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PUBLIC SERVICE COMMISSION

Fredrikson
& BYRON, P.A.

June 18, 2008

Ms. Ilona Jeffcoat-Sacco
Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

RE: M-Power, LLC

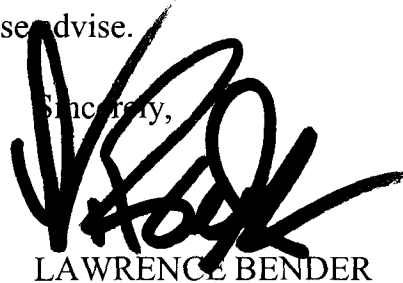
~~Case No. PU-08-107 and PU-03-34~~

Dear Ms. Jeffcoat-Sacco:

Please find enclosed herewith for filing an original and ten copies of the NOTICE OF FILING TEN-YEAR PLAN, 2008-2018 and TEN YEAR PLAN: 2008-2018. Also enclosed herewith is a disk containing these documents.

Should you have any questions, please advise.

Sincerely,



LAWRENCE BENDER

LB/leo

Enclosure

cc: Warren Enyart – (w/enc.)
Lloyd Anderson – (w/enc.)

1 **PU-08-376** Filed: 6/19/2008 Pages: 7
Ten Year Plan 2008 - 2018

M-Power, LLC

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200 North Third Street, Suite 150
Bismarck, North Dakota
58501-3879

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Case No. PU-03-34

IN THE MATTER OF THE APPLICATION OF M-POWER, LLC FOR A CERTIFICATE OF SITE COMPATIBILITY TO CONSTRUCT A 157 MW WIND FARM IN GRIGGS AND STEELE COUNTIES, NORTH DAKOTA, KNOWN AS THE LUVERNE WIND FARM.

Case No. PU-08-107

IN THE MATTER OF THE APPLICATION OF M-POWER, LLC FOR A WAIVER OF PROCEDURES AND TIMELINES, AND CONSOLIDATED CERTIFICATE OF CORRIDOR COMPATIBILITY AND ROUTE PERMIT TO CONSTRUCT 13 MILES OF 230-KV TRANSMISSION LINE IN BARNES AND STEELE COUNTIES, NORTH DAKOTA, KNOWN AS THE LUVERNE WIND FARM GENERATION OUTLET PROJECT.

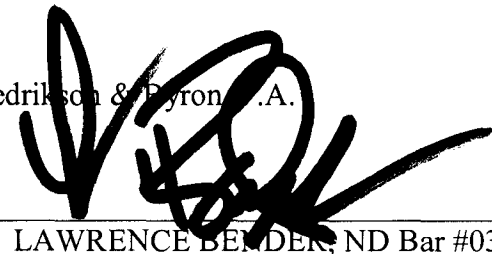
**NOTICE OF FILING TEN-YEAR PLAN
2008-2018**

PLEASE TAKE NOTICE that M-Power, LLC has this date, in accordance with Section 49-22-04 of the North Dakota Century Code and Chapter 69-06-02-01 of the North Dakota Administrative Code, filed with the North Dakota Public Service Commission a ten-year plan for the years 2008 through 2018 with regard to its Luverne Wind Farm and Transmission Line.

Dated this 18 day of June, 2008.

Fredrikson & Byron, P.A.

By



LAWRENCE BENDER, ND Bar #03908
Attorneys for Applicant,
M-Power, LLC
200 North 3rd Street, Suite 150
P. O. Box 1855
Bismarck, ND 58502-1855
(701) 221-4020

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that a true and correct copy of the following document:

NOTICE OF FILING TEN-YEAR PLAN: 2008-2018

was on the 18 day of June, 2008 served by placing the same in the United States mail,
postage prepaid, properly addressed to the following:

North Dakota Aeronautics Commission
P.O. Box 5020
Bismarck, ND 58502-5020

North Dakota Office of Attorney General
State Capitol
600 E. Boulevard Ave.
Dept. 125
Bismarck, ND 58505

ND Dept of Agriculture
600 E. Boulevard Ave.
Dept. 602
Bismarck ND 58505-0020

North Dakota Department of Health
600 East Boulevard Avenue
Bismarck, ND 58505-0200

Department of Human Services
600 East Boulevard Avenue, Dept. 325
Bismarck ND 58505-0250

ND Department of Labor
600 East Boulevard Avenue, Dept 406
Bismarck ND 58505-0340

Department of Vocational Education
c/o Career and Technical Education
State Capitol, 15th Floor
600 E. Boulevard Ave., Dept. 270
Bismarck, ND 58505-0610

Economic Development and Finance
ND Department of Commerce
1600 E. Century Ave., Suite 2
Bismarck, ND 58502

Energy Development Impact Office
ND State Land Dept.
P.O. Box 5523
Bismarck, ND 58506-5523

