

4. The term “person” includes natural persons and business entities, including corporations, trusts, partnerships, joint ventures, and any other association or group of persons.

5. The term “regarding,” “reflecting,” or “relating to” mean with respect to the subject matter of the interrogatory, explicitly or implicitly mentioning or dealing with the subject matter, demonstrating, evidencing, showing, concerning, explaining, elaborating upon, or providing any information whatsoever with respect to the subject matter referenced.

6. The term “Petition” means the Petition filed by TransCanada with the Public Utilities Commission of the State of South Dakota, Docket No. HP14-001, captioned *In the Matter of the Petition of TransCanada Keystone Pipeline, LP, for Order Accepting Certification of Permit Issued in Docket HP09-001 to Construct the Keystone XL Pipeline.*

7. The terms “KXL Pipeline” or “Project” mean the Keystone XL Pipeline project, a portion of which is proposed to be constructed in South Dakota.

8. The term “DRA” means Dakota Rural Action.

9. The term “Commission” means the Public Utilities Commission of the State of South Dakota.

10. The words “describe in detail,” or words of similar import, mean to state separately all factual bases for the allegation requested to be described and/or to give a detailed description of the thing, event, or entity asked to be described, including (a) the identity of each personal having any knowledge of each fact or opinion relating to the allegation, thing, event, or entity to be described; (b) the identity of each document evidencing or relating to the answer given; and (c) all relevant dates or time periods.

11. The term “document” is to be interpreted in the broadest sense permitted under the South Dakota Rules of Civil Procedure codified in SDCL Title 15, and includes tangible things and any media upon which information is recorded, stored, or placed, including without limitation, writings, e-mails, drawings, graphs, charts, photographs, and other data compilations from which information can be obtained and translated, if necessary, through detection devices into reasonably usable form.

12. The terms “communicate” and “communication” mean any disclosure, transfer or exchange of information, by any means or manner, including without limitation, any correspondence, writing, memorandum, facsimile transmission, telephone conversation, oral conversation, electronic (e-mail) or computer messages or other electronic transmission.

13. The term “identify” means:

- a. with respect to a natural person, state the person’s full name, present address, and telephone number (or, if unknown, the last known address and telephone number), and

the name, address, and telephone number of the person's present employer (or, if unknown, the name, address, and telephone number of the last know employer);

- b. with respect to a person other than a natural person, state the full name of the entity, the type of entity identified, its present business address and telephone number, and the names of its officers or managing partners; and
- c. with respect to a document or communication, provide a description of the document and its contents and purpose, and state the full name of the person(s) who received the document, the date of the document's creation or formulation, and the name, address, and telephone number of its present custodian.

14. The singular shall include the plural, and vice versa, and words of either gender shall include both genders.

Instructions

1. This request for production extends to all documents and other tangible things in the possession of TransCanada, or subject to the custody and control of any of its agents or Affiliates.

2. You are required to serve upon DRA's attorneys written Responses, which shall state with respect to each Request for Production that the requested documents will be produced, except to the extent that you make written objections to particular items, stating the specific legal basis for each objection. If you do not produce any documents in response to a Request for Production, please so indicate in the written response.

3. Each of these requests is deemed to be a continuing discovery request and in the event that later you obtain any documents or tangible things response to these requests, please promptly amend your written responses to these requests and produce such additional documents or tangible things.

4. Please organize and label each document to correspond with the Request number to which the documents respond to, or produce each document in the file in which it is kept in the usual course of business.

5. If you claim that any document or tangible thing requested in these requests is protected from disclosure by virtue of privilege, work product doctrine, or otherwise, please describe the nature of the communication, documents or things not produced or disclosed in a manner that allows DRA and the Commission to assess the applicability of the privilege or protection, including, the date and names of the individuals drafting, sending or receiving each communication or document, the date each communication or document as drafted, sent or received, the number of pages or length of each communication or document, the general nature of the information communicated or documented, and a statement of the privilege claims.

