

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

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IN THE MATTER OF THE APPLICATION BY TRANSCANADA KEYSTONE PIPELINE, LP FOR A PERMIT UNDER THE SOUTH DAKOTA ENERGY CONVERSION AND TRANSMISSION FACILITIES ACT TO CONSTRUCT THE KEYSTONE XL PROJECT	:	HP 14-001 KEYSTONE’S OBJECTIONS TO ROSEBUD SIOUX TRIBE’S FIRST SET OF INTERROGATORIES AND REQUEST FOR PRODUCTION 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 Rosebud Sioux Tribe’s First Set of 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

1. Please identify the person or persons providing each answer to an Interrogatory and request for production of documents, or portion thereof, giving the full name, address of present residence, date of birth, business address and occupation. Identify the names of each person, other than legal counsel, who assisted with providing the answers and request for production of documents, or portion thereof giving the full name, address of present residence, date of birth, business address and occupation.

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

2. Prior to answering these interrogatories, have you made due and diligent search of all books, records, and papers of the Applicant with the view of eliciting all information available in this action?

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

3. Identify all oil and gas pipelines that TransCanada owns and/or operates in the United States and in Canada. Amended Permit Condition 1.

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

4. What is TransCanada's principal place of business?

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

5. State all affiliates that have an ownership interest in the TransCanada Corporation.

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

6. Identify all other names that TransCanada may do business under, in the United States and Canada.

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

7. Identify each of the applicable laws and regulations that apply to the construction of the Keystone XL Pipeline that are referred to in Amended Permit Condition 1 not including the laws listed in Amended Permit Condition 1.

OBJECTION: This request is vague, unclear, and cannot reasonably be interpreted.

8. Identify each state that TransCanada has applied for and received a permit from for the construction of Keystone XL Pipeline as referred to in Amended Permit Condition 2.

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

9. Has TransCanada received any communications from any regulatory body or agency that may have jurisdiction over the construction, maintenance or operation of the Keystone XL Pipeline alleging that TransCanada has failed to comply with any applicable permits for the construction, operation or maintenance of the Keystone KXL Pipeline. Amended Permit Condition 2.

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

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? Amended Permit Conditions 1 and 2.

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

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 construction operation or maintenance of any pipeline located in Canada? Amended Permit Condition 2.

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

12. What actions has TransCanada taken to comply with and implement any and all recommendations set forth in the Final Environmental Impact Statement from the United States Department of State regarding construction, operation or maintenance of the Keystone Pipeline? Amended Permit Condition 3.

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

13. Identify all permits that TransCanada has applied for within the State of South Dakota relating to the use of public water for construction, testing or drilling; for temporary discharges to waters of the state and temporary discharges of water from construction dewatering and hydrostatic testing referred to in Amended Permit Condition 1.

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

14. Has TransCanada taken any action to transfer this permit to any other person? Amended Permit Condition 4.

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

15. Has TransCanada obtained or applied for any permits in the State of South Dakota regarding railroad and road crossings from any agency or local government having jurisdiction to issue railroad and road crossing permits? Amended Permit Condition 2.

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

16. Identify all actions undertaken and completed or attempted to complete that TransCanada and its affiliated entities committed to undertake and complete in its application, in its testimony and exhibits received in evidence at the hearing and in its responses to data requests received in evidence at the hearing on Public Utilities Commission Docket HP09-001. Amended Permit Condition 5.

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

17. Identify the most recent and accurate depiction of the Project route and facility locations as they currently exist as compared to the information provided in Exhibit TC-14. Amended Permit Condition 6.

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

18. Identify all route changes and the reasons for each change, since the issuance of the June 29, 2010 Amended Final Decision and Order. Amended Permit Condition 6.

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

19. Identify the dates, locations and names of person or persons, along with addresses, phone numbers, email addresses for each person responsible for conducting surveys, addressing property specific issues and civil survey information regarding Amended Permit Condition 6.

OBJECTION: The identity of persons conducting civil surveys is not relevant or likely to lead to the discovery of admissible evidence.

20. Identify all new aerial route maps that incorporate any adjustments made to the proposed project route. Amended Permit Condition 6.

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

21. Provide the date of each communication and the name or names of person or persons responsible for providing each notification to the Commission, and all affected landowners, utilities and local governmental units regarding the requirements of Amended Permit Condition 6.

