P.O. Box 7550
Owensboro Kentucky 42301
Phone 502/528-8585

C.E. Marlow
President

CERTIFIED MAIL, RETURN RECEIPT REQUESTED. POSTAGE PREPAID

Northwest Alaskan Pipeline Company
315 East 200 South Street
Salt Lake City, Utah 84111

Attention: Mr. John G. McMillan

Gentlemen:

Please refer to the General Partnership Agreement effective as of January 31, 1978 pursuant to which Alaskan Northwest Natural Gas Transportation Company (the "Partnership") was formed and all amendments thereto (collectively, the "Partnership Agreement") and to the Cooperative Agreement for Design and Engineering of Alaska Gas Pipeline and Conditioning Plant which became effective on June 20, 1980 and all amendments thereto (collectively, the "Cooperative Agreement").

Effective as of the date hereof, Texas Gas Alaska Corporation ("TG Alaska") hereby withdraws from (1) the Partnership pursuant to the applicable provisions of the Partnership Agreement and (2) the Cooperative Agreement pursuant to the applicable provision thereof, and hereby gives this Withdrawal Notice to the Partnership and each of the Partners thereof and to the parties to the Cooperative Agreement.

TG Alaska recognizes its obligations to make payments pursuant to Section 4.2.7 of the Partnership Agreement are not affected by its withdrawal from the Partnership; however, all such payments made heretofore and hereafter were and shall be made on the understanding and condition that all such payments by TG Alaska, whenever made, will be deemed for the purposes of Section 4.4.4 of the Partnership Agreement to have been made prior to withdrawal of TG Alaska from the Partnership and, therefore, will be included in TG Alaska's Capital Account as of and on the date of such withdrawal.

Very truly yours,

TEXAS GAS ALASKA CORPORATION

By Charles P. Morston
Charles P. Morston, President

cc: Northern Arctic Gas Company
2223 Dodge Street

AMERICAN NATURAL ALASKAN COMPANY
MEMBER OF THE AMERICAN NATURAL RESOURCES SYSTEM
ONE WOODWARD AVENUE DETROIT, MICHIGAN 48225



JAMES J. TREBILCOTT
PRESIDENT

May 5, 1982

Alaskan Northwest Natural Gas
Transportation Company
P. O. Box 1526
Salt Lake City, Utah 84110-1526

Attention: Mr. John G. McMillian

Gentlemen:

American Natural Alaskan Company wishes to notify its partners in Alaskan Northwest Natural Gas Transportation Company that it will not make further equity investments in the Partnership in response to Requests for Capital Contributions.

As you know, our requirements for Alaskan gas have been very substantially reduced, and our participation in the Great Plains coal gasification project has placed significant capital demands on our System. These and other factors have imposed practical limitations on our participation in the Alaskan gas pipeline project.

In our letter of January 21, 1982, we indicated the limits of our total commitment of debt and equity to the project. Our financial contributions to date approximate the equity portion of that commitment. Since that is the case, and we have now reached the level we would nominate on the Commitment Date, it is our position that we should be permitted to remain in the Partnership without meeting further Requests for Capital Contributions.

If this position is agreeable to the Partnership, it may be desirable to modify the Partnership Agreement to cover the situation outlined above. We would anticipate, and agree, that American Natural's voting rights would be limited.

If our position is not acceptable to the Partnership, this letter should be considered to be American Natural Alaskan Company's formal notice of withdrawal from the Partnership, effective as of the fifth business day following the delivery of the call for contributions based on the budget approved at the Management Committee Meeting on May 4, 1982. We would appreciate your early advice as to the Partnership's position on this matter.

