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FAX COVER SHEET

June 21, 2006

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FAX #: 605-773-3809
FROM: Bill Taylor

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

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VIA FACSIMILE AND U.S. MAIL
605-773-3809

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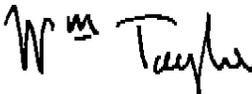
Re: In the Matter of the Merger Between Northwestern Corporation and BBI
Glacier Corp., a Subsidiary of Babcock & Brown Infrastructure Limited
DOCKET NO. GE06-001

Dear Public Utilities Commission:

Enclosed herewith is Heartland Consumers Power District's Petition to Intervene in regard to the above-referenced matter. The original and ten copies will follow in the mail. Please file the fax copy today. Thank you.

Yours sincerely,

WOODS, FULLER, SHULTZ & SMITH P.C.


William Taylor

Enclosures

cc: David A. Gerdes
Brett Koenecke
Thomas J. Knapp
Patrick Corcoran
Pam Bonrud
Michael Garland
Nancy Zajac
Mike McDowell

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transmission facilities in part owned by NW Public Service, which on information and belief, is the utility arm of Northwestern Corporation. Electricity acquired by Heartland is transmitted to its customers in South Dakota, all or in part over the IS.

Other electric and utility companies providing wholesale and retail generation, transmission and distribution services in South Dakota, including Northwestern Corporation, use all or portions of the IS. A substantial percentage of South Dakota electric power consumers are dependent on the efficacy of the IS.

Four of the twenty South Dakota cities supplied by Heartland use electrical transmission and distribution lines owned by Northwestern Corporation to transfer electricity from the IS to their local substations.

Heartland was closely involved with a group that bid for the South Dakota assets of Northwestern Corporation. Heartland is familiar with Northwestern Corporation's business, finances, and its business activities in South Dakota.

2. Law Supporting Intervention

SDCL 49-1-11(4) permits the Public Utilities Commission to make rules regarding proceedings before the Commission. SDCL 1-26-17.1 permits intervention in administrative proceedings by persons who are not original parties. The administrative rules of the Public Utilities Commission implement those statutes.

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ARSD 20:10:01:15.02, permits persons not an original party to a proceeding before the Commission to petition to intervene. ARSD 20:10:01:15.05 provides, in part,

A petition to intervene shall be granted by the commission if the petitioner shows that the petitioner . . . by the outcome of the proceeding . . . will be bound and affected either favorably or adversely with respect to an interest peculiar to the petitioner as distinguished from an interest common to the public or the taxpayers in general . . .

Heartland, as a member of the South Dakota community of generators and suppliers of electricity, as an interest holder in the IS, and as a supplier of electricity to public utilities and other South Dakota users is uniquely affected by Northwestern's petition. It is interested in assuring that the scope of Public Utility Commission regulatory authority not be artificially narrowed, in particular to guarantee that actions of the stockholders of an investor-owned utility company are appropriately controlled so as to assure that the public interest in safe, stable and reliable electrical energy is protected. On those grounds and for those reasons, Heartland asserts that it has standing to be admitted as an intervener in the proceedings on Northwestern Corporation's request for declaratory ruling.

The continued economic viability of Northwestern Corporation and its concomitant willingness and ability to transmit and distribute power over and from the IS is vitally important to the efficacy of the IS itself, to Heartland's customers, and in particular to the customers that purchase power from Heartland that is transmitted in part

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over Northwestern's facilities. The continued economic viability of Northwestern Corporation and its successors in interest is vitally important to Heartland. On those grounds and for those reasons, Heartland asserts that it has standing to be admitted as an intervener in the proceedings on Northwestern Corporation's request for approval of its merger/sale.

3. Heartland's Position on the Merits

Heartland will advocate that the Public Utility Commission has jurisdiction over the proposed merger/sale of Northwestern Corporation to protect adequate, efficient and reasonable public utility service in South Dakota.

Heartland will advocate that the Public Utility Commission must review the proposed merger/sale of Northwestern Corporation to determine if the surviving company can bear the financial burden of the acquisition without adverse impact on, and/or rate increases for public utility service in South Dakota, and to condition approval of the transaction with reasonable assurances that the efficacy of the IS and Heartland's ability to serve its customers is protected.

WHEREFORE, Heartland, for itself and on behalf of its South Dakota customers, respectfully requests the Commission enter its order

A. Setting a schedule for briefing and a date for hearing on this petition to intervene;

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B. Upon hearing, allow Heartland to intervene as a party to the declaratory judgment proceeding;

C. Setting a schedule for discovery, motions, briefing and trial of the declaratory judgment proceeding;

D. In the event the Commission declares that it has jurisdiction over the proposed merger and sale of applicant Northwestern Corporation, allowing Heartland to intervene as a party to the proceedings on Northwestern Corporation's petition for approval of the proposed merger and sale; and any other further relief the Commission deems appropriate under the circumstances.

Dated this 21st day of June, 2006.

WOODS, FULLER, SHULTZ & SMITH P.C.

By William Taylor

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Page 6

CERTIFICATE OF SERVICE

I hereby certify that on the 21st day of June, 2006, I sent by United States mail, postage prepaid, a true and correct copy of the foregoing Petition to Intervene to the following:

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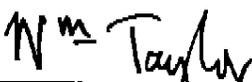
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