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

22. Has TransCanada identified a public liaison officer? Amended Permit Condition 6.

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

23. Does TransCanada consider the Rosebud Sioux Tribe to be a local government or local community within the vicinity of this Project? Amended Permit Condition 7.

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

24. Does TransCanada consider the Rosebud Sioux Tribe to be a government that must be consulted with throughout the planning, construction, operation and maintenance of the project? Amended Permit Condition 7.

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

25. Has TransCanada made any modifications or changes to the Construction Mitigation and Reclamation Plan (CMR Plan)? Amended Permit Condition 13.

OBJECTION: The current version of the CM Plan is attached to Keystone's certification petition as Attachment A to Appendix C.

26. Has TransCanada incorporated environmental inspectors into the CMR Plan?

Provide complete contact information for each environmental inspector. Amended Permit Condition 13.

OBJECTION AND RESPONSE: The identity of environmental inspectors is not relevant or likely to lead to the discovery of admissible evidence. Without waiving the objection, Keystone will answer the first question in this interrogatory on or before February 6, 2015.

27. Has TransCanada provided each land owner with an explanation regarding trenching and topsoil and subsoil rock removal, segregation and restoration method options for each landowners property that is consistent with the applicable Con/Rec Unit? Amended Permit Condition 16.

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

28. Has TransCanada implemented sediment control practices? Amended Permit Condition 20.

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

29. Has TransCanada developed best management practices to prevent heavily silt-laden trench water from reaching any wetland or water bodies? Amended Permit Condition 22 f.

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

30. Has TransCanada developed policies that will permit TransCanada to comply with the requirements of Amended Permit Condition 23 a-f.

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

31. Has TransCanada required that all of its shippers comply with its crude oil specifications in order to minimize the potential for internal corrosion? Amended Permit Condition 32.

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

32. Have all of TransCanada's shippers agreed to comply with TransCanada's crude oil specifications? Amended Permit Condition 32.

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

33. Have any of TransCanada's shippers not agreed to comply with TransCanada's crude oil specifications? Amended Permit Condition 32.

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

34. Identify every person, along with the contact information for each, who has agreed to supply any type of product to be transported through the project. Amended Permit Condition 32.

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.

35. Has TransCanada filed any documents with the Public Utilities Commission that it considers to be "confidential" with respect to ARSD 20:10:01:41. If so, identify each filing consistent with appropriate Administrative Rules of South Dakota. Amended Permit Condition 36.

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

36. Does TransCanada operate any other pipelines in the United States or Canada that have similar requirements of Amended Permit Condition 37?

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

37. Identify each pipeline in the United States and Canada that has requirements which are similar to the requirements of Amended Permit Condition 37.

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

38. Has TransCanada ever been found to be in non-compliance with any other permits, from any state regarding the Keystone KXL Pipeline, that have similar requirements as the requirements of Amended Permit Condition 37.

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

39. Identify the dates and manner of all communications sent by TransCanada to the President of the Rosebud Sioux Tribe regarding the Project. Amended Permit Condition 7.

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

40. Does TransCanada have a Native American Relations policy? Amended Permit Condition 7.

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

41. Does TransCanada believe that it has followed its Native American Relations Policy with respect to its applicability to the Rosebud Sioux Tribe? Amended Permit Condition 7.

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

42. Does TransCanada consider the Federal Bureau of Investigations a law enforcement agency that they must communicate with regarding the Project? Amended Permit Condition 7.

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

43. If TransCanada does not consider the Federal Bureau of Investigations a law enforcement agency that they must communicate with regarding the Project identify the legal basis for asserting such a position. Amended Permit Condition 7.

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

44. Does TransCanada consider the Rosebud Sioux Tribe Law Enforcement Services a law enforcement agency that they must communicate with regarding the project?

Amended Permit Condition 7.

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

45. If TransCanada does not consider the Rosebud Sioux Tribe Law Enforcement Services a law enforcement agency that they must communicate with regarding the Project identify the legal basis for asserting such a position. Amended Permit Condition 7.

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

46. Identify all protection and mitigation efforts that have been identified by the US Fish and Wildlife Service and the South Dakota Game Fish and Parks. Amended Permit Condition 1, 2 and 3.

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

47. Has TransCanada kept a record of all drain tile system information throughout the planning and pre-construction phases of the Project? Amended Permit Condition 42.

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

48. Has TransCanada ever applied for any waivers for permit conditions with the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration for any pipeline that it owns or operates in the United States? Amended Permit Condition 2.