Very truly yours,

JJT:js

cc: Messrs. John H. Croom
H. Wayne Hodge
Kenneth E. Kalen
R. R. Latimer
Harry L. Lepape

Charles P. Moreton
Gordon L. Severa
D. Lamar Smith
John A. Sproull

RECEIVED

MAY 5 1982

JOHN MASON

Jim Walker

*Here
JPK/GS*

NORTHWEST ALASKAN PIPELINE COMPANY

JOHN G. McMILLIAN
CHAIRMAN
AND
CHIEF EXECUTIVE OFFICER

P. O. BOX 1826
SALT LAKE CITY, UTAH 84110-1826
801-584-7300

RECEIVED
MAY 13 1982

May 12, 1982

CONTROLLER

Mr. James J. Trebilcott
President
American Natural Alaskan Company
One Woodward Avenue
Detroit, Michigan 48226

Dear Jim:

Thank you for your letter of May 5th. Representatives of the Partnership discussed your request in a conference call held on May 11, 1982.

We all deeply regret your decision, but understand fully the circumstances which led your Company to give its notice of withdrawal from the Partnership.

The Partners have asked me to advise you of their decision that the Partnership Agreement should not be amended.

We will look to an orderly wind down of our mutual affairs, in accordance with the provisions of the Partnership Agreement.

I want you to know how much all of us appreciate American Natural's support of the project, and how indebted we are for your personal contributions to our deliberations.

I will call personally to visit with you and Art Seder.

Best regards,

John G. McMillian

bcc: Harry L. Lepape	E. M. Benson, Jr.
John H. Croom	S. J. Reso
Robert P. Raasch	F. E. Mosier
John A. Sproul	Rush Moody
H. Wayne Hodge	Darrell MacKay
D. Lamar Smith	T. W. diZerega
R. R. Latimer	A. N. Porter
Kenneth E. Kalen	Howard Butner
	RDM-WDC

Handwritten initials

Handwritten initials



AMERICAN NATURAL ALASKAN COMPANY
MEMBER OF THE AMERICAN NATURAL RESOURCES SYSTEM
ONE WOODWARD AVENUE DETROIT, MICHIGAN 48225

JAMES J. TREBILCOTT
PRESIDENT

May 19, 1982

RECEIVED
May 24, 1982

CONTROLLER

Mr. John G. McMillian
Chairman
Northwest Alaskan Pipeline Company
P. O. Box 1526
Salt Lake City, Utah 84110-1526

Dear John:

Your letter of May 12, 1982 advising us of the action taken by the Partnership with respect to our letter of May 5, 1982 has been received. We are sorry to learn that the Partnership representatives decided not to approve the amendment that would have permitted American Natural to remain in the Partnership.

This matter was again considered by ANR's Board of Directors in light of this action by the Partnership. We have concluded that there is no alternative other than to reaffirm our intention to withdraw as set forth in our letter of May 5, 1982.

The relationships developed with you and the other partner representatives have been most enjoyable and we sincerely hope that the project will eventually be successfully completed.

Very truly yours,

Handwritten signature of James J. Trebilcott

JJT:js

- cc: Messrs. John H. Croom
- H. Wayne Hodge
- Kenneth E. Kalen
- R. R. Latimer
- Harry L. Lepape
- Charles P. Moreton
- Gordon L. Severa
- D. Lamar Smith
- John A. Sproul
- R. Moody, Jr.

RECEIVED

MAY 24 1982

J. G. McMILLIAN

NORTHERN ARCTIC GAS COMPANY

Retyped for legibility

May 3, 1984.

Alaskan Northwest Natural Gas Transportation Company
P. O. Box 1526
Salt Lake City, UT 84110-1526

Attention: Mr. Vernon T. Jones

Gentlemen:

This is to inform you that Northern Arctic Gas Company (Northern Arctic) hereby withdraws from Alaskan Northwest Natural Gas Transportation Company (ANNGTC). In so doing, Northern Arctic is also abandoning all of its rights and interest, of whatsoever nature, in the ANNGTC General Partnership.

Northern Arctic recognizes that under Section 15.9 of the ANNGTC General Partnership Agreement, as amended, its withdrawal and abandonment does not affect its obligations as a partner for those obligations incurred by the partnership prior to the withdrawal date. A representative of Northern Arctic will soon be in touch with you to begin determining the nature and extent of such previously incurred obligations.

