

ATTACHMENT C

**TRANSCANADA'S OBJECTIONS TO BOLD NEBRASKA'S FIRST
INTERROGATORIES AND REQUESTS FOR PRODUCTION OF
DOCUMENTS**

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

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IN THE MATTER OF THE APPLICATION	:	HP 14-001
BY TRANSCANADA KEYSTONE		
PIPELINE, LP FOR A PERMIT UNDER	:	KEYSTONE’S OBJECTIONS TO
THE SOUTH DAKOTA ENERGY		BOLD NEBRASKA’S FIRST
CONVERSION AND TRANSMISSION	:	INTERROGATORIES AND
FACILITIES ACT TO CONSTRUCT THE		REQUESTS FOR PRODUCTION
KEYSTONE XL PROJECT	:	OF DOCUMENTS
	:	

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TransCanada Keystone Pipeline, LP (“Keystone”) makes the following objections to interrogatories pursuant to SDCL § 15-6-33 and objections to request for production of documents pursuant to SDCL § 15-6-34(a). Keystone will further respond, as indicated throughout the objections, on or before February 6, 2015. These objections are made within the scope of SDCL § 15-6-26(e) and shall not be deemed continuing nor be supplemented except as required by that rule.

GENERAL OBJECTION

Keystone objects to the instructions and definitions contained in Bold’s Nebraska’s First Interrogatories and Requests for Production of Documents to the extent that they are inconsistent with the provisions of SDCL Ch. 15-6. *See* ARSD 20:10:01:01.02. Keystone’s answers are based on the requirements of SDCL §§ 15-6-26, 15-6-33, 15-6-34, and 15-6-36.

INTERROGATORIES

INTERROGATORY NO. 1: List the name, business address, telephone number, and position of all persons who answered these interrogatories.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 2: List the name, business address, telephone number, and position of all persons who assisted in you in answering these interrogatories or who provided information that you relied on in answering these interrogatories. As a part of your answer to this interrogatory, state what relationship, if any, each such person has with you or with your attorneys and the subject matter of their knowledge.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 3: State the full name, current address, telephone number, and present employment of each person who you expect to call as a witness in Docket HP14-001, the subject matter on which each such witness is expected to testify, the substance of the facts and opinions to which each witness is expected to testify, a summary of the grounds for each opinion expected to be expressed by such witness, and for each expert witness also state:

- a. the facts supporting each opinion to which the expert is expected to testify;
- b. the expert's profession or occupation, educational background, specialized training, and employment history relevant to the expert's proposed testimony;
- c. the expert's previous publications within the preceding 10 years; and
- d. all other cases in which the witness has testified as an expert at trial.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.
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INTERROGATORY NO. 4: State the name and address of each expert consulted whose report or work product will be relied upon or reviewed in whole or in part by any expert witness whom you expect to call at the trial of this case.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 5: State specifically what information was furnished by TransCanada to each expert and what information was gathered by each expert. As to any books or publications upon which any expert's opinions are to be based, state the title, author, publisher and edition of each such publication, together with the page and paragraph utilized by the expert in the formation of any opinion or conclusion.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 6: Identify all exhibits you intend to introduce in the evidentiary currently scheduled for May 5-8, 2015.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 7: Describe the relationships between TransCanada and any of its parents, affiliates, and subsidiaries that have or are expected to have any financial interest in the Keystone XL Pipeline, or any responsibility for the design, construction, or possible operation of the Keystone XL Pipeline.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 8: With regard to Fact Paragraphs 14, 24, and 29:

- a. identify the shippers that have committed to long-term binding contracts for capacity on the Keystone XL Pipeline;

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- b. provide the total capacity of the Keystone XL Pipeline in barrels per day to which shippers have committed for transportation of crude oil from the WCSB in Canada to U.S. delivery locations;
- c. provide the total capacity of the Keystone XL Pipeline in barrels per day to which shippers have committed for transportation of crude oil via the Bakken Marketlink Project from Baker, Montana, to U.S. delivery locations;
- d. for each committed shipper, provide the capacity of the Keystone XL Pipeline in barrels per day to which the shipper has committed and the origination and delivery locations of its committed shipments and the duration in years of such commitment;
- e. describe changes in contracted capacity amounts, delivery locations, and duration since June 29, 2010, identified by shipper; and
- g. describe communications between TransCanada and such shippers that relate to shipper intention or desire to reduce the committed capacity for which it contracted, to reduce the duration of such contract, to terminate such contract, or to transfer its rights under such contract to a third party.