OBJECTION AND 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, Keystone will respond to this interrogatory with respect to oil pipelines on or before February 6, 2015.

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 request has been denied, identify the appropriate pipeline and state the reason or reasons for each denial. Amended Permit Condition 2.

OBJECTION AND 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, Keystone will respond to this interrogatory with respect to oil pipelines on or before February 6, 2015.

50. Identify all applications for waivers for permit conditions that were filed with the U.S. Department of Transportation Pipeline and Hazardous Materials Safety

Administration regarding the construction, operation or maintenance of Pipeline.

Amended Permit Condition 1 and 2.

OBJECTION AND 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, Keystone will respond to this interrogatory with respect to oil pipelines on or before February 6, 2015.

51. Identify all sources of oil that will be transported on the proposed KXL pipeline.

Appendix C # 14.

OBJECTION: This interrogatory is vague and unclear as to "all sources of oil." Without waiving the objection, Keystone will respond to this request on or before February 6, 2015.

52. Identify all companies that have committed to use 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. Appendix C # 14.

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.

53. Has TransCanada in its operations of any pipeline in the United States, received communications from the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration related to any of TransCanada's permits to operate a pipeline in the United States? Amended Permit Condition 1.

OBJECTION: This interrogatory is overlybroad, unduly burdensome, and seeks information that is not relevant and not likely to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is not limited in time and extends to all of TransCanada's pipeline operations of whatever kind in the United States.

54. Identify the date and substance of each communication from the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration . Amended Permit Conditions 1 and 2.

OBJECTION: This request is overlybroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is not limited in time and extends to all of TransCanada's pipeline operations of whatever kind in the United States.

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. Amended Permit Conditions 1 and 2.

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

56. Identify all contractors that TransCanada will use to transport materials that will be used in the construction, operation or maintenance of the Keystone Pipeline. Amended Permit Condition 1.

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

57. Identify all contractors that TransCanada will use in the construction operation or maintenance of the Keystone Pipeline. Amended Permit Condition 1.

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

58. Do you acknowledge that Appendix C from TransCanada's Petition for Certification identifies 30 conditions that have changed from the June 29, 2010 Order? If not, identify the number of each condition from Appendix C and state the legal basis that your denial is based on for each. Appendix C.

OBJECTION: This request is argumentative and not reasonably calculated to lead to the discovery of admissible evidence. The characterization of the content of Appendix C is a legal matter for the PUC.

59. Identify each contractor that TransCanada has hired to construct other pipelines in the United States. Amended Permit Condition 1.

OBJECTION: This request is overlybroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). Without waiving the objection, Keystone will respond to the request by identifying contractors for other crude oil pipelines in the United States on or before February 6, 2015.

60. Have any contractors hired by TransCanada to construct any pipeline owned or operated by TransCanada or any of its affiliates received any communication from any agency or regulatory body having jurisdiction over each pipeline regarding alleged safety concerns or safety violations regarding the construction, maintenance or operation of any pipeline in the United States. Amended Permit Condition 1.

OBJECTION: This request is overlybroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It also seeks information that is not in Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

61. Identify each contractor that TransCanada has hired to construct other pipelines in Canada. Amended Permit Condition 1.

OBJECTION: This request is overlybroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It is not limited in time and extends to all of TransCanada's pipeline operations of whatever kind in Canada.

62. Have any contractors hired by TransCanada to construct any pipeline owned or operated by TransCanada or any of its affiliates received any communication from any agency or regulatory body having jurisdiction over each pipeline regarding alleged safety concerns or safety violations regarding the construction, maintenance or operation of any pipeline in Canada. Amended Permit Condition 1.

OBJECTION: This request is overlybroad and unduly burdensome and is not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b). It also seeks information that is not in Keystone's custody or control and is not maintained by Keystone in the ordinary course of business.

63. What role does TransCanada or any of its affiliates play in scheduling local public informational meetings and hiring security for the meetings? Amended Permit Condition 7.

OBJECTION: This request seeks information that is not relevant and not reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b).

64. Is TransCanada or any of its affiliates aware of the social and law enforcement concerns associated with "man-camps" that will be established to facilitate the construction, operation or maintenance of the Keystone Pipeline? Amended Permit Condition 7.

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

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? Amended Permit Condition 1.

