

Certificate of Rule 144A Qualified Institutional Buyer

To: **Rockies Express Pipeline, LLC**
Phone: 913-928-6060

Please fill out this form, sign and reply via email: investor.relations@tallgrassenergyllp.com or fax: 1-913-928-6014

The undersigned certifies that it is familiar with Rule 144A ("**Rule 144A**") under the Securities Act of 1933, as amended (the "**Act**"); agrees that persons selling securities to or engaging in transactions with or on behalf of the undersigned in reliance upon Rule 144A may rely on the information contained in this certificate; and represents and acknowledges that:

1. It is a Qualified Institutional Buyer ("**QIB**"), as defined in Rule 144A, of the following type:

(PLEASE PLACE A CHECK MARK IN THE APPLICABLE BOX(ES))

- a. an entity referred to in sub-paragraphs (i) through (ix), acting for its own account or the accounts of other QIBs, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with the entity:
 - i. an **insurance company** as defined in Section 2(a) (13) of the Act. A purchase by an insurance company for one or more of its separate accounts, as defined by Section 2(a)(37) of the Investment Company Act of 1940 (the "**Investment Company Act**"), which are neither registered under Section 8 of the Investment Company Act nor required to be so registered, shall be deemed to be a purchase for the account of such insurance company.
 - ii. an **investment company** registered under the Investment Company Act or any **business development company** as defined in Section 2(a)(48) of that Act.
 - iii. a **small business investment company** licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.
 - iv. a **plan** established and maintained by a state, its political subdivisions, or any agency or instrumentality of a state or its political subdivisions, for the benefit of its employees.
 - v. an **employee benefit plan** within the meaning of Title I of the Employee Retirement Income Security Act of 1974 ("**ERISA**").
 - vi. a **trust fund** whose trustee is a bank or trust company and whose participants are exclusively plans of the types identified in paragraph (iv) or (v) above, except trust funds that include as participants individual retirement accounts or H.R.10 plans.
 - vii. a **business development company** as defined in Section 202(a)(22) of the Investment Advisers Act of 1940 (the "**Investment Advisers Act**").
 - viii. an **organization described in Section 501(c)(3) of the Internal Revenue Code, corporation** (other than a bank as defined in Section 3(a)(2) of the Act or a savings and loan association or other institution referenced in Section 3(a)(5)(A) of the Act or a foreign bank or savings and loan association or equivalent institution), **partnership, or Massachusetts or similar business trust.**
 - ix. an **investment adviser** registered under the Investment Advisers Act.
- b. a **dealer** registered pursuant to Section 15 of the Securities Exchange Act of 1934 (the "**Exchange Act**"), **acting for its own account or the accounts of other QIBs**, that in the aggregate owns and invests on a discretionary basis at least \$10 million of securities of issuers that are not affiliated with the dealer; provided, that securities constituting the whole or a part of an unsold allotment to or subscription by a dealer as a participant in a public offering shall not be deemed to be owned by such dealer.
- c. a **dealer** registered pursuant to Section 15 of the Exchange Act **acting in a "riskless principal transaction" on behalf of a QIB.** For purposes of this clause c, "riskless principal transaction" means a transaction in which a dealer buys a security from any person and makes a simultaneous offsetting sale of such security to a QIB, including another dealer acting as riskless principal for a QIB.
- d. an **investment company** registered under the Investment Company Act, acting for its own account or for the accounts of other QIBs, that is part of a "family of investment companies" (as defined in Rule 144A) which own in the aggregate at least \$100 million in securities of issuers, other than issuers that are affiliated with the investment company or are part of such family of investment companies.

- e. an **entity, all of the equity owners of which are QIBs**, acting for its own account or the accounts of other QIBs.
- f. a **bank** as defined in Section 3(a)(2) of the Act, any savings and loan association or other institution as referenced in Section 3(a)(5)(A) of the Act, or any foreign bank or savings and loan association or equivalent institution, acting for its own account or the accounts of other QIBs, that in the aggregate owns and invests on a discretionary basis at least \$100 million in securities of issuers that are not affiliated with it and that has an audited net worth of at least \$25 million as demonstrated in its latest annual financial statements, as of a date not more than 16 months preceding the date of sale under Rule 144A in the case of a U.S. bank or savings and loan association, and not more than 18 months preceding such date of sale for a foreign bank or savings and loan association or equivalent institution.