OBJECTION: To the extent that it seeks the identity of Keystone's shippers and the terms of their contracts, this request seeks information that has substantial commercial and proprietary value, is subject to substantial efforts by Keystone to protect it from actual and potential competitors, and is required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers. Without waiving this objection, Keystone will

provide a response on or before February 6, 2015, to subparts (b), (c), and (e) without disclosing the identity of its shippers or the terms of their contracts.

INTERROGATORY NO. 9: With regard to Fact Paragraphs 14, 24, and 29, state whether any transportation services agreement with a committed shipper for transportation of crude oil on the proposed Keystone XL Pipeline has been (a) terminated; of (b) amended with regard to quantity, term, or delivery location, and describe any such terminations or amendments.

OBJECTION: To the extent that it seeks the identity of Keystone's shippers and the terms of their contracts, this request seeks information that has substantial commercial and proprietary value, is subject to substantial efforts by Keystone to protect it from actual and potential competitors, and is required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers. Without waiving this objection, Keystone will provide a response on or before February 6, 2015, stating whether any shipper contracts have been terminated or amended since they were signed.

INTERROGATORY NO. 10: With regard to Fact Paragraphs 14, 24, and 27, identify each existing and proposed pipeline that is currently capable or would be capable of delivering crude oil produced by Williston Basin oil wells to the proposed Bakken Marketlink Project in Baker, Montana, and for each proposed pipeline describe its regulatory status.

OBJECTION: This request seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. It is the
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responsibility of Keystone's shippers to deliver crude oil to the Bakken Marketlink Project in Baker, Montana.

INTERROGATORY NO. 11: With regard to Fact Paragraphs 14, 24, and 27, identify each existing and proposed railroad line and associated offloading facility that currently are or would be capable of delivering crude oil produced by Williston Basin oil wells to the proposed Keystone XL Pipeline via the proposed Bakken Marketlink Project in Baker, Montana, and for each proposed railroad line and offloading facility describe its regulatory status.

OBJECTION: This request seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. It is the responsibility of Keystone's shippers to deliver crude oil to the Bakken Marketlink Project in Baker, Montana.

INTERROGATORY NO. 12: With regard to Fact Paragraphs 14, 24, and 27, describe the average daily capacity of trucking to deliver crude oil produced by Williston Basin oil wells to the proposed Keystone XL Pipeline via the proposed Bakken Marketlink Project in Baker, Montana.

OBJECTION: This request seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. It is the responsibility of Keystone's shippers to deliver crude oil to the Bakken Marketlink Project in Baker, Montana.

INTERROGATORY NO. 13: With regard to Fact Paragraph 14, 24, and 27, describe any existing or proposed crude oil tanks in or near Baker, Montana, that would be used to store crude oil produced by Williston Basin oil wells immediately prior to its injection into the proposed Keystone XL Pipeline via the proposed Bakken Marketlink Project in Baker, Montana, including but not limited to crude oil tanks constructed by TransCanada to serve Bakken Marketlink shippers.

OBJECTION: This request seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. It is the responsibility of Keystone's shippers to deliver crude oil to the Bakken Marketlink Project in Baker, Montana. Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to crude oil tanks constructed by TransCanada to serve Bakken Marketlink shippers.

INTERROGATORY NO. 14: With regard to Fact Paragraphs 14, 24, 26, and 27, describe the impact of increased light crude oil production in southern Petroleum Administration for Defense District ("PADD") 2 (Colorado, Nebraska, Kansas, and Oklahoma) and PADD 3 on the market for Williston Basin light crude oil in PADD 3.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request

also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

INTERROGATORY NO. 15: With regard to Fact Paragraphs 14, 24, 26, and 27, describe the impact of increased light crude oil production in southern PADD 2 (Colorado, Nebraska, Kansas, and Oklahoma) and PADD 3 on the market for Williston Basin light crude oil in southern PADD 2 that would be transported via the Keystone XL Pipeline and the Keystone Pipeline System to the Cushing, Oklahoma, offramp.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

INTERROGATORY NO. 16: With regard to Fact Paragraphs 14 and 26, identify the U.S. refineries that could take delivery via pipeline of the Williston Basin light crude oil that would be transported by the proposed Keystone XL Pipeline.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order.

