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June 30, 2011

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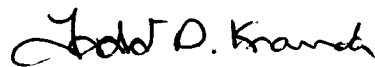
MR DARRELL NITSCHKE
EXECUTIVE SECRETARY
PUBLIC SERVICE COMMISSION
600 EAST BOULEVARD AVENUE – DEPT 408
BISMARCK ND 58505-0480

Re: TransCanada Keystone Pipeline
2011 Ten Year Plan

Dear Mr. Nitschke:

Pursuant to Section 49-22-04 of the North Dakota Century Code and the North Dakota Public Service Commission Guidelines for Ten Year Plan Reports, TransCanada Keystone Pipeline, LP hereby submits its Ten Year Plan for 2011.

Sincerely,



Todd D. Kranda

TK:ls
Encs



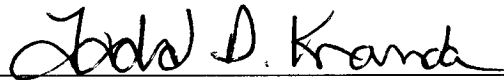
1 **PU-11-341** Filed: 6/30/2011 Pages: 33
2011 Ten year plan

TransCanada Keystone Pipeline, LP
Todd Kranda, KelschKelschRuff&Kranda

NOTICE OF FILING

You are hereby notified, pursuant to Section 69-06-02-02(2) of the North Dakota Administrative Code, that TransCanada Keystone Pipeline, LP has filed with the North Dakota Public Service Commission the Ten Year Plan for 2011 with regard to the Keystone Pipeline Project.

Dated this 30th day of June, 2010.



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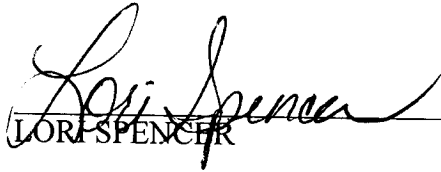
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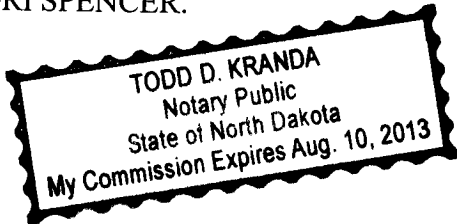
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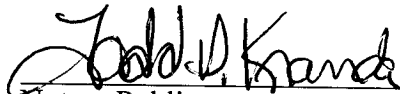
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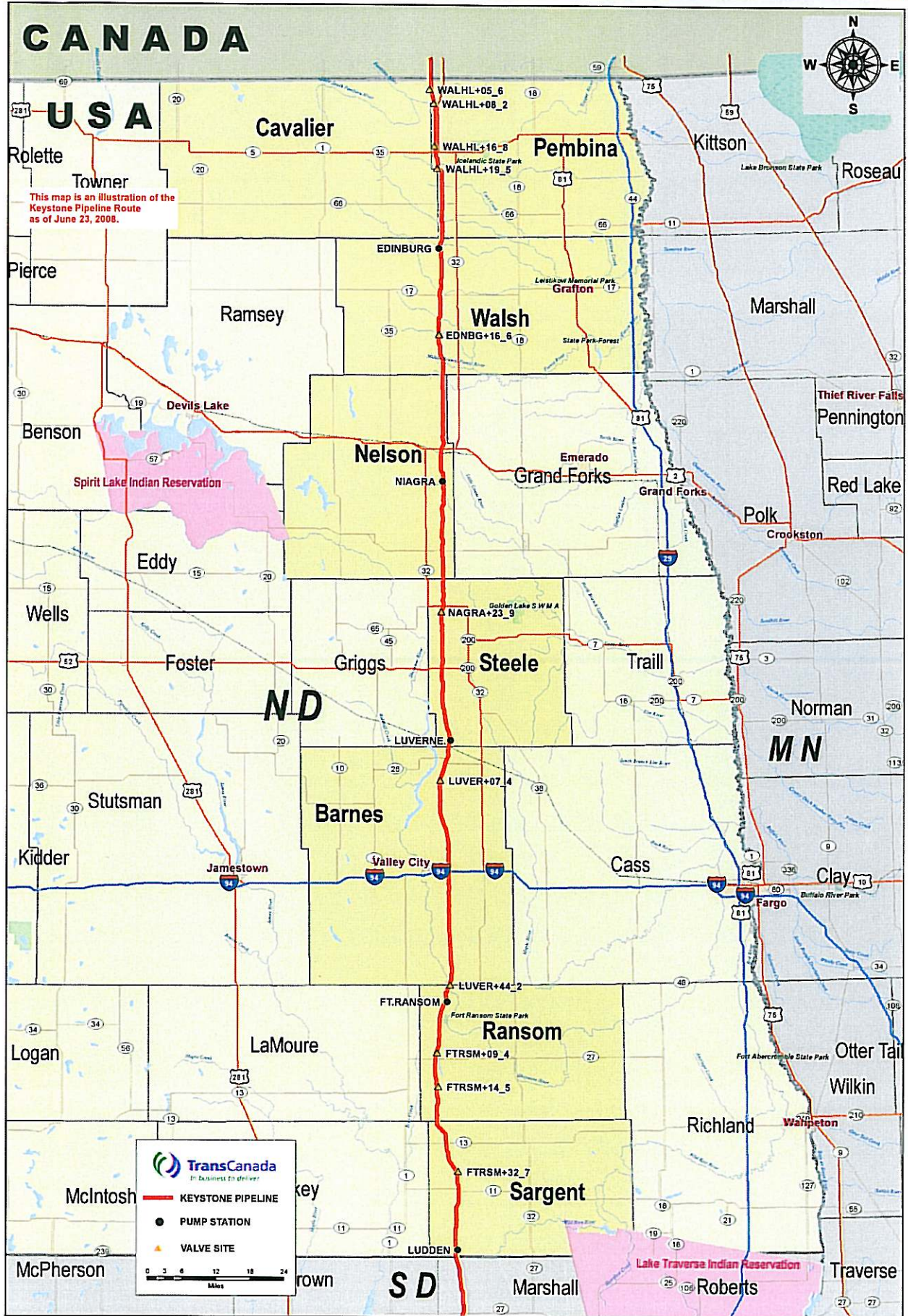
STATE OF NORTH DAKOTA)
) ss.
COUNTY OF MORTON)

