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March 3, 2015

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Sioux Falls, SD 57104

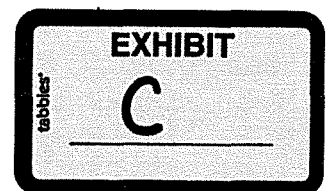
Re: In the Matter of the Application by TransCanada Keystone Pipeline, LP
HP14-001
Rosebud Sioux Tribes Response to TransCanada's Response to First Set of
Interrogatories and Request for Production of Documents

Dear Mr. Taylor,

I am writing in response to Keystone's Responses and Objections to the Rosebud Sioux Tribe's First Set of Interrogatories and Request for Production of Documents to address some concerns that I have with your responses. It is my intention that we can resolve these disputes without warranting involvement of the Commission. Each concern will be identified and addressed in turn. I welcome the opportunity to further discuss these concerns and look forward to hearing from you.

My first two concerns are initially with your statement that within the scope of SDCL 15-6-26(e) your responses shall not be deemed to be continuing nor are the answers to be supplemented and your general objection to the instructions and definitions contained in the First Set of Interrogatories and Request for Production of Documents. SDCL 15-6-26(e) - "Supplementation of Responses" - provides that "a party who has responded to a request for discovery with a response that was complete when made is under a duty to supplement or correct the response to include information thereafter acquired." Accordingly, your statement that your responses are not deemed to be continuing appear to be in conflict with SDCL 15-6-26(e) unless your initial response were not complete when it was made. It necessarily follows that if your responses were not complete when made then your initial answers and production will need to be supplemented accordingly.

The following addresses specific concerns that I have with your responses to the interrogatories and request for production of documents.



Specific Responses to TransCanada's Objections and Responses to Interrogatories:

Interrogatory No. 10: Has TransCanada received any communications from any regulatory body or agency that may have jurisdiction over the construction, maintenance or operation of any pipeline located in the United States alleging that TransCanada has failed to comply with any applicable permits for the construction, operation or maintenance of any pipeline located in the United States?

Response: This request is not relevant, not likely to lead to the discovery of admissible evidence and is overly broad.

Concerns: Amended Permit Condition No. 1 requires Keystone to comply with all applicable laws and regulations in its construction and operation of the Project. Amended Permit Condition No. 1 does not limit this compliance to applicable South Dakota laws and regulations. Amended Permit Condition 2 requires Keystone to comply with all applicable federal, state and local permits in its construction and operation of the Project. Amended Permit Condition No. 2 does not limit this compliance to applicable South Dakota permits. TransCanada also operates pipelines located in different locations in the United States. If TransCanada is eventually granted the authority to construct the project then TransCanada's compliance with other permit conditions becomes of paramount importance to the current application. The interrogatory seeks information relevant to TransCanada's compliance with other permits from any pipeline that TransCanada operates in the United States. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance or non-compliance with other permit conditions for other pipelines located in the United States is relevant to the matter currently pending before the PUC.

Interrogatory No. 11: Has TransCanada received any communications from any regulatory body or agency that may have jurisdiction over the construction, maintenance or operation of any pipeline located in Canada alleging that TransCanada has failed to comply with any applicable permits for the construction, operation or maintenance of any pipeline located in the United States?

Response: This request is not relevant, not likely to lead to the discovery of admissible evidence and is overly broad.

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TransCanada's compliance with other permit conditions becomes of paramount importance to the current application. The interrogatory seeks information relevant to TransCanada's compliance with other permits from any pipeline that TransCanada operates in Canada. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance or non-compliance with other permit conditions for other pipelines located in Canada is relevant to the matter currently pending before the PUC.

Interrogatory No. 34: Identify every person, along with contact information for each, who has agreed to supply any type of product to be transported through the project.

Response: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are 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.