Very truly yours,

/S/ R. P. Raasch

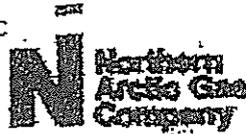
eh

cc: Messrs: John M. Croom Kenneth E. Kalen John A. Sproul
 H. Wayne Hodge H. L. Lepape George E. Woods
 Vernon T. Jones D. Lamar Smith

Frank E. Mosier
Stuart C. Mut
Sidney J. Reso

MAY 03 14:53 NORTHWEST ENERGY WASHINGTON DC

214 2nd St
Salt Lake City, UT 84110
Telephone 462-1526



May 3, 1984

Alaskan Northeast Natural Gas Transportation Company
P. O. Box 1526
Salt Lake City, UT 84110-1526

Attention: Mr. Vernon T. Jones

Gentlemen:

This is to inform you that Northern Arctic Gas Company (Northern Arctic) hereby withdraws from Alaskan Northeast Natural Gas Transportation Company (ANNTG). In so doing, Northern Arctic is also abandoning all of its rights and interest, of whatsoever nature, in the ANNTG General Partnership.

Northern Arctic recognizes that under Section 15.9 of the ANNTG General Partnership Agreement, as amended, its withdrawal and abandonment do not affect its obligations as a partner for those obligations incurred by it in partnership prior to the withdrawal date. A representative of Northern Arctic will soon be in touch with you to begin determining the nature and extent of such previously incurred obligations.

Very truly yours,

R. A. Kinnick
R. A. Kinnick

cc:

Mr. Jones
John H. Green
Vernon T. Jones

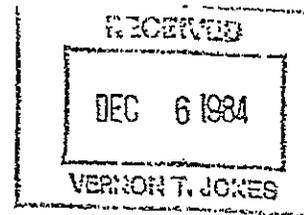
Kenneth E. Eaten
W. L. Lippage
G. Larry Smith

John A. Spruiell
George W. Wood

Frank E. Smith
Stuart C. Hart
Stanley J. Stone

5

COLUMBIA GAS
System



John H. Croom
Chairman and President

REGISTERED MAIL

December 4, 1984

Alaskan Northwest Natural Gas
Transportation Company
P O. Box 1526
Salt Lake City, Utah 84110-1526

Attention: Mr. Vernon T. Jones

Gentlemen:

Pursuant to Sections 15 2 and 16 2 of the Alaskan
Northwest Natural Gas Transportation Company General Partnership
Agreement, as amended, Columbia Alaskan Gas Transmission
Corporation hereby gives notice of its withdrawal from the
Partnership effective immediately

Very truly yours,

Copy by Registered Mail: H. Wayne Hodge James R Templeton
Vernon T Jones John A Sproul
Kenneth E Kalen George W Woods
H L Lepape

Information Copy: Frank E Mosier Sidney J Reso
Stuart C Mut

PAN ALASKAN GAS COMPANY

P O BOX 1526

KANSAS CITY, MISSOURI 64141

December 14, 1984

CERTIFIED MAIL

Alaskan Northwest Natural Gas
Transportation Company
P. O. Box 1526
Salt Lake City, Utah 84110-1526

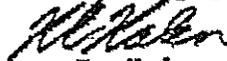
Attention: Mr. Vernon T. Jones

Re: Withdrawal Notice

Gentlemen:

Pan Alaskan Gas Company hereby gives notice, pursuant to Sections 15.2 and 16.2 of the Alaskan Northwest Natural Gas Transportation Company General Partnership Agreement, as amended, of Pan Alaskan's withdrawal from the Partnership effective immediately.

Very truly yours,


K. E. Kalen
President

Copy by Certified Mail mailed this day to each of the following:

H. Wayne Hodge
Vernon T. Jones
H. L. Lepape

James R. Templeton
John Sproul
George W. Woods

Handwritten notes:
DUPES
X
V. Jones
W. J. C.

