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SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

November 14, 2006

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Re: In the Matter of the Merger Between Northwestern Corporation and BBI
Glacier Corp., a Subsidiary of Babcock & Brown Infrastructure Limited
DOCKET NO. GE06-001

Ladies and Gentlemen:

Enclosed is a copy of the Intervener's brief on jurisdiction issues.

While neither Mr. Moore nor I think any part of the brief is confidential, as a matter of courtesy, we have agreed to file it under confidentiality protection with the Public Utilities Commission, pending review by Mr. Gerdes and Mr. Koenecke.

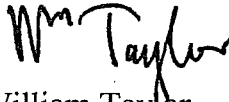
Because Mr. Yaffee and Ms. Simon have not signed the confidentiality agreement, we have redacted all numbers and exhibits from their copy of the brief. Once the brief has been reviewed by Northwestern and the confidentiality issues resolved, I'll submit another copy to Mr. Yaffee and Ms. Simon.

David A. Gerdes
Brett Koenecke
Kara Van Bockern
Mgr Simon
David P. Yaffee
Darla Pollman Rogers
November 14, 2006
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A copy of the cover letter directing confidentiality is enclosed.

Yours sincerely,

WOODS, FULLER, SHULTZ & SMITH P.C.

A handwritten signature in black ink, appearing to read "Wm Taylor". The signature is written in a cursive, slightly slanted style.

William Taylor

Enclosures

cc: Mike McDowell (redacted copy of brief)
Curtis Bernard (redacted copy of brief)
Harley Harris (redacted copy of brief)