Concerns: While the information sought to be obtained may be subject to the provisions of Section 15(13) of the Interstate Commerce Act, and the sought information may be considered confidential by the PUC in conformance with applicable Administrative Rules of the PUC I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

Interrogatory No. 49: If TransCanada has applied for any waiver from the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration have any of the requests been denied? If any of the requests have been denied, identify the appropriate pipeline and state the reason or reasons for each denial.

Response: To the extent that this request seeks information unrelated to oil pipelines, it is not relevant or likely to lead to the discovery of admissible evidence. Without waiving the objection, no.

Concerns: A showing of any history of seeking to have pipeline safety permit conditions waived by the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration may show Keystone's willingness to seek waiver of South Dakota conditions in the construction, operation and maintenance of the project in South Dakota. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance with other permit conditions, requests and denial of requests for waiver of conditions for other pipelines located in the United States is relevant to the matter currently pending before the PUC.

Interrogatory No. 52: Identify all companies that have committed to the use of the KXL pipeline to ship oil. Identify the country where each company that has committed to provide oil or gas to the pipeline is incorporated.

Objection: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are 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.

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Interrogatory No. 55: Provide copies of all safety reports submitted to any agencies with jurisdiction over the operation of the Southern Leg of the Keystone XL pipeline project.

Objection and Answer: The U.S. Department of Transportation, Pipeline and Hazardous Material Safety Administration is the governing agency that has federal jurisdiction over the operations of the Keystone XL pipeline. This issue is therefore beyond the scope of this proceeding. Without waiving the objection, a spreadsheet showing leaks and spills on the Keystone XL Pipeline is attached as Keystone 0774-0784. The referenced documents page numbers "Keystone 0774-0784 were not provided as stated.

Concerns: The Rosebud Sioux Tribe does not contest that the U.S. Department of Transportation, Pipeline and Hazardous Materials Safety Administration is the governing agency that has jurisdiction over the Southern Leg of the Keystone XL pipeline. A showing of any history of safety concerns and safety reports submitted to the federal agency with jurisdiction over TransCanada's Southern Leg of the Keystone XK pipeline is relevant to show TransCanada's safety record related to the operation and maintenance of the current project and within the scope of this proceeding. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case.

Interrogatory No. 65: Does TransCanada or any of its affiliates recognize that they have any obligations to obtain the free, prior informed consent under the United Nations Declaration of the Rights of Indigenous People regarding the construction, maintenance or operation of the Keystone Pipeline.

Answer: Keystone recognizes that the United Nations Declaration of the Rights of Indigenous People was adopted by the United States on September 13, 2007. Canada and the United States voted against the adoption of the declaration. The declaration is not a legally binding instrument under international law of the United States and accordingly, Keystone is not legally bound by it.

Concerns: Canada and the United States signed onto the United Nations Declaration of the Rights of Indigenous People in 2010.

Interrogatory No. 70, 71a, 71b: Are there any land areas or waterways where the pipeline will pass through or nearby subject to any designation under the Wilderness Act of 1964, (71a – the Wild and Scenic River Act of 1964, 71b – are any land areas designated critical habitat under the Endangered Species Act.)

Objection and Response: To the extent that it seeks information outside South Dakota, this request is not relevant or likely to lead to the discovery of admissible evidence. Without waiving the objection, there are no land areas or waterways that the Project route in South Dakota will pass through that would be subject to any designation under the Wilderness Act of 1964, (71a – the Wild and Scenic River Act of 1964, 71b – are any land areas designated critical habitat under the Endangered Species Act.)

Concerns: Amended Permit Condition No. 1 requires TransCanada's compliance with all applicable laws and regulations in its construction and operation of the Project. While the PUC does not have jurisdiction over TransCanada's activities outside of the State of South Dakota, TransCanada's activities related to compliance with laws that apply to locations outside of the State of South Dakota are relevant to the matter before the PUC. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance with all applicable laws and regulations is relevant to the matter currently pending before the PUC.

Interrogatory No. 78: According to Keystone's original application, Keystone began cultural and historic surveys in May 2008 and at that time it had found several pre-historic stone circles were uncovered. Please provide a detailed description of these sites, including location.