PACIFIC INTERSTATE COMPANY

720 WEST EIGHTH STREET
LOS ANGELES CALIFORNIA 90017

FEB 20 1985
VERNON T. JONES

February 15, 1985

HARRY L. LEPAPE
President and
Chief Executive Officer

Handwritten note:
REC'D BY
V. JONES
2/21/85

Alaskan Northwest Natural Gas
Transportation Company
Post Office Box 1526
Salt Lake City, Utah 84110-1526

Attention: Mr. Vernon T. Jones

Re: Withdrawal Notice

Gentlemen:

Pacific Interstate Transmission Company (Arctic) hereby gives notice, pursuant to Sections 15.2 and 16.2 of the Alaskan Northwest Natural Gas Transportation Company General Partnership Agreement, as amended, of Arctic's withdrawal from the Partnership effective as of the close of business on February 26, 1985

Concurrent with Arctic's withdrawal, I will be resigning as chairman of the Compensation Committee and as a member of the Audit Committee.

Sincerely,

Handwritten signature of Harry L. Lepape
H. L. Lepape
President

Copy sent by Certified Mail this day to each of the following:

- H Wayne Hodge
- James R. Templeton
- John Sproul
- George W. Woods

APR 17 1989

TETCO Four, Inc.
P.O. Box 2521
Houston, Texas 77252

By Certified Mail

April 12, 1989

Alaskan Northwest Natural Gas
Transportation Company
P.O. Box 1526
Salt Lake City, UT 84110-1526

Attention: Mr. Vernon T. Jones

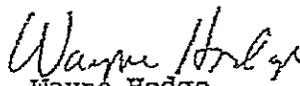
Re: Withdrawal Notice

Gentlemen:

TETCO Four, Inc. ("Tetco") hereby gives notice, pursuant to Sections 15.2 and 16.2 of the Alaskan Northwest Natural Gas Transportation Company General Partnership Agreement, as amended, of Tetco's withdrawal from the Partnership effective as of the close of business on April 13, 1989.

We understand that the partnership has received payment from the United States pursuant to the settlement of the partnership's fees paid to by it to the Federal Power Commission and its successor, the Federal Energy Regulatory Commission. As the partnership is aware, Tetco fully participated in the filing, prosecution, and settlement of this action and it is Tetco's position that, regardless of its withdrawal from the partnership, it is entitled to receive its prorata share of the settlement.

Sincerely,


H. Wayne Hodge
Vice President

Copy sent by Certified Mail this day to each of the following:

Mr. James M. Cameron - TransCanada Pipeline Alaska, Ltd.
Mr. Vernon T. Jones - Northwest Alaskan Pipeline Company
Mr. James R. Templeton - United Alaska Fuels Corporation
Mr. John A. Sproul - Alaskan Energy Company

Pacific Gas and Electric Company

144 to 61500
3111 17 0490
41 - 111

January 11, 1993

VIA FACSIMILE, FEDERAL EXPRESS, AND CERTIFIED MAIL

Mr. Robert Pierce (403) 290-6739
United Alaska Fuels Corporation
3100-707 8th Avenue S.W.
Calgary, Alberta, Canada
T2P 3W8

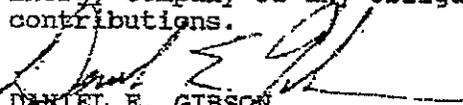
Mr. George Hugh (403) 267-8502
TransCanada Pipeline Alaska, Ltd.
P.O. Box 1000
Station M
Calgary, Alberta, Canada
T2P 4K5
111 5th Avenue, S.W.
Calgary, Alberta, Canada
T2P 3Y6

Mr. Randy Randolph (918) 588-4512
Northwest Alaskan Pipeline Company
P.O. Box 3102
One Williams Center
Tulsa, OK 74101

Alaskan Northwest Natural (918) 588-4512
Gas Transportation Company
One Williams Center, Maildrop 46-5, P.O. Box 3102
Tulsa, OK 74101

TO THE ANNGTC PARTNERSHIP:

Effective immediately, pursuant to Sections 15.2, 16.2, and 4.4.3 of the General Partnership Agreement, Calaska Energy Company hereby gives its Withdrawal Notice from Alaskan Northwest Natural Gas Transportation Company. Pursuant to Section 4.4.3 of the Agreement, this Notice relieves Calaska Energy Company of any obligation to make further capital contributions.