This request also may seek information that is not within Keystone's custody or control and
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is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 17: With regard to Fact Paragraphs 24, 26, and 27, identify the existing and proposed delivery locations of the Keystone Pipeline System in PADD 3, and identify all pipelines owned by connecting carriers that are connected to the proposed Keystone Pipeline in PADD 3.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast

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information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 18: With regard to Fact Paragraphs 14, 24, 26, and 27, provide a list of US refineries that TransCanada expects will increase demand for the WCSB crude oil that would be delivered by the proposed Keystone XL Pipeline, and for each such refinery state the basis for TransCanada's claim that the refinery will increase demand for the crude oil from this basin.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP {01808649.1}01808649.1}}

Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 19: With regard to Fact Paragraphs 14, 24, 26, and 27, provide a list of US refineries that TransCanada expects to increase demand for Williston Basin crude oil that would be delivered by the proposed Keystone XL Pipeline, and for each such refinery state the basis for TransCanada's claim that the refinery will increase demand for the crude oil from this basin.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, {01808649.1}01808649.1}}

except for the FSEIS, which is available at

<http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 20: With regard to Fact Paragraphs 14, 24, 26, and 27, provide a list of refineries in PADD 3 that could be served by the proposed Keystone XL Pipeline that are currently expanding refining capacity or have announced plans to expand refining capacity.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at

<http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 21: With regard to Fact Paragraphs 14, 24, 25, 26, and 27, provide a list of refineries in PADD 3 that TransCanada expects to import less offshore crude oil and replace it with crude oil that would be transported by the proposed Keystone XL Pipeline.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 22: With regard to Fact Paragraphs 14, 24, 26, and 27, provide a list of PADD 3 refineries that are "optimally configured to process heavy crude slates" and

identify which of these refineries are currently or proposed to be connected directly or via connecting pipeline carriers to the proposed Keystone XL Pipeline.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 23: With regard to Fact Paragraphs 14, 24, 26, and 27, provide a list of new refineries that are under construction or proposed to be constructed in PADD 3 and identify which of these new refineries are currently or proposed to be connected directly or via connecting pipeline carriers to the proposed Keystone XL Pipeline.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finaiseis/index.htm>.

INTERROGATORY NO. 24: With regard to Fact Paragraphs 14, 15, 24, 26, and 27, describe the potential to re-export WCSB crude oil from the U.S. Gulf Coast to overseas markets.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order.

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This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 25: With regard to Fact Paragraphs 14, 24, 25, and 27, provide forecasts of crude oil production in the WCSB and Williston Basin, describe the source of these forecasts, and state whether or not these forecasts take into account current low oil prices.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does

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not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 26: With regard to Fact Paragraphs 14, 15, and 24, state the total current pipeline capacity to transport crude oil from the WCSB and the from the Williston Basin to the U.S. Gulf Coast.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 27: With regard to Fact Paragraphs 14, 15, and 24, describe the impact of the recent completion of the Flanagan South Pipeline and Seaway Pipeline, and its expansion, on the market for crude oil transportation services from the WCSB and the Williston Basin to Cushing and the U.S. Gulf Coast, assuming planned upstream expansions of Enbridge Lines 61 and 67 are completed to allow these pipelines to operate at their maximum capacities.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request

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also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

INTERROGATORY NO. 28: With regard to Fact Paragraphs 14, 15, and 24, describe whether pipelines from the WCSB and the Williston Basin to the U.S. Gulf Coast operated by Enbridge provide service to the refineries that TransCanada claims would be served by the proposed Keystone XL Pipeline, and if they do then identify the refineries that could be served by both Enbridge and TransCanada pipeline systems.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

INTERROGATORY NO. 29: With regard to Fact Paragraph 24, identify existing pipelines that comprise the "insufficient pipeline capacity" identified by TransCanada as a factor driving need for the proposed Keystone XL Pipeline, and for each such pipeline provide its current utilization as a percentage of its total capacity.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order.

