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February 15, 2011

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PUBLIC SERVICE COMMISSION

Hand Delivered

Mr. Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Avenue
Dept. 408
Bismarck, ND 58505-0480

In re: Bear Paw Energy, LLC
Letter of Intent/Application for Waiver of Procedures and Time Frames
Garden Creek to Riverview NGL Pipeline

Dear Mr. Nitschke:

Enclosed for filing is the original and ten copies of Bear Paw Energy, LLC's Letter of Intent/Application for Waiver of Procedures and Time Frames.

If you have any questions, please feel free to contact me. Thank you.

Very truly yours,


John W. Morrison

cc: Michael Dailey
Russ Clark

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In re: Bear Paw Energy, LLC
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Garden Creek to Riverview NGL Pipeline

Dear Mr. Nitschke:

Pursuant to Section 49-22-07.1 of the North Dakota Century Code and Section 69-06-03-01 of the North Dakota Administrative Code, Bear Paw Energy, LLC (“Bear Paw”), hereby files its letter of intent to construct a natural gas liquids (“NGL”) pipeline (the “Pipeline”) from the Garden Creek Plant (“Garden Creek”), currently being constructed in McKenzie County, North Dakota, to a point on the Montana/North Dakota border, approximately 9.3 miles southeast of Sidney, Montana, en route to the Riverview Rail Terminal in Richland County, Montana (“Riverview”). The proposed 10.75 inch diameter pipeline is approximately 64.2 miles long, of which 55.3 miles will be located within the State of North Dakota. Bear Paw is also requesting that the Commission waive certain of its procedures and time frames. As more specifically discussed herein, Bear Paw requests at this time that the Commission waive or modify the requirement that a letter of intent be filed one year before filing an application.

1. Description of size and type of facility and area to be served.

Bear Paw currently operates the Grasslands Plant in McKenzie County, North Dakota, at a location approximately two-miles from the Montana/North Dakota border. Propane and butane fractionated at the Grasslands Plant are transported to Riverview, which is located approximately two miles south of Sidney in Richland County, Montana, through an existing 11.2 mile, 4.5 inch pipeline. As a result of recent increased activity and oil and casinghead gas production in North Dakota and Montana, Bear Paw has begun the construction of another gas processing plant, the Garden Creek Plant, at a location approximately 5.8 miles northeast of Watford City. Siting for Garden Creek was recently approved by the Commission in Case No. PU-10-568. Bear Paw proposes to construct the Pipeline to transport “Y grade” liquids (also referred to as “raw mix” or “demethanized mix”) which have not been fractionated into discrete products from Garden Creek to Riverview.

The Pipeline is proposed to consist of approximately 64.2 miles of 10.75 inch pipe, of which approximately 55.3 miles will be located within the State of North Dakota. The remainder of the Pipeline will be located within Richland County, Montana. The Pipeline will be designed to transport approximately 65,000 barrels of NGL’s per day at an operating pressure between 400 and 1300 psig. Construction is anticipated to commence in the summer of 2011, with a completion date by the end of 2011. Bear Paw will construct and operate the Pipeline pursuant to U.S. Department of Transportation safety regulations. Based on the scope of its planned operations, the Federal Energy Regulatory Commission has granted Bear Paw a waiver of its tariff filing and reporting requirements.

2. Request for waiver of procedures and time frames.

To minimize delay, Bear Paw requests that the Commission waive the requirement of filing a letter of intent at least one year prior to filing the application for a certificate, or alternatively reduce such period to thirty-days so as to allow this project to be timely constructed and placed in service.

3. Map of study area.

See map enclosed herewith.

4. Anticipated construction and operation schedule.

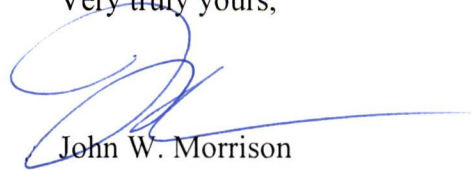
Bear Paw anticipates commencing construction of the Pipeline in the spring of 2011, with a completion date by the end of 2011.

5. Estimated cost of construction.

Bear Paw estimates that total cost of constructing the Pipeline will be approximately \$24 million.

If you have any questions or need any additional information, please contact the undersigned at your earliest convenience.

Very truly yours,

A handwritten signature in blue ink, appearing to be "John W. Morrison", with a long horizontal flourish extending to the right.

John W. Morrison

cc: Michael Dailey
Russ Clark

Richland Co., MT.

ST 16

ST 68

ST 200

McKenzie Co., ND.

US 85

ST 1806