North Dakota Game and Fish Department
100 N. Bismarck Expressway
Bismarck, ND 58501-5095

North Dakota Geological Survey
1016 East Calgary Ave
Bismarck, ND 58503

Office of Governor John Hoeven
State of North Dakota
600 East Boulevard Avenue
Bismarck, ND 58505-0001

ND State Highway Patrol
600 East Blvd., Dept. 504
Bismarck ND 58505

State Historical Society
of North Dakota
612 East Boulevard Avenue
Bismarck, ND 58505-0830

ND Indian Affairs
600 East Boulevard Avenue
1st Floor - Judicial Wing
Bismarck, ND 58505-0300

Job Service North Dakota
P.O. Box 5507
Bismarck, ND 58506-5507


North Dakota State Land Dept.
1707 North 9th Street
P.O. Box 5523
Bismarck, ND 58506-5523

ND Parks and Recreation Dept.
1600 E. Century Avenue, Suite 3
Bismarck, ND 58503-0649

State Planning Division
Office of Intergovernmental Assistance
Office of Management and Budget
600 East Blvd. Ave., Dept. 110
Bismarck, ND 58505-0400

ND Soil and Water Conservation Society
c/o ND Dept. of Agriculture
600 E. Boulevard Ave., Dept. 602
Bismarck ND 58505-0020

North Dakota State Water Commission
900 East Boulevard Avenue, Dept 770
Bismarck, ND 58505-0850



LAWRENCE BENDER

TEN YEAR PLAN: 2008-2018
M-Power, LLC
May 2008

M-Power, LLC is a wind resource Development Company. As such, its primary purpose is to identify, evaluate, and secure the rights to develop wind resources to the point that a quantifiable project, with identified buyers, and a feasible electrical transmission solution has been permitted and authorized for construction. At that point, the Development Company establishes a Project Company, e.g., M-Power One, LLC. The Project Company has at least three business options: 1.) Pursue a long-term Power Purchase Agreement (PPA) with the intended buyer; 2.) Sell the Project as a Construction Ready (CR) Project, in which case the rights to that Project (or portion of a Project) is sold to the buyer; or 3.) Build the Project, commission the turbines, and sell the completed Project to the buyer. This option is referred to as a Build-Transfer (BT) Project.

M-Power is currently negotiating a 108 MW PPA for part of the Luverne footprint and a 49.5 MW CR Project that will be contiguous and in the same footprint. The Luverne footprint consists of about 32 sections of land in southeast Griggs County and southwest Steele County. An additional 50MW may be considered for development, contiguous to the Luverne footprint, within the near term. The business model for the 50MW addition to the initial concurrent projects described above has not yet been determined.

The Luverne Wind Farm output will be delivered to the transmission grid by way of a planned 230 KV generation outlet transmission line from west of Pillsbury to north of Fargo. The 60-mile generation outlet line will not be owned by M-Power. In order to access this interconnection solution, M-Power plans to build a 230 KV transmission line of approximately 13 miles from a collector station located on the east side of the Luverne Wind Farm to the proposed Pillsbury substation. M-Power is currently designing and securing the necessary permits and rights-of-way for the 13 mile 230 kV transmission line that will provide for delivery to the planned Pillsbury substation.

It is a broadly known fact that the "Pembina Ridge," which generally runs north-south through the west edge of Steele County and the east edge of Griggs County, holds high potential for wind generation. M-Power's wind monitoring data has indicated that there are several additional areas within Griggs and Steele Counties that have relatively high developable wind resources. Each area has its own constraints however; the most significant of which is a transmission outlet. Pending transmission solutions, and of course, market opportunity, M-Power plans to pursue, over time, the development of up to 500MW of wind generation within the two counties.

M-Power plans to pursue all viable business options for wind energy development during the next ten years. The expansion location, timing, and type of project priorities will be, in large part, dictated by the location of developable wind resources, market demands, transmission solutions, and M-Power's management decisions.

Currently, M-Power has an application pending before the Midwest Independent Transmission Systems Operator (MISO) for interconnection of 280MW of wind generation at the Buffalo Substation, just northeast of Buffalo, North Dakota. The location of generation outlet lines for delivery to the Buffalo Substation has not yet been determined. The design and location of these outlets are greatly dependent upon the results of the MISO study, still in progress. Provided that study proves economically feasible, it is highly

probable that M-Power will pursue additional wind development projects in Griggs and Steele Counties within the next one to five years.

M-Power has spent a good deal of time and money to structure its business model with local ownership. Although M-Power is a locally owned and locally governed entity, its development interests may extend beyond the two counties in which the wind resource research has been conducted. Other Projects with potential for development may be pursued if landowners in other areas express an interest in the business model during the ten year period.