Answer: The sites are addressed during the course of government to government consultations with the DOS. Site locations are confidential and cannot be disclosed outside of the consultation process.

Concerns: You have cited no rule or law that supports TransCanada's assertion that this information is confidential and cannot be disclosed outside of the consultation process. The sought information may be considered confidential by the PUC in conformance with applicable Administrative Rules of the PUC. I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

Specific Responses to TransCanada's Objections and Responses to Request for Production of Documents:

RFP No. 1: If the answer to Interrogatory No. 22 is in the affirmative, produce all documents related to and documenting Keystone's public liaison officer's immediate

access to Keystone's on-site project manager, Keystone's executive project manager and to each contractor's on site managers referenced in Amended Permit Condition 7.

Objection and Answer: The request for "all documents" related to the public liaison officer's access to Keystone personnel is vague, overly broad, unduly burdensome, not relevant and not reasonably calculated to lead to the discovery of admissible evidence. Without waving the objection, the liaison has contact information for all project team members, and can and does make contact at any time. Contractors for construction have not yet been selected.

Concerns: The documents requested that are related to the public liaison office are directly related to TransCanada's compliance with Amended Permit Condition No. 7 and should be documents that are maintained in the normal course of business and therefore the request to collect and provide the documents is not burdensome. The documentation requested is reasonably calculated to lead to the discovery of admissible evidence in the present case. Keystone's compliance with the Amended Permit Conditions is relevant to the matter pending before the PUC.

RFP No. 5: Produce documentation that TransCanada has provided contact information for the public liaison to all law enforcement agencies and local governments within the vicinity of the Project.

Answer: Notification to law enforcement agencies and local governments in the vicinity of the Project was completed in the first quarter of 2011 in conjunction with notice required by other conditions. The liaison continues to contact affected counties, townships and other governmental entities as the permit process takes place.

Concerns: No documents have been provided to support the assertion that Keystone has complied with the requirements of the Amended Permit Condition.

RFP No. 18: Provide documentation regarding TransCanada's compliance with reclamation and clean up efforts from all other construction activities related to any other pipeline that TransCanada owns or operates in the United States and Canada.

Objection: This request is overly broad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is unlimited in time and extends to all of TransCanada's operations in the United States and Canada.

Concerns: The information and documents requested are not overly broad nor are they unduly burdensome because they are activities that would normally be carried out as regular business practices. TransCanada's overall history of compliance with other permit conditions for all of their other operations is demonstrative of TransCanada's regular business practices, particularly as it relates to compliance with clean-up efforts and reclamation requirements for all of their pipelines. If permitted to

construct in South Dakota they will be required to comply with numerous clean-up and reclamation requirements in South Dakota. The documentation requested is reasonably calculated to lead to the discovery of admissible evidence in the present case. We would agree to confining the requested documents and information to a specified period of time.

RFP No. 19: Provide copies of TransCanada's pipeline safety records for all other pipelines that TransCanada owns or operates in the United States and Canada.

Objection: This request is overly broad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is unlimited in time and extends to all of TransCanada's operations in the United States and Canada.

Concerns: The information and documents requested are not overly broad nor are they unduly burdensome because they are activities that would normally be carried out as regular business practices. TransCanada's overall pipeline safety records for all of their other operations is demonstrative of TransCanada's regular business practices, particularly as it relates to pipeline safety practices for all of their pipelines. If permitted to construct in South Dakota they will be required to construct, operate and maintain the pipeline in a safe manner. The documentation requested is reasonably calculated to lead to the discovery of admissible evidence in the present case as it pertains to the previously reference condition. We would agree to confining the requested documents and information to a specified period of time.

RFP No. 20: Provide copies of all documentation concerning the requirement that all of TransCanada's shippers comply with its crude oil specifications.

Objection: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers. See Section 15(13) of the Interstate Commerce Act.