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This request also seeks information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Without waiving the objection, the demand evidenced by Keystone's binding shipper commitments demonstrates insufficient pipeline capacity.

INTERROGATORY NO. 30: With regard to Fact Paragraph 15, explain the change in the Keystone XL Pipeline's capacity from the 700,000/900,000 bpd figure approved by the 2010 Final Order in HP09-001 to the 830,000 bpd currently proposed by TransCanada.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 31: With regard to Fact Paragraphs 14, 15, 24, and 29, identify any committed shippers that have contracted to take delivery from the Keystone XL Pipeline in Cushing, Oklahoma, for delivery to PADD 2 refineries and the amounts and duration of these commitments.

OBJECTION: To the extent that it seeks the identity of Keystone's shippers and the terms of their contracts, this request seeks information that has substantial commercial and proprietary value, is subject to substantial efforts by Keystone to protect it from actual and potential competitors, and is required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers and Section 15(13) of the Interstate Commerce Act.

INTERROGATORY NO. 32: With regard to Fact Paragraph 16, describe any changes to the route of the Keystone XL Pipeline since June 29, 2010.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.
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INTERROGATORY NO. 33: With regard to Fact Paragraphs 17, explain the reason for the reduction in construction spreads from five spreads to between three and four spreads.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 34: With regard to Fact Paragraph 17, describe the construction schedule for the Keystone XL Pipeline in South Dakota in terms of major milestones by month.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 35: With regard to Fact Paragraph 18, describe:

- a. the impact of UV radiation on fusion bonded epoxy ("FBE") coating over time;
- b. the dates on which pipe segments to be used in South Dakota were delivered from their manufacturer to storage locations in South Dakota or adjacent states;
- c. the dates on which covering was provided over the FBE coating to protect it from damage by weathering, including but not limited to ultraviolet radiation;
- d. the longest time that any FBE on pipe segments to be used in South Dakota was stored without protective covering;
- e. the FBE manufacturer recommendation or directions for protection of the FBE applied to pipe segments to be used in South Dakota;
- f. the maximum amount of time in days that the FBE applied to the pipe segments to be used in South Dakota may be exposed to direct sunlight without damage to the FBE that could reduce the FBE's effectiveness and thereby void applicable manufacturer warranties and guaranties; and

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- g. the manufacturer warranties and guaranties for the FBE coating applied to pipe segments to be used to construct the Project in South Dakota.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 36: With regard to Fact Paragraph 18, explain the elimination of use of API 5L X80 high strength steel from use in the Keystone XL Pipeline.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 37: With regard to Fact Paragraph 19, explain the reason for the reduction in the proposed maximum pressure of the Keystone XL Pipeline, and describe the South Dakota Public Utilities Commission process, if any, that TransCanada would need to complete prior to an increase in this pressure to that permitted by the 2010 Final Order in Docket HP09-001.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 38: With regard to Fact Paragraph 20, state whether or not any power line extensions have been permitted or constructed by local power providers, the purpose of which is to provide power to pump stations for the proposed Keystone XL Pipeline, and if any such power line extensions have been permitted or constructed, identify the location and owner of each such extension.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 39: With regard to Fact Paragraph 20, explain the reason that TransCanada converted all valves to remote control operation, identify the facilities from

which these valves may be remotely operated, and describe whether or not TransCanada will provide these valves with backup electrical power in the event of a loss of grid power.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 40: With regard to Fact Paragraph 23, provide a break out of the increased estimated costs of the Project due to each of the following factors: new technical requirements, inflation, project management, regulatory, material storage, and preservation.

OBJECTION: This request seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). In addition, Keystone does not maintain a breakdown of the estimated project cost in the way requested, and requiring such a breakdown of costs would require the disclosure of information that has substantial commercial and proprietary value, and is subject to substantial efforts by Keystone to protect it from actual and potential competitors.