6. If any document or tangible thing was, but is no longer, in your possession, subject to your control, or in existence, state:

- a. Whether it is missing or lost, and if so, the name and current address and phone number of the persons who have knowledge of it;
- b. Whether it has been destroyed, and if so, the circumstances under which it was destroyed and the name and current address and phone number of the persons who destroyed it or who have knowledge of its destruction;
- c. Whether it has been transferred voluntarily or involuntarily, and in each instance explain the circumstances surrounding the authorization for each disposition and state the date or approximate date of its disposition; and
- d. The identity of the person who has possession, custody, or control of the document.

REQUESTS FOR PRODUCTION

1. All documents identified or referred to in your Answers to DRA's First Interrogatories to you. *[Applicable Finding or Condition No.: all]*

2. All documents and correspondence presented to any expert in connection with the above-captioned proceedings, or received from any expert, including but not limited to emails, letters, engagement documents, resumes, curriculum vitae, reports, analysis, spreadsheets, schedules, and any drafts thereof. *[Applicable Finding or Condition No.: all]*

3. The most recent resume or curriculum vitae of each expert whom you expect to call as an expert witness at the hearing before the Commission. *[Applicable Finding or Condition No.: all]*

4. The written reports of experts who are expected to testify on behalf of TransCanada. *[Applicable Finding or Condition No.: all]*

5. All correspondence between TransCanada or its Affiliates and the Commission or Commission staff concerning the Project. *[Applicable Finding or Condition No.: all]*

6. All documents concerning production and transportation of crude oil from the Williston Basin area, including but not limited to, projections of crude oil supply to be transported via the proposed Project, and any agreements or commitments entered into with oil producers and refiners with respect to any production from the Williston Basin area. *[Applicable Finding or Condition No.: Finding 14]*

7. All documents concerning a change in routing of the Project between 2010 and the present date, including but not limited to, any parcel maps showing the precise location of the proposed Project through South Dakota. *[Applicable Finding or Condition No.: Finding 16]*

8. All documents setting forth TransCanada's proposed construction schedule for the Project, and all contracts for construction of the proposed Project and all contracts or other documents relating to commitments made with respect to the Project by shippers. *[Applicable Finding or Condition No.: Finding 17]*

9. All documents concerning the decision to use API 5L X70M high-strength steel for the Project in lieu of API 5L X80M high-strength steel. *[Applicable Finding or Condition No.: Finding 18]*

10. All documents concerning the decision to use fusion-bonded epoxy (FBE) coating on the proposed pipeline, including but not limited to, contracts or other agreements with the manufacturer of the FBE product, and any communications between TransCanada and such manufacturer. *[Applicable Finding or Condition No.: Finding 18]*

11. All documents, including internal communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties concerning the appropriate pipeline operating pressure for the Project. *[Applicable Finding or Condition No.: Finding 19]*

12. All documents showing location of power lines for pumping stations proposed for the Project, the location of proposed pumping stations and mainline valves for the Project in South Dakota, and including, but not limited to all communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties concerning location and operation of pumping stations, mainline valves, and the proposed conversion of valves to remote control operations. *[Applicable Finding or Condition No.: Finding 20]*

13. All documents concerning compliance by TransCanada with U.S. Department of Transportation, Pipeline Hazardous Materials and Safety Administration ("PHMSA") regulations set forth at 49 CFR Part 195, and the special conditions developed by PHMSA and set forth in Appendix Z to the Department of State ("DOS") January 2014 Final Supplemental Environmental Impact Statement ("Final SEIS"), including but not limited to any and all communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties, and PHMSA, DOS, or other federal agencies concerning regulatory compliance, approvals, or waivers of applicable regulations with respect to the Project. *[Applicable Finding or Condition No.: Finding 22]*

14. All documents concerning the increase in projected costs for the Project, including but not limited to draft or final budgets, pro-formas, estimated cost schedules, and communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties regarding the increased estimated costs of the Project. *[Applicable Finding or Condition No.: Finding 23]*

15. All documents setting forth forecasts of "additional crude oil production from the WCSB" and Williston Basin, including any documents discussing the impact of current low oil prices on such forecasts. *[Applicable Finding or Condition No.: Finding 24]*

16. All documents setting forth binding shipper commitments to utilize the Project. *[Applicable Finding or Condition No.: Finding 24]*