Concerns: The sought information may be considered confidential by the PUC in conformance with applicable Administrative Rules of the PUC. I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP's 24 through RFP 30:

Answers: See Keystone's documents 1121-1181 attached to response 23.

Concerns: The documents provided for each RFP are non responsive to the specific request for production.

RFP No. 33: Provide copies of all documents that demonstrate that TransCanada has complied with the requirements of Amended Permit Condition 44a-e.

Answer: Paleontological fieldwork methodology, literature search information , and results can be found in Sections 3.1.2.2 and 3.1.2.3 of the Department of State FSEIS (2014). A list of reports detailing the results of all pre-construction paleontological field surveys can be found in Table 3.1-4 of the Department of State FSEIS (2014). The paleontological mitigation report is titled: Second Confidential Draft – Paleontological Resources Mitigation Plan: Keystone XL Pipeline Project, South Dakota. The Plan is not provided because it is confidential/privileged information.

Concerns: That the “Paleontological Resources Mitigation Plan: Keystone XL Pipeline Project, South Dakota” was not provided for the reason asserted that it is confidential/privileged information without including the basis for that conclusion. If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 45: If the answer to Interrogatory No. 31 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 46: If the answer to Interrogatory No. 32 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 47: If the answer to Interrogatory No. 33 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

Thank you in advance for your response to our concerns and I look forward to visiting with you to resolve these issues. Please feel free to contact me at your convenience.

Best Regards,

/s/Matthew L. Rappold
Matthew L. Rappold

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Response: This request is not relevant, not likely to lead to the discovery of admissible evidence and is overly broad.

Concerns: Amended Permit Condition No. 1 requires Keystone to comply with all applicable laws and regulations in its construction and operation of the Project. Amended Permit Condition No. 1 does not limit this compliance to applicable South Dakota laws and regulations. Amended Permit Condition 2 requires Keystone to comply with all applicable federal, state and local permits in its construction and operation of the Project. Amended Permit Condition No. 2 does not limit this compliance to applicable South Dakota permits. TransCanada also operates pipelines located in different locations in the United States. If TransCanada is eventually granted the authority to construct the project then TransCanada's compliance with other permit conditions becomes of paramount importance to the current application. The interrogatory seeks information relevant to TransCanada's compliance with other permits from any pipeline that TransCanada operates in the United States. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance or non-compliance with other permit conditions for other pipelines located in the United States is relevant to the matter currently pending before the PUC.

Interrogatory No. 11: Has TransCanada received any communications from any regulatory body or agency that may have jurisdiction over the construction, maintenance or operation of any pipeline located in Canada alleging that TransCanada has failed to comply with any applicable permits for the construction, operation or maintenance of any pipeline located in the United States?

Response: This request is not relevant, not likely to lead to the discovery of admissible evidence and is overly broad.

Concerns: Amended Permit Condition No. 1 requires Keystone to comply with all applicable laws and regulations in its construction and operation of the Project. Amended Permit Condition No. 1 does not limit this compliance to applicable South Dakota laws and regulations. TransCanada is required to comply with numerous permit conditions under the Amended Permit issued from the Commission. TransCanada also operates pipelines located in different locations in Canada. If TransCanada is eventually granted the authority to construct the project then

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Interrogatory No. 34: Identify every person, along with contact information for each, who has agreed to supply any type of product to be transported through the project.

Response: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are 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.

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Interrogatory No. 49: If TransCanada has applied for any waiver from the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration have any of the requests been denied? If any of the requests have been denied, identify the appropriate pipeline and state the reason or reasons for each denial.

Response: To the extent that this request seeks information unrelated to oil pipelines, it is not relevant or likely to lead to the discovery of admissible evidence. Without waiving the objection, no.

Concerns: A showing of any history of seeking to have pipeline safety permit conditions waived by the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration may show Keystone's willingness to seek waiver of South Dakota conditions in the construction, operation and maintenance of the project in South Dakota. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case. TransCanada's history of compliance with other permit conditions, requests and denial of requests for waiver of conditions for other pipelines located in the United States is relevant to the matter currently pending before the PUC.