INTERROGATORY NO. 41: With regard to Fact Paragraph 14 and 24, state the year in which TransCanada forecasts that the full capacity of the proposed Keystone XL Pipeline will be for practical purposes fully utilized over an entire year.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 42: With regard to Fact Paragraph 14, 24, 25, and 29, provide the percent change in "U.S. demand for petroleum products," meaning petroleum products produced for consumption by U.S. consumers and not produced for export from the U.S. to other countries, since the most recent data provided in docket HP09-001.

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OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 43: With regard to Fact Paragraphs 14, 24, 25, and 29, provide a forecast of "U.S. demand for petroleum products," meaning petroleum products produced for consumption by U.S. consumers and not produced for export from the U.S. to other countries.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order.

This request also may seek information that is not within Keystone's custody or control and

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is not maintained by Keystone in the ordinary course of business. Keystone is a provider of transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 44: With regard to Fact Paragraph 25, of the 15 million bpd of crude oil demand identified in this revised paragraph, state whether some of this demand is used to produce petroleum products for export from the U.S., and if such demand is used to serve export markets, provide the quantity of crude oil needed for domestic demand for petroleum products and the quantity of crude oil needed to produce petroleum products for export from the U.S.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. Keystone is a provider of

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transportation service. It does not own the oil that is transported, is not a refiner, and does not make decisions about potential exports of crude oil or refined products. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at

<http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

INTERROGATORY NO. 45: With regard to Condition Paragraphs 8, 34, 35, and 39, state whether TransCanada has prepared a draft spill response plan for the proposed Keystone XL Pipeline the final version of which would be intended to comply with 49 C.F.R. Part 194.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden under SDCL § 49-41B-27. This request also seeks information addressing an issue that is governed by federal law and is within the exclusive province of PHMSA. The PUC's jurisdiction over the emergency response plan is preempted by federal law, which has exclusive jurisdiction over issues of pipeline safety. *See* 49 C.F.R. Part 194; 49 U.S.C. § 60104(c). This request further seeks information that is confidential and proprietary. *See* Amended Final Order, HP 09-001, Condition ¶ 36. Public disclosure of the emergency response plan would commercially disadvantage Keystone. In addition, Keystone is not required to submit its Emergency Response Plan to PHMSA until sometime close to when the Keystone Pipeline is placed into operation. Keystone's

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Emergency Response Plan is addressed in The Final Supplemental Environmental Impact Statement at <http://keystonepipeline-xl.state.gov/documents/organization/221189.pdf>.

INTERROGATORY NO. 46: With regard to Condition Paragraphs 8, 34, 35, and 39, state whether or not a spill response plan required by 49 C.F.R. Part 194 for the proposed Keystone XL Pipeline must evaluate a potential spill of Williston Basin light crude oil separately from a potential spill of diluted bitumen from the WCSB.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden under SDCL § 49-41B-27. This request also seeks information addressing an issue that is governed by federal law and is within the exclusive province of PHMSA. The PUC's jurisdiction over the emergency response plan is preempted by federal law, which has exclusive jurisdiction over issues of pipeline safety. *See* 49 C.F.R. Part 194; 49 U.S.C. § 60104(c). This request further seeks information that is confidential and proprietary. *See* Amended Final Order, HP 09-001, Condition ¶ 36. Public disclosure of the emergency response plan would commercially disadvantage Keystone. In addition, Keystone is not required to submit its Emergency Response Plan to PHMSA until sometime close to when the Keystone Pipeline is placed into operation. Keystone's Emergency Response Plan is addressed in The Final Supplemental Environmental Impact Statement at <http://keystonepipeline-xl.state.gov/documents/organization/221189.pdf>.