17. All documents, including but not limited to communications between TransCanada's or its Affiliates' staff, consultants, advisors, or other parties discussing or containing information stating or indicating that existing or new refineries will import less crude oil and, instead, replace it with crude oil transported via the Project. *[Applicable Finding or Condition No.: Finding 24]*

18. All documents discussing or setting forth TransCanada's or its Affiliates' forecasts of US demand for petroleum products. *[Applicable Finding or Condition No.: Finding 25]*

19. All documents setting forth or discussing whether or if crude oil from the WCSB is sold at a "significant discount" from other sources. *[Applicable Finding or Condition No.: Finding 27]*

20. All documents setting forth, discussing, or describing whether or if shipment of crude oil via the Project will replace rail transportation for crude oil shipments from the WCSB. *[Applicable Finding or Condition No.: Finding 27]*

21. All documents setting forth binding commitments from shippers to use the Project, including but not limited to copies of contracts between TransCanada (and its Affiliates) and such shippers. *[Applicable Finding or Condition No.: Finding 29]*

22. All documents describing soil types and conditions along the currently-proposed Project route through South Dakota. *[Applicable Finding or Condition No.: Finding 33]*

23. All documents describing, discussing, or setting forth plans for the Project to cross perennial streams and rivers, intermittent streams, and ephemeral streams in South Dakota, including but not limited to all documents concerning the methodology used by TransCanada (and its Affiliates) or its agents in determining construction plans for the Project across such waterways. *[Applicable Finding or Condition No.: Finding 41]*

24. All documents concerning the reduction in the length of the proposed Project potentially affecting High Consequence Areas. *[Applicable Finding or Condition No.: Finding 50]*

25. All documents concerning TransCanada's (or its Affiliates') decision to withdraw its request to the PHMSA for a special permit referenced in Finding 60. *[Applicable Finding or Condition No.: Finding 60]*

26. All documents containing information concerning the failure of FBE coating referenced in the update to Finding 68. *[Applicable Finding or Condition No.: Finding 68]*

27. All documents containing information concerning construction/reclamation unit mapping referenced in Finding 80, including but not limited to the construction/reclamation unit mapping. *[Applicable Finding or Condition No.: Finding 80]*

28. All documents containing information regarding TransCanada's (or its Affiliates') decision to use horizontal directional drilling to cross waterways, including but not limited to all documents discussing or describing the decision-making process engaged in to determine which waterways would be crossed using horizontal directional drilling. *[Applicable Finding or Condition No.: Finding 83]*

29. All documents, including but not limited to forecasts and projections of tax revenue accruing to the State of South Dakota should construction and operation of the Project commence. *[Applicable Finding or Condition No.: Finding 107]*

30. All documents evidencing TransCanada's or its Affiliates' compliance efforts with applicable laws and regulations related to construction and operation of the Project. *[Applicable Finding or Condition No.: Condition 1]*

31. All documents concerning TransCanada's or its Affiliates' efforts to obtain and comply with applicable permitting referenced in Condition 2, including but not limited to copies of any permits obtained. *[Applicable Finding or Condition No.: Condition 2]*

32. All documents concerning TransCanada's or its Affiliates' compliance with the recommendations set forth the DOS's Final Environmental Impact Statement, including but not limited to documents discussing or concerning compliance with Section 106 of the National Historic Preservation Act. *[Applicable Finding or Condition No.: Condition 3]*

33. All documents concerning or discussing proposed adjustments or deviations in the route of the Project, including but not limited to copies of notices to affected land owners. *[Applicable Finding or Condition No.: Condition 6]*

34. All documents concerning the appointment of a public liaison officer by TransCanada for the Project, and all documents containing information regarding communications between the public liaison officer and landowners affected by the Project. *[Applicable Finding or Condition No.: Condition 7]*

35. All documents containing information with respect to contacts or communications with state, county and municipal emergency response, law enforcement and highway, road and other infrastructure management agencies regarding the Project. *[Applicable Finding or Condition No.: Condition 10]*

36. All documents containing information concerning TransCanada's or its Affiliates' efforts to comply with mitigation measures set forth in the Construction Mitigation and Reclamation Plan submitted to the Commission. *[Applicable Finding or Condition No.: Condition 13]*