Interrogatory No. 52: Identify all companies that have committed to the use of the KXL pipeline to ship oil. Identify the country where each company that has committed to provide oil or gas to the pipeline is incorporated.

Objection: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are 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.

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Interrogatory No. 55: Provide copies of all safety reports submitted to any agencies with jurisdiction over the operation of the Southern Leg of the Keystone XL pipeline project.

Objection and Answer: The U.S. Department of Transportation, Pipeline and Hazardous Material Safety Administration is the governing agency that has federal jurisdiction over the operations of the Keystone XL pipeline. This issue is therefore beyond the scope of this proceeding. Without waiving the objection, a spreadsheet showing leaks and spills on the Keystone XL Pipeline is attached as Keystone 0774-0784. The referenced documents page numbers "Keystone 0774-0784 were not provided as stated.

Concerns: The Rosebud Sioux Tribe does not contest that the U.S. Department of Transportation, Pipeline and Hazardous Materials Safety Administration is the governing agency that has jurisdiction over the Southern Leg of the Keystone XL pipeline. A showing of any history of safety concerns and safety reports submitted to the federal agency with jurisdiction over TransCanada's Southern Leg of the Keystone XK pipeline is relevant to show TransCanada's safety record related to the operation and maintenance of the current project and within the scope of this proceeding. The information sought is reasonably calculated to lead to the discovery of admissible evidence in the present case.

Interrogatory No. 65: Does TransCanada or any of its affiliates recognize that they have any obligations to obtain the free, prior informed consent under the United Nations Declaration of the Rights of Indigenous People regarding the construction, maintenance or operation of the Keystone Pipeline.

Answer: Keystone recognizes that the United Nations Declaration of the Rights of Indigenous People was adopted by the United States on September 13, 2007. Canada and the United States voted against the adoption of the declaration. The declaration is not a legally binding instrument under international law of the United States and accordingly, Keystone is not legally bound by it.

Concerns: Canada and the United States signed onto the United Nations Declaration of the Rights of Indigenous People in 2010.

Interrogatory No. 70, 71a, 71b: Are there any land areas or waterways where the pipeline will pass through or nearby subject to any designation under the Wilderness Act of 1964, (71a – the Wild and Scenic River Act of 1964, 71b – are any land areas designated critical habitat under the Endangered Species Act.)

Objection and Response: To the extent that it seeks information outside South Dakota, this request is not relevant or likely to lead to the discovery of admissible evidence. Without waiving the objection, there are no land areas or waterways that the Project route in South Dakota will pass through that would be subject to any designation under the Wilderness Act of 1964. , (71a – the Wild and Scenic River Act of 1964, 71b – are any land areas designated critical habitat under the Endangered Species Act.)

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Interrogatory No. 78: According to Keystone's original application, Keystone began cultural and historic surveys in May 2008 and at that time it had found several pre-historic stone circles were uncovered. Please provide a detailed description of these sites, including location.

Answer: The sites are addressed during the course of government to government consultations with the DOS. Site locations are confidential and cannot be disclosed outside of the consultation process.

Concerns: You have cited no rule or law that supports TransCanada's assertion that this information is confidential and cannot be disclosed outside of the consultation process. The sought information may be considered confidential by the PUC in conformance with applicable Administrative Rules of the PUC. I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

Specific Responses to TransCanada's Objections and Responses to Request for Production of Documents:

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access to Keystone's on-site project manager, Keystone's executive project manager and to each contractor's on site managers referenced in Amended Permit Condition 7.

Objection and Answer: The request for "all documents" related to the public liaison officer's access to Keystone personnel is vague, overly broad, unduly burdensome, not relevant and not reasonably calculated to lead to the discovery of admissible evidence. Without waving the objection, the liaison has contact information for all project team members, and can and does make contact at any time. Contractors for construction have not yet been selected.

