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May 27, 2009

HAND DELIVERY

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PUBLIC SERVICE COMMISSION

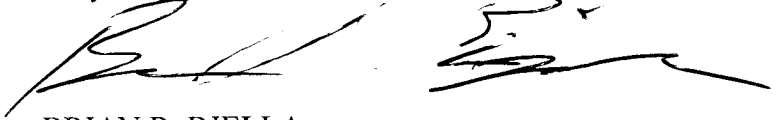
Mr. Darrell Nitschke
Executive Director
NORTH DAKOTA PUBLIC
SERVICE COMMISSION
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

Dear Mr. Nitschke:

In re: Ashtabula Wind II, LLC
M-Power, LLC
Electric Generation/Wind-Griggs/Steele County
Siting Application
Case No. PU-08-34
Our File No. 35-218-009

Enclosed for filing are the original and seven copies of Ashtabula Wind II, LLC's Motion for Substitution of Parties, or in the Alternative, Motion for Intervention.

Very truly yours,



BRIAN R. BJELLA

bw
Enc.

65 PU-08-34 Filed: 5/27/2009 Pages: 5
Motion for Substitution of Parties or Alternative
Motion for Intervention

Ashtabula Wind II, LLC

Brian Bjella

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Case No. PU-08-34

M-Power, LLC Electric Generation/Wind-Griggs/ Steele County Siting Application

**ASHTABULA WIND II, LLC'S MOTION FOR SUBSTITUTION
OF PARTIES, OR IN THE ALTERNATIVE,
MOTION FOR INTERVENTION**

COMES NOW, Ashtabula Wind II, LLC ("Ashtabula Wind II"), of 700 Universe Boulevard, Juno Beach, FL 33408-2657. Ashtabula Wind II is a limited liability company registered in the State of Delaware, and is active and in good standing with the North Dakota Secretary of State.

On May 22, 2009, Ashtabula Wind II entered into a purchase agreement with M-Power, LLC ("M-Power") for the acquisition of M-Power's interest in the wind farm project which is the subject of this hearing. As a result, Ashtabula Wind II hereby moves the Public Service Commission ("Commission") authorizing either (1) the substitution of Ashtabula Wind II for M-Power, LLC as the party and applicant in this case; or (2) in the alternative for leave to intervene in this case. Ashtabula Wind II requests that these motions be considered by the Commission prior to the hearing scheduled in this case for June 5, 2009.

Ashtabula Wind II's Motion for Substitution of Parties is brought pursuant to Chapter 28-32 of the North Dakota Century Code, Article 69-02 of the North Dakota Administrative Code and pursuant to Rule 25 of the North Dakota Rules of Civil Procedure.

The reason for the substitution of parties is by virtue of the transfer of interest reflected in the purchase agreement between Ashtabula Wind II and M-Power.

The Commission should be aware that the parties anticipate that the closing of this transaction will likely not occur until after the June 5, 2009, hearing.

Should the Commission deny Ashtabula Wind II's Motion for Substitution of Parties, then in the alternative, it requests that it be allowed to intervene in this case pursuant to North Dakota Century Code § 28-32-28 and North Dakota Administrative Code § 69-02-02-05.

Ashtabula Wind II submits that its intervention will not impair the orderly and prompt conduct of the proceeding, and by virtue of it having entered into the purchase agreement with M-Power, submits that its legal rights and other legal interests will be substantially affected by the proceeding. By virtue of the purchase agreement, it will be the owner and operator of the wind farm project which is the subject of this case. Ashtabula Wind II submits that its intervention would not unduly broaden the issues or delay the proceeding.

By virtue of Ashtabula Wind II having executed the purchase agreement with M-Power, it submits that the certificate of site compatibility proposed to be issued in this case should be issued in the name of Ashtabula Wind II.

It is the understanding of Ashtabula Wind II that M-Power, upon receipt of this motion, will submit to the Commission a letter stating it has no objection to Ashtabula Wind II being substituted as the applicant; or in the alternative, that Ashtabula Wind II be allowed to intervene in this proceeding.

Ashtabula Wind II acknowledges that North Dakota Administrative Code § 69-02-02-02(2) provides that "a petition to intervene in any proceeding must be filed at least ten days prior

to the hearing, but not after except for good cause shown.” Ashtabula Wind II acknowledges that it is less than ten days prior to the hearing, but submits that good cause exists by virtue of having entered into the purchase agreement with M-Power on May 22, 2009.

NOW, THEREFORE, Ashtabula Wind II respectfully requests that its motion for substitution of parties be granted whereby it is substituted as the applicant in place of the original applicant M-Power. In the alternative, should the Commission determine not to grant the Motion for Substitution of Parties, then Ashtabula Wind II respectfully requests that its Motion to Intervene in this proceeding be granted. Ashtabula Wind II further requests that these motions be considered by the Commission prior to the hearing on June 5, 2009.

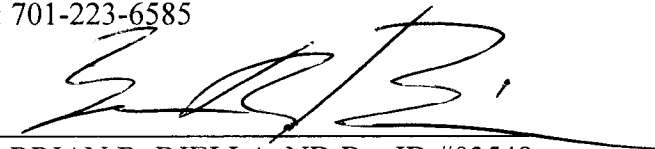
Dated this 27th day of May, 2009.

Respectfully submitted,

ASHTABULA WIND II, LLC

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By: _____



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