37. All documents containing information regarding consultations, including but not limited to communications, with Natural Resources Conservation Services (“NRCS”) regarding development of construction/reclamation units (“Con/Rec Units”). *[Applicable Finding or Condition No.: Condition 15]*

38. All Con/Rec Units developed in connection with the Project, including but not limited to drafts and supporting studies or documents. *[Applicable Finding or Condition No.: Condition 15]*

39. All documents provided to landowners affected by the Project explaining trenching and topsoil and subsoil/rock removal, segregation and restoration methods for their property. *[Applicable Finding or Condition No.: Condition 16]*

40. All documents containing information regarding trucking or hauling contractors to be used in construction of the Project, including but not limited to agreements with such trucking or hauling contractors. *[Applicable Finding or Condition No.: Condition 17]*

41. All documents containing information or describing the methodology to be used by TransCanada (or its Affiliates) for valuing trees. *[Applicable Finding or Condition No.: Condition 19]*

42. All documents containing information regarding consultations between TransCanada (or its Affiliates) and South Dakota Game, Fish and Parks. *[Applicable Finding or Condition No.: Condition 20(c)]*

43. All documents describing the development of frac-out plans in areas where horizontal directional drilling will occur in connection with the Project, including but not limited to any frac-out plans developed. *[Applicable Finding or Condition No.: Condition 21]*

44. All documents describing or containing information regarding TransCanada's or its Affiliates' efforts to comply with conditions regarding construction of the Project near wetlands, water bodies, and riparian areas, such documents including but not limited to compliance plans, construction plans, mitigation plans, and communications with any regulatory agency in such regard. *[Applicable Finding or Condition No.: Condition 22]*

45. All documents containing or referencing adverse weather land protection plans developed in connection with the Project. *[Applicable Finding or Condition No.: Condition 25]*

46. All documents that reference or identify private and new access roads to be used or required during construction of the Project. *[Applicable Finding or Condition No.: Condition 28]*

47. All documents referencing or containing information regarding winterization plans provided to landowners affected by the Project, including but not limited to plan(s) developed. *[Applicable Finding or Condition No.: Condition 29]*

48. All documents referencing agreements reached with landowners, including but not limited to any agreements reached with landowners modifying any requirements or conditions established by the Commission in connection with the Project. *[Applicable Finding or Condition No.: Condition 30]*

49. All documents containing information regarding compliance by shippers with crude oil specifications. *[Applicable Finding or Condition No.: Condition 31]*

50. All documents containing information regarding assessments performed in connection with your activities in "high consequence areas", including but not limited to documents referencing efforts by you to comply with 49 C.F.R. Part 195, and any communications or consultations with the South Dakota Geological Survey, the Department of Game Fish and Parks

(“SDGFP”), affected landowners and government officials. *[Applicable Finding or Condition No.: Condition 34]*

51. All documents where you have identified hydrologically sensitive areas as required by Condition Number 35. *[Applicable Finding or Condition No.: Condition 35]*

52. All documents containing information regarding noise-producing facilities in connection with the Project, including but not limited to any studies conducted regarding noise levels, and any noise mitigation measures. *[Applicable Finding or Condition No.: Condition 39]*

53. All documents containing information regarding TransCanada’s or its Affiliates’ efforts to comply with protection and mitigation requirements of the US Fish and Wildlife Service (“USFWS”) and SDGFP with respect to any endangered species. *[Applicable Finding or Condition No.: Condition 41]*

54. All documents containing information or details regarding location of drain tiles, including but not limited to all documents containing information regarding the potential for drain tiles to operate as conduits for contaminants in connection with construction or operation of the Project. *[Applicable Finding or Condition No.: Condition 42]*

55. All documents referencing or containing information concerning cultural or paleontological resources along the Project route, including but not limited to all documents identifying cultural and paleontological resources, consultations and communications with the Bureau of Land Management and Museum of Geology at the South Dakota School of Mines and Technology. *[Applicable Finding or Condition No.: Condition 44]*

56. The incident reports for each and every spill or leak related to a pipeline operated by TransCanada and its Affiliates since January 1, 2010. *[Applicable Finding or Condition No.: Findings 12(2)-(3), 41-45, 47, 103; Conditions 32-38]*

Dated this 6th day of January, 2015.

Respectfully submitted,

/s/ Bruce Ellison

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