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June 21, 2006

RECEIVED
JUN 22 2006
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Patty Van Gerpen
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, South Dakota 57501

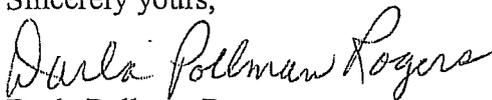
Re: IN THE MATTER OF THE MERGER BETWEEN NORTHWESTERN COR-
PORATION AND BBI GLACIER CORP., A SUBSIDIARY OF BABCOCK
AND BROWN LIMITED

Docket No. GE06-001

Dear Patty:

Please find enclosed herein the original and ten (10) copies of the JOINT PETITION OF EAST RIVER AND BASIN ELECTRIC TO INTERVENE for filing in the above referenced docket.

Sincerely yours,



Darla Pollman Rogers
Attorney at Law

DPR/ea

Enclosures

CC: Sara Greff
David A. Gerdes
Brett Koenecke
Client

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

RECEIVED
JUN 22 2006
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

IN THE MATTER OF THE MERGER
BETWEEN NORTHWESTERN CORPO-
RATION AND BBI GLACIER CORP., A
SUBSIDIARY OF BABCOCK AND
BROWN LIMITED

Docket No. GE06-001

JOINT PETITION OF EAST RIVER AND
BASIN ELECTRIC TO INTERVENE

Pursuant to ARSD 20:10:01:15.02, East River Electric Cooperative, Inc. ("East River") and Basin Electric Power Cooperative, Inc. ("Basin Electric"), by their under-
signed counsel, jointly petition this Commission for leave to intervene in the above-
entitled proceeding.

In support thereof, Petitioners state and declare as follows:

1. NorthWestern Corporation ("NorthWestern") has jointly filed with Babcock and Brown Infrastructure Limited ("BBIL") a petition before this Commission asking for a declaratory ruling and transaction approval of a merger between NorthWestern and BBI Glacier Corp. (Docket GE06-001).

2. Basin Electric is a generation and transmission cooperative headquartered in Bismarck, North Dakota. Basin Electric provides power to cooperative members in a nine state region, including North Dakota and South Dakota. Basin Electric owns generating plants in Wyoming, North Dakota, and South Dakota.

3. Basin Electric has an existing business relationship with NorthWestern. As noted in the Petition, NorthWestern has an interconnection and pooling arrangement with, among others, Western Area Power Administration ("WAPA"). WAPA is the operating entity of the Integrated Transmission System, which is owned by Basin Electric

and two other entities. Thus, Basin Electric has interconnection agreements with NorthWestern's transmission facilities in South Dakota, as a result of the relationships of both NorthWestern and Basin Electric with WAPA.

4. East River is a South Dakota transmission and wholesale cooperative that provides power to its 21 cooperative distribution members located in South Dakota and Minnesota. East River is a Class A member of Basin Electric. East River also has an existing business relationship with NorthWestern. NorthWestern has emergency interconnection with the transmission facilities of East River.

5. In its Petition, NorthWestern has raised the issues of whether the Commission has jurisdiction of the proposed merger between NorthWestern and BBI Glacier Corp. (the "Transaction") and if so, whether the Transaction will be approved by the Commission.

6. NorthWestern/BBIL's position as stated in its Petition appears to be that because BBIL (which is not the merging entity) is not a public utility in the state of South Dakota, the approval requirements of SDCL § 49-34A-35 and other South Dakota statutes are not applicable. NorthWestern/BBIL contends that the Transaction simply involves an upstream change in ownership of the NorthWestern Companies, and thus regulatory approval by the South Dakota Commission is not necessary.

7. East River and Basin Electric believe NorthWestern's interpretation of the applicable regulatory statutes is very narrow. East River and Basin Electric are interested in the outcome of this docket because the Commission's decision could affect future Commission regulation and oversight of current and future interconnection agreements

and business dealings that exist among the parties, and which are currently subject to regulatory authority of this Commission.

8. East River and Basin Electric also have concerns about reliability issues after the proposed merger, and what the appropriate regulatory body is to address said concerns.

9. Because of the effects that this merger may have upon existing and future business and contractual arrangements among NorthWestern and East River and Basin Electric, East River and Basin Electric have substantial and direct interests in these proceedings.

WHEREFORE, East River and Basin Electric respectfully request that the Commission grant this Joint Petition to Intervene and authorize East River and Basin Electric to participate in the above-entitled proceedings with full rights as formal parties.

Dated this 21st day of June, 2006.

Riter, Rogers, Wattier & Brown, LLP



Darla Pollman Rogers

Attorney for Petitioners

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the JOINT PETITION OF EAST RIVER AND BASIN ELECTRIC TO INTERVENE was served via the method(s) indicated below, on the 21st day of June, 2006, addressed to:

Sara Greff	<input checked="" type="checkbox"/>	First Class Mail
South Dakota Public Utilities Commission	<input type="checkbox"/>	Hand Delivery
500 East Capitol Avenue	<input type="checkbox"/>	Facsimile
Pierre, South Dakota 57501	<input type="checkbox"/>	Overnight Delivery
	<input type="checkbox"/>	E-Mail
	<input type="checkbox"/>	Electronic Delivery
David A. Gerdes	<input checked="" type="checkbox"/>	First Class Mail
May, Adam, Gerdes & Thompson	<input type="checkbox"/>	Hand Delivery
503 S. Pierre Street	<input type="checkbox"/>	Facsimile
P. O. Box 160	<input type="checkbox"/>	Overnight Delivery
Pierre, South Dakota 57501	<input type="checkbox"/>	E-Mail
	<input type="checkbox"/>	Electronic Delivery
Brett Koenecke	<input checked="" type="checkbox"/>	First Class Mail
May, Adam, Gerdes & Thompson	<input type="checkbox"/>	Hand Delivery
503 S. Pierre Street	<input type="checkbox"/>	Facsimile
P. O. Box 160	<input type="checkbox"/>	Overnight Delivery
Pierre, South Dakota 57501	<input type="checkbox"/>	E-Mail
	<input type="checkbox"/>	Electronic Delivery

Dated this 21st day of June, 2006.



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