INTERROGATORY NO. 47: With regard to Condition Paragraphs 8, 34, 35, and 39, describe the differences in the response to a cleanup of diluted bitumen as compared to a

cleanup Williston Basin light crude oil, including but not limited to differences in training, equipment, and spill response techniques.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 48: With regard to Condition Paragraphs 8, 34, 35, and 39, identify the amounts, types, and locations of existing and proposed oil spill response equipment that are or would be owned by TransCanada that would be used to respond to a spill from the proposed Keystone XL Pipeline, including spills of both Williston Basin light crude oil and WCSB heavy crude oils including but not limited to diluted bitumen.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

INTERROGATORY NO. 49: With regard to Condition Paragraphs 8, 34, 35, and 39, identify the amounts, types, and locations of existing and proposed oil spill response equipment that are or would be owned by contractors to TransCanada that would be used to respond to a spill from the proposed Keystone XL Pipeline, including but not limited to spills of both Williston Basin light crude oil and WCSB heavy crude oils such as diluted bitumen.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's

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jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

INTERROGATORY NO. 50: With regard to Condition Paragraph 10, describe TransCanada's plans to train local emergency responders, including training about response techniques for both Williston Basin light crude oil and WCSB heavy crude oil such as diluted bitumen.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

INTERROGATORY NO. 51: With regard to Condition Paragraphs 8, 34, 35, and 39, describe where TransCanada would house and feed spill response workers in the event of a worst case discharge from the Keystone XL Pipeline in Harding County, South Dakota.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 52: With regard to Condition Paragraph 10, identify the sources of first notification to TransCanada of each spill from the Base Keystone Pipeline.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.
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INTERROGATORY NO. 53: With regard to Condition Paragraphs 31 and 36, describe any improvements in SCADA leak detection technology since 2010 and state whether any such improvements will be incorporated into the proposed Keystone XL Pipeline's SCADA system.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 54: With regard to Condition Paragraphs 31 and 36, state whether any new or improved remote sensing technologies for leak detection have become commercially available since 2010, and state whether any such technologies will be used by TransCanada for the proposed Keystone XL Pipeline.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 55: With regard to Condition Paragraphs 35, state whether any additional surficial aquifers have been discovered to date.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 56: With regard to Fact Paragraph 68, describe the interference with the cathodic protection system identified in revised finding of fact paragraph 68.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 57: With regard to Fact Paragraph 83, explain why Bridger Creek was added to the list of crossing for which TransCanada will utilize HDD.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 58: With regard to Condition Paragraph 23, explain why Keystone believes that the road bond amount should not be adjusted for inflation.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 59: With regard to Fact Paragraphs 107, provide a revised estimate of the amount of property taxes that would be paid by TransCanada on the proposed Keystone XL Pipeline, and also compare the amount of tax payments made by TransCanada from 2010 to the present in each county crossed by the Base Keystone Pipeline to the tax amount estimate provided in Docket HP07-001 by TransCanada.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 60: With regard to Condition Paragraph 16, state whether or not TransCanada has drafted crop monitoring protocols and describe its communications with landowners related to such plan.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 61: With regard to Condition Paragraph 16, state whether or not TransCanada has drafted a plan to control noxious weeds and describe its communications with landowners related to such plan.

ANSWER: Keystone will answer this interrogatory on or before February 6, 2015.

INTERROGATORY NO. 62: With regard to Condition Paragraph 28, provide a list of private and new access roads that will be used or required for construction of the proposed Keystone XL Pipeline.

OBJECTION: This request seeks information that is not relevant and not reasonably calculated to lead to the discovery of admissible evidence. In addition, the location of access roads is confidential for reasons related to homeland security.

INTERROGATORY NO. 63: With regard to Fact Paragraph 50 and Condition Paragraph 34, provide an explanation of why the HCA length in South Dakota decreased from 34.3 to 19.9 miles, identify HCA segments that were removed or shortened, and describe any HCA's not identified during the docket HP09-001 proceeding that were added to the HCA length.

OBJECTION: The identity and location of High Consequence Areas is confidential by statute and Keystone is required by PHMSA to keep this information confidential. Without waiving the objection, Keystone will respond on or before February 6, 2015, without identifying or disclosing the location of any High Consequence Areas.

INTERROGATORY NO. 64: With regard to Condition Paragraph 44, describe:

- a. TransCanada's efforts related to its paleontological literature search; and
- b. any pre-construction paleontological field surveys performed by TransCanada.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

INTERROGATORY NO. 65: With regard to Condition Paragraph 45, describe any disputes with landowners related to repair or replacement of property impacted by the Base Keystone Pipeline.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

INTERROGATORY NO. 66: With regard to Condition Paragraph 50, describe any complaints filed by landowners against TransCanada.