DANIEL E. GIBSON
President and Chief Executive Officer
Calaska Energy Company

cc. Travis
John
Bill

NORTHWEST ALASKAN PIPELINE COMPANY
ONE OF THE WILLIAMS COMPANIES, INC. 

December 20, 1994

Mr. Michael Durnin
TransCanada Pipeline USA Ltd.
201-7th Avenue, S. W.
Calgary, Alberta, Canada T2P 3P7

Mr. R. L. Pierce
United Alaska Fuels Corporation
111-Fifth Avenue, S.W.
Calgary, Alberta, Canada T2P 3Y6

RE: Withdrawal Notice

Gentlemen:

Northwest Alaskan Pipeline Company (NWA) hereby withdraws, pursuant to Section 15.2 of the Alaskan Northwest Natural Gas Transportation Company ("ANNGTC") General Partnership Agreement, as amended from the ANNGTC Partnership effective as of the close of business on December 31, 1994.

Inasmuch as the ANNGTC Partnership believes that NWA, as an original member and Operator of the Partnership, has acquired extensive knowledge of the Partnership, including knowledge of the assets and documents that have been created during the Partnership's existence, Northwest Alaskan hereby agrees to cooperate in good faith to attempt to provide, when requested by the Partnership, any information it may have concerning the documents, assets, or other relevant matters which relate to the Partnership. The Partnership agrees to reimburse NWA for any and all reasonable administrative costs it incurs in providing such cooperation.

Additionally, to the extent any information about the Partnership is needed by NWA subsequent to its withdrawal, the Partnership agrees to provide such information in good faith except to the extent such information (a) is confidential or otherwise commercially sensitive and (b) had not been previously made available to, or known by, NWA. NWA agrees to reimburse the

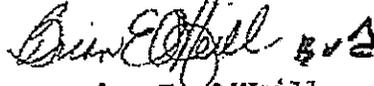
RCV BY XEROX TELECOPIER 7010 :12-28-94 3:18PM J
12/28/94 14:19 403 294 4177

403 294 4177
FTHLS EXECUTIVE

8019421076:H 3
003/006

Partnership for any and all reasonable administrative costs it incurs in providing such assistance to NWA.

Sincerely,



Brian E. O'Neill
Title: PRESIDENT

Accepted and agreed this ___ day of December, 1994
by TransCanada PipeLine USA Ltd.

By _____
Title:

Accepted and agreed this 22 day of December, 1994 by United Alaska
Fuels Corporation.

By Cameron
Title:

G:ONEILL2:NWA

Schedule "B"

See Consent and Resolution appointing
Dennis McConaghy as Chairman
Attached

**CONSENT AND RESOLUTION
OF THE ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION
COMPANY BY ITS BOARD OF PARTNERS**

WHEREAS, we, the undersigned, being all of the Partners of the ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY ("ANNGTC"), a general partnership ("Partnership") existing under the laws of the State of New York, do hereby adopt and give our unanimous written consent to the following resolution, which shall constitute the action of the Board of Partners of ANNGTC for the purpose set out herein.

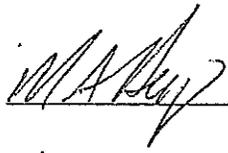
RESOLVED: That the Board of Partners of ANNGTC hereby elects Dennis J. McConaghy as Chairman of the Board of Partners and Chairman of the Executive Committee effective as of August 15, 2003, to serve as provided by Sections 8.2.2 and 8.3.1 of the Partnership Agreement, as amended by Amendment No. 4 thereof entered into and effective as of January 1, 1995.