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

66. What steps has TransCanada or any of its affiliates taken to ensure that all lands that the Rosebud Sioux Tribe have an interest in have had proper cultural and historic surveys completed to the satisfaction of the Rosebud Sioux Tribe? Finding of Fact 110.

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

67. Does TransCanada or any of its affiliates recognize that if approved and constructed, the Keystone Pipeline will travel through the identified Indian Country territory from the Fort Laramie Treaty of 1851 and 1868? Finding of Fact 110.

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

68. Does TransCanada recognize that the Winters Doctrine of reserved tribal water rights applies to any permit application to use water for the construction, operation or maintenance of the Keystone Pipeline project? Amended Permit Condition 1.

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

69. What steps has TransCanada or any of its affiliates taken to insure that tribal water rights under the Winters Doctrine will be protected? Amended Permit Condition 1.

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

70. 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? Amended Permit Condition 1.

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, Keystone will answer this interrogatory limited to South Dakota on or before February 6, 2015.

71.a. Are any waterways situated on or near the Pipeline route subject to designation under the Wild and Scenic River Act of 1968? Amended Permit Condition 1.

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, Keystone will answer this interrogatory limited to South Dakota on or before February 6, 2015.

71.b. Are there any land areas along or near the Keystone Pipeline route that have been designated as critical habitat under the Endangered Species Act? If so identify each of the land areas. Amended Permit Condition 1.

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, Keystone will answer this interrogatory limited to South Dakota on or before February 6, 2015.

71.c. Are there any land areas along or nearby the Keystone Pipeline route that have any Endangered Species located in that area? Amended Permit Condition 1.

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, Keystone will answer this interrogatory limited to South Dakota on or before February 6, 2015.

72. Has TransCanada obtained a National Pollutant Discharge Elimination System (NPDES) permit as required by the Clean Water Act in each state where the Keystone Pipeline will be constructed, operated or maintained? Amended Permit Condition 1.

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, Keystone will answer this interrogatory limited to South Dakota on or before February 6, 2015.

73. Besides the changes identified in Appendix C of TransCanada's Petition for Certification, identify all other conditions that have changed since the Commission issued the Final Amended Order and Permit on June 29, 2010. Amended Permit Condition 1.

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

74. State the name, current address, and telephone number of every fact witness that Keystone intends to call to offer testimony at the Commission's evidentiary hearing, currently scheduled for May 2015.

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

75. State the name, current address, employer name and/or organization(s) with which he or she is associated in any professional capacity, and telephone number of each expert witness pursuant to SDCL Ch. 19-15 that Keystone intends to call at the Commission's evidentiary hearing, currently scheduled for May 2015.

In addition, for each expert please provide:

- a. The subject matter on which the expert will testify;
- b. The substance of each opinion to which the expert is expected to testify;
- c. The facts on which the expert bases his or her opinion;
- d. The expert's profession or occupation, educational background, specialized training, and employment history relevant to the expert's proposed testimony;
- e. The expert's previous publications within the preceding 10 years; and
- f. All other cases or proceedings in which the witness has testified as an expert within the preceding four years.

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

76. What steps, if any, has Keystone or any of its affiliates taken to ensure that the cultural and historic resources of the Rosebud Sioux Tribe are protected? Amended Permit Condition 44.

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

77. Pursuant to Condition Forty-Four, has Keystone made any new cultural and/or historic surveys along the route of the Project since its original permit was granted? Amended Permit Condition 44.

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

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

79. Describe what effect the TransCanada Energy East Pipeline will have on the need for the Keystone KXL Pipeline Project.

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. Without waiving the objection, Keystone will respond on or before February 6, 2015.

REQUEST FOR PRODUCTION OF DOCUMENTS

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 to in Amended Permit Condition 7.

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

2. Produce documentation that assures that Keystone's public liaison officer is available at all times to the PUC Staff as required by Amended Permit Condition 7.

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

3. Produce documentation of every concern and complaint that was communicated to the Staff and the public liaison officer from landowners or others as referenced in Amended Permit Condition 7.

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. The liaison files quarterly and annual reports addressing her contacts with landowners and other members of the public.

4. Produce documentation that TransCanada has provided contact information for the public liaison to all landowners crossed by the project. Amended Permit Condition 7.

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

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. Amended Permit Condition 7.

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

6. Produce documentation that TransCanada has provided contact information for the public liaison to the Rosebud Sioux Tribe Law Enforcement Services. Amended Permit Condition 7.