OBJECTION: To the extent that it seeks information related to the Keystone XL Pipeline outside South Dakota, this request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It also seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will provide a response on or before February 6, 2015, limited to South Dakota.

REQUESTS FOR PRODUCTION OF DOCUMENTS

REQUEST FOR PRODUCTION NO. 1: With regard to Fact Paragraph 14, produce the *pro forma* transportation services agreement provided to prospective shippers for use of the Bakken Marketlink Project.

OBJECTION: To the extent that it seeks the identity of Keystone's shippers and the terms of their contracts, this request seeks information that has substantial commercial and proprietary value, is subject to substantial efforts by Keystone to protect it from actual and potential competitors, and is required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers. Without waiving this objection, Keystone will provide a response on or before February 6, 2015, subject to a protective order, disclosing information provided to prospective shippers for the Bakken Marketlink Project.

REQUEST FOR PRODUCTION NO. 2: With regard to Fact Paragraph 14, produce the transportation services agreements currently in effect and executed by the shippers that have entered into long-term commitments for capacity on the proposed Keystone XL Pipeline.

OBJECTION: To the extent that it seeks the identity of Keystone's shippers and the terms of their contracts, this request seeks information that has substantial commercial and proprietary value, is subject to substantial efforts by Keystone to protect it from actual and potential competitors, and is required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers and Section 15(13) of the Interstate Commerce Act.

REQUEST FOR PRODUCTION NO. 3: With regard to Fact Paragraph 16, produce all maps showing any route changes since issuance of the 2010 Final Order.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 4: With regard to Fact Paragraph 18, produce the manufacturers' warranties and guaranties for the FBE applied to pipe segments that have been delivered and would be installed in South Dakota.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 5: With regard to Fact Paragraph 20, produce a map of the valve locations for the Keystone XL Pipeline.

OBJECTION: This request seeks information that is not relevant and not reasonably calculated to lead to the discovery of admissible evidence. In addition, the location of access roads is confidential for reasons related to homeland security.

REQUEST FOR PRODUCTION NO. 6: With regard to Fact Paragraphs 14, 24, 25, 26, 27, and 28, produce the following forecasts and their supporting data:

- a) the forecast of annual crude oil production in the WCSB relied on by TransCanada in this proceeding showing future production of light and heavy crude oil;
- b) the forecast of annual crude oil production in the Williston Basin relied on by TransCanada in this proceeding showing future production of light and heavy crude oil;
- c) a forecast of annual domestic U.S. consumer demand for petroleum products through 2030;
- d) a forecast of annual crude oil imports into PADD 3 from Canada through 2030;

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- e) a forecast of annual crude oil imports into PADD 3 from countries other than Canada through 2030;
- f) a forecast of annual demand for crude oil by PADD 3 refineries through 2030;
- g) a forecast of utilization of the proposed Keystone XL Pipeline from the proposed commencement of normal operations to 2030;
- h) a forecast of crude oil production in PADD 3 through 2030;
- i) a forecast of exports of petroleum products from PADD 3 through 2030;
- j) a forecast of re-exports of WCSB crude oil from PADD 3 through 2030;
- k) a forecast of railroad transportation from the WCSB to each PADD in the U.S; and
- l) a forecast of railroad transportation from the Williston Basin to each PADD in the U.S.

OBJECTION AND RESPONSE: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden of proof under SDCL § 49-41B-27. It is within the purview of the United States Department of State to determine whether the proposed project is in the national interest, under the applicable Presidential Executive Order. This request also may seek information that is not within Keystone's custody or control and is not maintained by Keystone in the ordinary course of business. The oil forecast information that Keystone relied on in Appendix C to its Certification was derived from the following sources: The Final Supplemental Environmental Impact Statement; the CAPP Crude Oil Forecast; Markets and Transportation June 2014 Forecast; and the Energy Information Agency Annual Energy Outlook 2014. Keystone will produce these documents, except for the FSEIS, which is available at <http://keystonepipeline-xl.state.gov/finalseis/index.htm>.