This Consent and Resolution may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned members of the Board of Partners have executed this Consent and Resolution and direct it be filed with the minutes of the proceedings of the Board of Partners at its next meeting.

Approved:

Dated: October 10, 2003
Attested: Pamela Murphy

By: 
Representing:
United Alaska Fuels Corporation

Dated: _____
Attested: _____

By: _____
Representing:
TransCanada PipeLine USA Ltd.

CONSENT AND RESOLUTION
OF THE ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION
COMPANY BY ITS BOARD OF PARTNERS

WHEREAS, we, the undersigned, being all of the Partners of the ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY ("ANNGTC"), a general partnership ("Partnership") existing under the laws of the State of New York, do hereby adopt and give our unanimous written consent to the following resolution, which shall constitute the action of the Board of Partners of ANNGTC for the purpose set out herein.

RESOLVED: That the Board of Partners of ANNGTC hereby elects Dennis J. McConaghy as Chairman of the Board of Partners and Chairman of the Executive Committee effective as of August 15, 2003, to serve as provided by Sections 8.2.2 and 8.3.1 of the Partnership Agreement, as amended by Amendment No. 4 thereof entered into and effective as of January 1, 1995.

This Consent and Resolution may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned members of the Board of Partners have executed this Consent and Resolution and direct it be filed with the minutes of the proceedings of the Board of Partners at its next meeting.

Approved:

Dated: October 10, 2003

Attested:

Pamela Murphy

By:

[Signature]

Representing:

United Alaska Fuels Corporation

Dated:

Nov. 4, 2003

Attested:

Val Seeley

By:

[Signature]

Representing:

TransCanada PipeLine USA Ltd.

Schedule "C"
See Unanimous Written Consent
Authorizing Dissolution of ANNGTC
Attached

**UNANIMOUS WRITTEN CONSENT AND AGREEMENT OF THE PARTNERS
OF
ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY**

TransCanada PipeLine USA Ltd., a Nevada corporation, and United Alaska Fuels Corporation, a Delaware corporation (collectively, the "Partners"), being all of the partners of ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY, a New York general partnership ("ANNGTC"), acting pursuant to the provisions of the New York Partnership Law (the "NYPL") and the terms and provisions of the ANNGTC General Partnership Agreement, dated January 31, 1978, as amended from time to time (the "Partnership Agreement"), do hereby adopt and give unanimous written consent to the following resolutions, without the formality of a meeting and without prior notice, and waive any notice required to be given in connection therewith:

WHEREAS, the Partners previously determined that it is no longer feasible for ANNGTC to attempt to construct the Alaska Natural Gas Transportation System contemplated by the Alaska Natural Gas Transportation Act of 1976, which is the pipeline project that ANNGTC was formed to pursue; and

WHEREAS, the Partners desire to formally dissolve ANNGTC in accordance with NYPL § 62 and the terms of the Partnership Agreement and to formally wind-up the business and affairs of ANNGTC.

NOW, THEREFORE, BE IT AGREED AND RESOLVED, that the Partners hereby authorize, agree to and approve the formal dissolution of ANNGTC; and

FURTHER RESOLVED, that the Partners authorize and appoint each person currently serving as a member of the Board of Partners (each, an "Authorized Representative"), acting alone or together, as the authorized representatives of the Partners and ANNGTC for purposes of winding up the business and affairs of ANNGTC, to do and to take in the name and on behalf of the Partners and ANNGTC all such acts, deeds and things and to make, execute and deliver in the name and on behalf of the Partners and ANNGTC all such agreements, undertakings, filings, instruments or certificates, in each case as such Authorized Representative may deem necessary or appropriate to wind-up the business and affairs of ANNGTC, the doing or taking of any such act, deed or thing or the making, executing or delivering of any such document by any Authorized Representative to be conclusive evidence that such Authorized Representative deems it necessary or appropriate; and

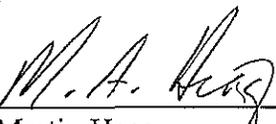
FURTHER RESOLVED, that any and all actions heretofore taken in good faith by either Partner or any Authorized Representative or any of their respective representatives or agents consistent with the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Partners for approval prior to such actions being taken.