In determining the aggregate amount of securities owned and invested on a discretionary basis by an entity, the following instruments and interests shall be excluded: (1) bank deposit notes and certificates of deposit; (2) loan participations; (3) repurchase agreements; (4) securities owned but subject to a repurchase agreement; and (5) currency, interest rate and commodity swaps.

The aggregate value of securities owned and invested on a discretionary basis by an entity shall be the cost of such securities, except where the entity reports its securities holdings in its financial statements on the basis of their market value, and no current information with respect to the cost of those securities has been published. In the latter event, the securities may be valued at market.

In determining the aggregate amount of securities owned by an entity and invested on a discretionary basis, securities owned by subsidiaries of the entity that are consolidated with the entity in its financial statements prepared in accordance with generally accepted accounting principles may be included if the investments of such subsidiaries are managed under the direction of the entity, except that, unless the entity is a reporting company under Section 13 or 15(d) of the Exchange Act, securities owned by such subsidiaries may not be included if the entity itself is a majority-owned subsidiary that would be included in the consolidated financial statements of another enterprise.

2. *the undersigned person further hereby certifies that the undersigned purchasing institution owned and invested on a discretionary basis \$ _____ in securities (that are eligible under Section 1 above and Rule 144A) as of _____, which is on or since the last day of the purchaser's most recent fiscal year.
3. * the undersigned's current fiscal year ends on _____ (must be future date).
4. ** if the undersigned is an investment adviser acting for one or more registered investment companies that are part of a family of investment companies that in the aggregate owns or invests on a discretionary basis at least \$100 million of securities (that are eligible under Section 1 above and Rule 144A), or if the undersigned is itself a registered investment company that is part of such a family of investment companies, the family of investment companies in the aggregate owned or invested on a discretionary basis the following amount of securities (that are eligible under Section 1 above and Rule 144A) [check one] \$100 million or more but under \$1 billion, \$1 billion or more but under \$10 billion, or \$10 billion or more, in each case as of _____, which is on or since the last date of their most recent fiscal year. *[Insert a specific date that is on or after the close of the most recent fiscal year of each such registered investment company.]*
5. the signatory for the undersigned person is the chief financial officer, a person fulfilling an equivalent function, or other executive officer of the undersigned.
6. if the undersigned decides to purchase Rule 144A securities for the accounts of others, it will purchase Rule 144A securities only for accounts that independently qualify as QIBs (unless the undersigned is an insurance company and is purchasing for the account of one or more of its separate accounts as described in Section 1.a(i) above), or
7. the undersigned agrees that any of the accounts for which it purchases Rule 144A securities will be deemed to be a part of and subject to the representations made in this certification.
8. any offering documents or other information received in either electronic or physical form in connection with any offer or resale of Rule 144A securities are highly confidential and are solely for the undersigned's internal use and as such the undersigned agrees not to retransmit or distribute such offering documents or other information to any third party.
9. the undersigned will promptly notify Rockies Express, LLC of any changes to the representations made herein.

Name of Institution*	
Company Street Address*	
City/State/Postcode/Country*	
Tax ID/EIN/Reg No.	

Officer Signature*

Signature Date*

Officer Name (Print/Type)*

Officer's Title (Print/Type)*

Officer's Business Telephone No.*

Officer's Business Email*

Name of Contact at Institution (For questions and updates)	
Contact's Telephone Number	
Contact's Business E-mail	

*Completion of this field is required.

** If the undersigned is an investment adviser acting for one or more registered investment companies that are part of a family of investment companies that in the aggregate owns or invests on a discretionary basis at least \$100 million of securities (that are eligible under Section 1 above and Rule 144A), or if the undersigned is itself a registered investment company that is part of such a family of investment companies, then completion of BOTH Section 2 and Section 4 (in addition to other fields marked with one asterisk (*)) are required. If the undersigned is an investment adviser acting for more than one such family of investment companies, attach a list identifying each family and the information required by this Section 4 for each family.