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RFP No. 5: Produce documentation that TransCanada has provided contact information for the public liaison to all law enforcement agencies and local governments within the vicinity of the Project.

Answer: Notification to law enforcement agencies and local governments in the vicinity of the Project was completed in the first quarter of 2011 in conjunction with notice required by other conditions. The liaison continues to contact affected counties, townships and other governmental entities as the permit process takes place.

Concerns: No documents have been provided to support the assertion that Keystone has complied with the requirements of the Amended Permit Condition.

RFP No. 18: Provide documentation regarding TransCanada's compliance with reclamation and clean up efforts from all other construction activities related to any other pipeline that TransCanada owns or operates in the United States and Canada.

Objection: This request is overly broad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is unlimited in time and extends to all of TransCanada's operations in the United States and Canada.

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construct in South Dakota they will be required to comply with numerous clean-up and reclamation requirements in South Dakota. The documentation requested is reasonably calculated to lead to the discovery of admissible evidence in the present case. We would agree to confining the requested documents and information to a specified period of time.

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Concerns: The information and documents requested are not overly broad nor are they unduly burdensome because they are activities that would normally be carried out as regular business practices. TransCanada's overall pipeline safety records for all of their other operations is demonstrative of TransCanada's regular business practices, particularly as it relates to pipeline safety practices for all of their pipelines. If permitted to construct in South Dakota they will be required to construct, operate and maintain the pipeline in a safe manner. The documentation requested is reasonably calculated to lead to the discovery of admissible evidence in the present case as it pertains to the previously reference condition. We would agree to confining the requested documents and information to a specified period of time.

RFP No. 20: Provide copies of all documentation concerning the requirement that all of TransCanada's shippers comply with its crude oil specifications.

Objection: The identity of Keystone's shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms of the contracts between Keystone and its shippers. See Section 15(13) of the Interstate Commerce Act.

Concerns: The sought information may be considered confidential by the PUC in conformance with applicable Administrative Rules of the PUC. I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP's 24 through RFP 30:

Answers: See Keystone's documents 1121-1181 attached to response 23.

Concerns: The documents provided for each RFP are non responsive to the specific request for production.

RFP No. 33: Provide copies of all documents that demonstrate that TransCanada has complied with the requirements of Amended Permit Condition 44a-e.

Answer: Paleontological fieldwork methodology, literature search information , and results can be found in Sections 3.1.2.2 and 3.1.2.3 of the Department of State FSEIS (2014). A list of reports detailing the results of all pre-construction paleontological field surveys can be found in Table 3.1-4 of the Department of State FSEIS (2014). The paleontological mitigation report is titled: Second Confidential Draft – Paleontological Resources Mitigation Plan: Keystone XL Pipeline Project, South Dakota. The Plan is not provided because it is confidential/privileged information.

Concerns: That the “Paleontological Resources Mitigation Plan: Keystone XL Pipeline Project, South Dakota” was not provided for the reason asserted that it is confidential/privileged information without including the basis for that conclusion. If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 45: If the answer to Interrogatory No. 31 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 46: If the answer to Interrogatory No. 32 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

RFP No. 47: If the answer to Interrogatory No. 33 is in the affirmative provide copies of all documentation that support the affirmative answer.

Objection: The identity of Keystone’s shippers and the terms of their contracts have substantial commercial and proprietary value, are subject to substantial efforts by Keystone to protect them from actual and potential competitors, and are required to be maintained on a confidential basis pursuant to the terms and contracts between Keystone and its shippers and section 15(13) of the Interstate Commerce Act.

Concerns: If the information sought is confidential I suggest that you ask the PUC to consider the information as confidential pursuant to ARSD 20:10:01:41.

Thank you in advance for your response to our concerns and I look forward to visiting with you to resolve these issues. Please feel free to contact me at your convenience.

Best Regards,

/s/Matthew L. Rappold
Matthew L. Rappold