

## **Inter Pipeline Announces Unitholder Approval of Corporate Conversion**

**CALGARY, ALBERTA, AUGUST 22, 2013:** Inter Pipeline Fund (“Inter Pipeline”) (TSX: IPL.UN) is pleased to announce that unitholders have overwhelmingly approved its proposed conversion from a limited partnership structure to a dividend paying corporation. At a Special Meeting held today, a resolution allowing Inter Pipeline to proceed with its planned corporate conversion was approved by 99% of votes cast by holders of Class A units present in person or by proxy.

The corporate conversion was approved by unitholders pursuant to a plan of arrangement under the *Business Corporations Act* (Alberta) (the “Arrangement”). The Arrangement has also been granted final approval by the Court of Queen’s Bench of Alberta and all requisite regulatory approvals and material third party consents and approvals have been received.

Upon completion of the Arrangement, expected on September 1, 2013, Inter Pipeline will begin conducting business under the name Inter Pipeline Ltd. Inter Pipeline’s current unitholders will receive one common share of Inter Pipeline Ltd. in exchange for each Class A unit held. It is anticipated that Inter Pipeline Ltd.’s common shares will commence trading on the Toronto Stock Exchange within three to four business days of the effective date of the Arrangement under the ticker symbol “IPL”. The Class A units will be delisted concurrent with the commencement of trading of the common shares.

“We are very pleased to have received strong unitholder support for our conversion plans,” commented David Fesyk, President and CEO of Inter Pipeline. “Under a corporate structure, our business will benefit from broader access to capital markets, improved liquidity and the implementation of a more conventional corporate governance model.”

At the Special Meeting, Inter Pipeline’s unitholders also approved the exchange of certain preferred shares held by the former owners of Inter Pipeline’s general partner for common shares and convertible shares of Inter Pipeline Ltd. A resolution related to this exchange was approved by 98% of votes cast by holders of Class A units present in person or by proxy. Accordingly, the former owners of Inter Pipeline’s general partner will hold the same equity participation rights and entitlements as common shareholders of Inter Pipeline Ltd.

### **Inter Pipeline Fund**

Inter Pipeline is a major petroleum transportation, natural gas liquids extraction, and bulk liquid storage business based in Calgary, Alberta, Canada. Structured as a publicly traded limited partnership, Inter Pipeline owns and operates energy infrastructure assets in western Canada, the United Kingdom, Denmark, Germany and Ireland. Additional information about Inter Pipeline can be found at [www.interpipelinefund.com](http://www.interpipelinefund.com).

Inter Pipeline is a member of the S&P/TSX Composite Index. Class A Units trade on the Toronto Stock Exchange under the symbol IPL.UN.

### **Eligible Investors**

Pursuant to Inter Pipeline’s limited partnership agreement dated October 9, 1997, as amended, all unitholders are required to be residents of Canada. A copy of the limited partnership agreement can be found at [www.interpipelinefund.com](http://www.interpipelinefund.com) by selecting “Corporate Governance”. If a unitholder is a non-resident of Canada (“Non-Eligible Unitholder”), he will not be considered to be a member of the partnership effective the date the Class A Units were acquired. Inter Pipeline requires all Non-Eligible Unitholders to dispose of their Class A Units in accordance with the limited partnership agreement.

In most cases, a unitholder with an address outside of Canada will be a Non-Eligible Unitholder.

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Certain information contained herein may constitute forward-looking statements that involve risks and uncertainties. Readers are cautioned not to place undue reliance on forward-looking statements. Such information, although considered reasonable by the General Partner of Inter Pipeline at the time of preparation, may later prove to be incorrect and actual results may differ materially from those anticipated in the statements made. For this purpose, any statements that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements often contain terms such as "may", "will", "should", "anticipate", "expects" and similar expressions. Such risks and uncertainties include, but are not limited to, risks associated with operations, such as loss of markets, regulatory matters, environmental risks, industry competition, potential delays and cost overruns of construction projects, and the ability to access sufficient capital from internal and external sources. You can find a discussion of those risks and uncertainties in Inter Pipeline's securities filings at [www.sedar.com](http://www.sedar.com). The forward-looking statements contained in this news release are made as of the date of this document, and, except to the extent required by applicable securities laws and regulations, Inter Pipeline assumes no obligation to update or revise forward-looking statements made herein or otherwise, whether as a result of new information, future events, or otherwise. The forward-looking statements contained in this document are expressly qualified by this cautionary note.

All dollar values are expressed in Canadian dollars unless otherwise noted.