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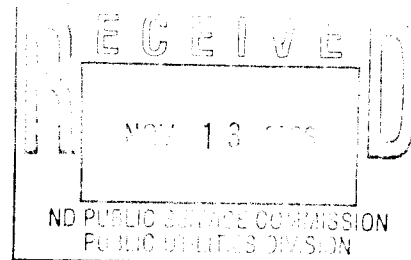
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November 9, 2006

Mr. Michael McKenna
North Dakota Game and Fish Department
100 North Bismarck Expressway
Bismarck, ND 58501-5095

RE: Enbridge Pipelines (North Dakota) LLC
North Dakota Pipeline Expansion Project
Tree/Shrub Inventory Plan



Dear Mr. McKenna,

As you are aware, Enbridge Pipelines (North Dakota) LLC is planning to expand parts of its pipeline system in North Dakota. In a letter dated June 30, 2006, your office recommended that Enbridge "prevent destruction of woody vegetation and any loss of trees and shrubs be replaced on a 2:1 basis." The North Dakota Public Service Commission ("PSC") formalized your recommendation by requiring that:

Trees or other woody vegetation must be replaced with saplings that are two or more years old at a rate of two for every one removed. Landowners shall be given the option of having replacement trees/shrubs planted off the right-of-way on the landowner's property or waiving that requirement in writing and allowing Enbridge to plant the replacement trees/shrubs elsewhere. All effected trees and shrubs must be quantified before construction activity. Enbridge shall record, and file with the Commission, the number and variety or replacement tree and shrub plantings, the specific planting area(s) and the dates of the planting. Enbridge shall inspect tree replacements once a year for three years, on the anniversary of the plantings, and send a report on or shortly before October 1 of each year to the Commission documenting work completing and condition of woodlands planting. The Commission may order additional plantings if survival rates are less than 75%.

Enbridge is committed to protecting the environment and meeting all regulatory requirements on this project. The purpose of this letter is to seek clarification of the tree and shrub replanting recommendation originally made by your office. Doing so will ensure that replanting is carried out consistent with your intent and in a manner that satisfies the PSC (which looks to your office for guidance). Following are the replanting procedures Enbridge is proposing to implement on this project. Please review these procedures for adequacy. If you have comments on these procedures we would greatly appreciate your comments by December 10, 2006. If we do not hear from you by December 10, 2006, we will assume you find the procedures adequate.

1. Enbridge will reduce the width of the construction work area in areas of woody vegetation to 50 feet or less.
2. During construction, Enbridge will selectively cut and remove trees and shrubs within the construction work area, leaving mature trees and shrubs intact where practical. A minimal amount of tree and shrub removal is anticipated on this project.
3. In areas where trees are cleared, Enbridge will record the location, number, and species of trees cut that are 3 inches in diameter at breast height ("dbh") or greater, and will replace cut trees on a

2 to 1 basis with 2-year-old saplings of the same or a similar species after construction. Trees that are less than 3-inches dbh will not be replaced.

4. In areas where shrubs are cleared, Enbridge will cut shrubs flush with the surface of the ground, taking care to leave the naturally occurring seed bank and root stock intact. If soil disturbance is necessary, the native topsoil will be preserved and replaced after construction. Shrubs will be allowed to regenerate naturally where topsoil is preserved. Where topsoil is not preserved, Enbridge will record the location, number, and species of shrubs cleared and will replace cleared shrubs on a 2 to 1 basis with stem cuttings of the same or a similar species.
5. Trees and shrubs that are considered invasive species or noxious weeds will not be inventoried or replaced (e.g., *Caragana arborescens*, *Elaeagnus angustifolia*, *Rhamnus cathartica*, *Tamarix chinensis*, *T. parviflora*, *T. ramosissima*, *Ulmus pumila*).
6. Cut trees and shrubs will be inventoried before cutting, but only trees and shrubs actually cut will be replaced.
7. As required by the PSC, at the conclusion of the project, Enbridge will file with the PSC documentation identifying the number and variety of trees removed prior to construction, as well as the number, type, location and date of the replacement plantings.
8. As directed by the PSC, Landowners shall be given the option of having replacement trees/shrubs planted off the right-of-way on the landowner's property or waiving that requirement in writing and allowing Enbridge to plant the replacement trees/shrubs at alternative locations.
9. Enbridge shall inspect tree replacements once a year for three years, on the anniversary of the plantings, and send a report on or shortly before October 1 of each year to the PSC documenting work completed and condition of woodlands planting.
10. It is Enbridge's understanding that the North Dakota Game and Fish Department established a 2 to 1 replanting basis to achieve no net loss of woody habitat while allowing for up to 50 percent sapling mortality. The PSC indicated that it may order additional plantings if survival rates are less than 75 percent, which would result in a net gain of woody habitat. Enbridge is planning to request that the PSC modify its requirement.

If you have questions or require further information regarding this project, please contact John Muehlhausen of Merjent, Inc., Enbridge's environmental consultant, at (612) 746-3661, or me at (715) 394-1572. Thank you for your continued assistance on this project.

Sincerely,
Enbridge Pipelines (North Dakota) LLC



Kris Benson
Environmental Analyst II, CHMM

cc: John Muehlhausen, Merjent, Inc.
Patrick Fahn, PSC
Brian Bjella, Fleck, Mather & Strutz, Ltd.