IN WITNESS WHEREOF, the undersigned hereby consent to, approve and adopt the foregoing resolutions.

Dated: August 7, 2008

By: 
Name: Dennis J. McConaghy, Chairman of the Board of Partners of ANNGTC (as duly appointed representative of TransCanada PipeLine USA Ltd.)

Dated: August 7, 2008

By: 
Name: Martin Heeg
(as duly appointed representative of United Alaska Fuels Corporation)

Being all of the partners of Alaskan Northwest Natural Gas Transportation Company, a New York general partnership

Schedule "D"
See Unanimous Written Consent
with respect to Vincent Lee
Attached

**UNANIMOUS WRITTEN CONSENT AND AGREEMENT OF THE PARTNERS
OF
ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY
TO CONFER POWER OF ATTORNEY**

We, the undersigned, being all of the members of the Board of Partners (the "Board") of the ALASKAN NORTHWEST NATURAL GAS TRANSPORTATION COMPANY a New York general partnership ("ANNGTC"), do hereby adopt and give our unanimous written consent to the following resolutions, without the formality of a meeting and without prior notice, and waive any notice required to be given in connection therewith.

RESOLVED: That the Board of Partners of the ANNGTC has nominated, constituted and appointed, and does hereby nominate, constitute and appoint, Vincent Lee the true and lawful agent and attorney-in-fact of the Partnership with power and authority, subject to the limitations of the Partnership Agreement reserving certain powers and authority to the Board of Partners and the Executive Committee of the Partnership, subject further to the provisions of the Partnership delegations of authority relating to execution of contractual documents, government permits, licensing, easements or rights-of-way, promulgated from time to time in accordance with Government requirements, to:

- (1) execute and deliver from time-to-time in the name of and for and on behalf of the Partnership, as its attorney-in-fact (with the seal the Partnership affixed thereto and attested either by the Chairman or the members of the Board of Partners, or without such corporate seal and/or attestation, and with the same authority and effect as if the execution or action were performed by the members of the Board of Partners or the Chairman of the board of Partners) any instrument or instruments of the following types: subject to prior approval of the Board of Partners, contractual documents as necessary; and initiation of and/or responses to communications from Federal and State agencies; and
- (2) act specifically from time-to-time in the name of and for and on behalf of the Partnership, as its attorney-in-fact on any of the following: to approve for payment invoices and claims presented to the Partnership; to determine, request and receive Capital Contributions, as that term is defined in the Partnership Agreement, from the Partners of the ANNGTC and others as appropriate; to be the primary signatory authority for Partnership funds; to disburse Partnership funds; to prepare and distribute Partnership financial information, work plans and budgets; and to keep, assemble and use the ANNGTC Salt Lake City area Project records, current records and records in storage including regulatory and other records pertaining to Federal and State governmental-related matters, Board of Partners resolutions, consents to action and minutes to Board of Partners' meetings.

This Consent and Resolution may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

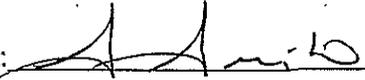
IN WITNESS WHEREOF, the undersigned members of the Board of Partners have executed this Consent and Resolution and direct that it be filed with the minutes of the proceedings of the Board of Partners at its next meeting.

Dated: August 11, 2008

Attested: 

By: 
Name: Martin A. Hoeg
(as duly appointed representative of United Alaska Fuels Corporation)

Dated: August 11, 2008

Attested: 

By: 
Name: Dennis J. McConaghy
Chairman of the Board of Partners of ANNGTC (as duly appointed representative of TransCanada Pipeline USA Ltd.)