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

7. Produce documentation that TransCanada has provided contact information for the public liaison to the President of the Rosebud Sioux Tribe as well as the Rosebud Sioux Tribal Council. Amended Permit Condition 7.

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

8. Produce all changes made to or contemplated to be made to the Construction Mitigation and Reclamation Plan (CMR Plan). Amended Permit Condition 13.

OBJECTION: The current version of the CMR Plan is attached to Keystone's certification petition as Attachment A to Appendix C.

9. Produce all documentation showing that TransCanada filed all changes to the CMR Plan to the Commission. Amended Permit Condition 13.

OBJECTION: The current version of the CMR Plan is attached to Keystone's certification petition as Attachment A to Appendix C.

10. Provide the qualifications and work history for each environmental inspector that TransCanada has incorporated into the CMR Plan. Amended Permit Condition 13.

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence.

11. Provide copies of each communication to all landowners that contains an explanation regarding trenching and topsoil and subsoil rock removal, segregation and restoration method options for each landowners property that is consistent with the applicable Con/Rec Unit? Amended Permit Condition 16.

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

12. Provide maps that document the location of private and municipal wells along with proposed fuel storage facilities in the Project area. Amended Permit Condition 18.

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence. In addition, it seeks documents not within Keystone's custody or control.

13. Provide all documents that formalize TransCanada's sediment control practices. Amended Permit Condition 20.

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

14. Provide the frac-out plans TransCanada developed in compliance with Amended Permit Condition 21.

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

15. Provide all documents relating to TransCanada's compliance with all provisions of the federal Clean Water Act. Amended Permit Condition 22.

OBJECTION: This request is vague, overlybroad, and unduly burdensome.

16. Provide copies of TransCanada's best management practices relating to the prevention of heavily silt-laden trench water from reaching wetland or water bodies. Amended Permit Condition 22 f.

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

17. Provide copies of TransCanada's policies that will permit TransCanada to comply with Amended Permit Condition 22 a-f.

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

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. Amended Permit Condition 26.

OBJECTION: This request is overlybroad 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.

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 overlybroad 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.

20. Provide copies of all documentation concerning the requirement that all of TransCanada's shippers comply with its crude oil specifications. Amended Permit Condition 32.

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.

21. Provide the most recent Integrity Management and Emergency Response Plan. Amended Permit Condition 35.

ANSWER: 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 and integrity management 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 and integrity management plan would commercially disadvantage Keystone. In addition, Keystone is not required to submit its Emergency Response Plan and Integrity Management 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>.

22. Provide documentation of any allegations from any jurisdiction in the United States or Canada that TransCanada was alleged to be in noncompliance with the operation, construction or maintenance other pipelines that have similar requirements as the requirements of Amended Permit Condition 37.

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

23. Provide copies of documentation to include meetings of minutes, contact with all tribal chairman of federally recognized Indian Tribes located in South Dakota, notices to area tribes, that would demonstrate compliance with SDCL 49-41B-6. Amended Permit Condition 1.

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

24. Provide copies of all documentation sent to the President of the Rosebud Sioux Tribe regarding TransCanada's compliance with the National Environmental Policy Act. Amended Permit Conditions 1 and 3.

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

25. Provide copies of all documentation sent to the Rosebud Sioux Tribal Council regarding TransCanada's compliance with the National Environmental Policy Act. Amended Permit Conditions 1 and 3.

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

26. Provide copies of all documentation sent to the President of the Rosebud Sioux Tribal Council regarding TransCanada's compliance with the National Historic Preservation Act. Amended Permit Conditions 1 and 3.

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

27. Provide copies of all documentation sent to the Rosebud Sioux Tribe's Tribal Historic Preservation Office regarding TransCanada's compliance with the National Historic Preservation Act. Amended Permit Conditions 1 and 3.

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

28. Provide copies of all documentation sent to the President of the Rosebud Sioux Tribe regarding TransCanada's compliance with the Native American Graves and Repatriation Act. Amended Permit Conditions 1 and 3.

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

29. Provide copies of all documentation sent to the Rosebud Sioux Tribal Council that demonstrates TransCanada's compliance with the Native American Graves and Repatriation Act. Amended Permit Conditions 1 and 3.

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

30. Provide copies of all communications sent by TransCanada to the President of the Rosebud Sioux Tribe and the Rosebud Sioux Tribal Council regarding the Project. Amended Permit Conditions 1 and 3.