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REQUEST FOR PRODUCTION NO. 7: With regard to Condition Paragraph 43, produce the most recent version of the Unanticipated Discovery Plan.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 8: With regard to Condition Paragraph 15, produce the Con/Rec mapping.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 9: With regard to Condition Paragraph 7, produce all correspondence between TransCanada's public liaison officer for the Base Keystone Pipeline and the proposed Keystone XL Pipeline.

OBJECTION: Sarah Metcalf is the appointed Public Liaison Officer for both the Keystone Pipeline in eastern South Dakota and the proposed Keystone XL Pipeline. Keystone therefore has no documents responsive to this request.

REQUEST FOR PRODUCTION NO. 10: With regard to Condition Paragraph 23, produce all correspondence from June 29, 2010, to the present related to resolution of disputes over repair of roads following construction of the Base Keystone Pipeline.

OBJECTION: To the extent that it seeks information related to the Keystone Pipeline outside South Dakota, this request is overlybroad and unduly burdensome and seeks the discovery of information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the

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objection, Keystone will produce responsive documents related to South Dakota on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 11: With regard to Condition Paragraph 36, produce the most recent version of a draft spill response plan for the Proposed Keystone XL Pipeline, the final version of which is intended to meet the requirements of 49 C.F.R. Part 194, as well as any communications related to preparation of a spill response plan for the Keystone XL Pipeline between TransCanada and agencies of the State of South Dakota.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and Keystone's burden under SDCL § 49-41B-27. This request also seeks information addressing an issue that is governed by federal law and is within the exclusive province of PHMSA. The PUC's jurisdiction over the emergency response plan is preempted by federal law, which has exclusive jurisdiction over issues of pipeline safety. *See* 49 C.F.R. Part 194; 49 U.S.C. § 60104(c). This request further seeks information that is confidential and proprietary. *See* Amended Final Order, HP 09-001, Condition ¶ 36. Public disclosure of the emergency response plan would commercially disadvantage Keystone. In addition, Keystone is not required to submit its Emergency Response Plan to PHMSA until sometime close to when the Keystone Pipeline is placed into operation. Keystone's Emergency Response Plan is addressed in The Final Supplemental Environmental Impact Statement at

<http://keystonepipeline-xl.state.gov/documents/organization/221189.pdf>.

REQUEST FOR PRODUCTION NO. 12: With regard to Condition Paragraph 10, produce copies of all training materials provided to first responders in the State of South Dakota.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 13: With regard to Condition Paragraph 50, produce copies of complaints filed by landowners against TransCanada related to the Base Keystone Pipeline and the proposed Keystone XL Pipeline.

OBJECTION: To the extent that it seeks information related to the Keystone Pipeline outside South Dakota, this request is overlybroad and unduly burdensome and seeks the discovery of information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL § 15-6-26(b). Without waiving the objection, Keystone will produce responsive documents related to South Dakota on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 14: With regard to Condition Paragraph 25, produce the latest version of a draft adverse weather land protection plan.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 15: With regard to Condition Paragraph 29, produce the latest version of a winterization plan.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 16: With regard to Condition Paragraph 39, produce noise data showing pump station noise at the Base Keystone Pipeline.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 17: With regard to Condition Paragraph 44, produce a copy of the latest version of the paleontological resource mitigation plan.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

REQUEST FOR PRODUCTION NO. 18: Produce copies of all responses by TransCanada in response to discovery requests submitted to TransCanada by other parties in this proceeding.

ANSWER: Any responsive, non-privileged documents will be provided on or before February 6, 2015.

Dated this 23rd day of January, 2015.

WOODS, FULLER, SHULTZ & SMITH P.C.

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Attorneys for Applicant TransCanada

CERTIFICATE OF SERVICE

I hereby certify that on the 23rd day of January, 2015, I sent by e-mail transmission, a true and correct copy of Keystone's Objections to Bold Nebraska's First Interrogatories and Request for Production of Documents, to the following:

Paul C. Blackburn
PO Box 17234
Minneapolis, MN 55407
paul@paulblackburn.net

/s/ James E. Moore
One of the attorneys for TransCanada