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

31. Provide copies of all documentation that demonstrates that Keystone has identified all greater prairie chicken and greater sage and sharp tailed grouse leks within the buffer

distances from the construction right of way set forth for each species in the Final Environmental Impact Statement and the Biological Assessment prepared by the Department of State and the US Fish and Wildlife Services. Amended Permit Condition 41.

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

32. Provide copies of all documentation that demonstrates TransCanada's compliance with the requirements of Amended Permit Condition 42.

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

33. Provide copies of all documents that demonstrate that TransCanada has complied with the requirements of Amended Permit Condition 44 a-e.

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

34. Provide copies of all documentation from the U.S. Department of Transportation Pipeline and Hazardous Materials Safety Administration regarding denied waiver from any Pipeline and Hazardous Materials Safety Administration pipeline safety regulations. Amended Permit Condition 1 and 2.

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence.

35. If the answer to Interrogatory No. 25 is in the affirmative; provide all documents that demonstrate that TransCanada has made changes to the CMR Plan and properly submitted them to the Commission. Amended Permit Condition 13.

OBJECTION: The current version of the CM Plan is attached to Keystone's certification petition as Attachment A to Appendix C.

36. Provide all documents relating to each environmental inspector that TransCanada has incorporated into the CMR Plan as referred to by Interrogatory No. 26. Amended Permit Condition 13.

OBJECTION: The identity of environmental inspectors is not relevant or likely to lead to the discovery of admissible evidence.

37. If the answer to Interrogatory No. 27 is in the affirmative provide all documentation that supports the assertion that TransCanada has provided each landowner with an explanation regarding trenching and topsoil and subsoil rock removal, segregation and restoration method options for each landowners property that is consistent with each applicable Con/Rec Unit. Amended Permit Condition 16.

OBJECTION: This request is overlybroad and unduly burdensome.

38. If the answer to Interrogatory No. 28 is in the affirmative produce all documents that support that answer. Amended Permit Condition 20.

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

39. If the answer to Interrogatory 22 is in the affirmative, provide the name, credentials, address, phone number, email address and website for the public liaison officer which was approved by the Commission referred to in Amended Permit Condition 6.

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

40. Provide copies of all communications with the Bureau of Indian Affairs regarding the construction, operation or maintenance of the Keystone Pipeline. Amended Permit Condition 1.

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

41. Provide copies of all communications with the Federal Bureau of Investigation regarding the construction, operation and maintenance of the Keystone Pipeline. Amended Permit Condition 7.

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

42. Provide copies of all communications with the Rosebud Sioux Tribe Law Enforcement Services regarding the construction, operation and maintenance of the Keystone Pipeline. Amended Permit Condition 7.

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

43. Provide copies of all communications with each local law enforcement agency regarding the construction, operation and maintenance of the Keystone Pipeline. Amended Permit Condition 7.

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

44. Provide copies of all documentation regarding TransCanada's efforts to acquire land through eminent domain in the State of Nebraska. Amended Permit Condition 1.

OBJECTION: This request seeks information that is beyond the scope of the PUC's jurisdiction and is not relevant or reasonably calculated to lead to the discovery of admissible evidence under SDCL 15-6-26(b).

45. If the answer to Interrogatory No. 31 is in the affirmative provide copies of all documentation that support the affirmative answer. Amended Permit Condition 32.

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.

46. If the answer to Interrogatory No. 32 is in the affirmative provide copies of all documentation that supports the affirmative answer. Amended Permit Condition 32.

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.

47. If the answer to Interrogatory No. 33 is in the affirmative provide copies of all documentation that supports the affirmative answer. Amended Permit Condition 32.

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.

48. Provide copies of all documents regarding all materials and types of products that will be transported into South Dakota for the construction, operation and maintenance of the Keystone Pipeline. Amended Permit Condition 32.

OBJECTION: This request is overlybroad, unduly burdensome, not relevant, and not likely to lead to the discovery of admissible evidence.

49. If the answer to Interrogatory No. 36 is in the affirmative provide copies of all documentation that supports the affirmative answer including the name of each pipeline along with the complete contact information for the contact person for each pipeline.

Amended Permit Condition 37.

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.

By /s/ James E. Moore

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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 Rosebud Sioux Tribe's First Interrogatories and Request for Production of Documents, to the following:

Matthew L. Rappold
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Rapid City, SD 57709
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/s/ James E. Moore
One of the attorneys for TransCanada