The foregoing instrument was acknowledged before me this 30th day of June, 2011, by LORI SPENCER.




Notary Public

KEYSTONE PIPELINE PROJECT



Larger scale map available with 2008 Ten Year Plan on file

Pursuant to Section 49-22-04 of the North Dakota Century Code, and the North Dakota Public Service Commission Guidelines for Ten-Year Plan Reports (Guidelines), TransCanada Keystone Pipeline, LP (Keystone) hereby submits its Ten-Year Plan for 2011. The Section headings and Item Nos. in this report correspond to those set forth in the Guidelines:

Section A Existing Energy Conversion Facilities

1. Keystone is a common carrier engaged in the transportation of crude oil via its pipeline system, which extends from Western Canada to terminals in Missouri, Illinois, and Oklahoma. Keystone has no energy conversion facilities, as defined in North Dakota Century Code § 49-22-03(5) and does not file Federal Energy Regulatory Commission Form No. 67.
2. Not Applicable. (See No. 1 above).

Section B Energy Conversion Facilities Under Construction

Not Applicable – Keystone does not have any Energy Conversion Facilities under construction.

Section C Proposed Energy Conversion Facilities on Which Construction is Intended Within the Ensuing Five Years

Not Applicable -- Keystone does not propose to construct or operate any Energy Conversion Facilities within the next five-year period.

Section D Proposed Energy Conversion Facilities During the Next Ten-Year Period

Not Applicable – Keystone does not propose to construct or operate any Energy Conversion Facilities within the next ten-year period.

Section E Existing Transmission Facilities (Electric)

Not Applicable – Keystone does not have any electric transmission facilities in North Dakota.

Section F Existing Transmission Facilities (Pipeline)

1. Location: See maps attached as Appendix A.
2. Geographical Service Area: No service is currently proposed in North Dakota.
3. Facility Description:
 - a. Product type: Crude oil.
 - b. Approximate length of facility in miles: 218 miles in North Dakota. (The length of the facility in the United States is approximately 1,083 miles from the North Dakota-Canada border to Patoka, Illinois. The pipeline will also be extended another 296 miles to Cushing, Oklahoma.
 - c. Pipe Size: 30-inches O.D. in North Dakota.
 - d. Design pressure, temperature, and flow rate: The design pressure is 1440 psi. The operating temperature in North Dakota will range between 52°F to 60°F in the winter and 78°F to 85°F in the summer with a flow rate of 435,000 bbl/day and between 69°F to 80°F in the winter and 92°F to 102°F in the summer with a flow rate of 591,000 bbl/day.
 - e. Number of compressor or pumping stations: There are five (5) pumping stations in North Dakota (24 total in the United States). The five North Dakota pump stations are described below:
 - Edinburg – Walsh County – 5 Pump Units
 - Niagara – Nelson County – 5 Pump Units
 - Luverne – Steele County – 4 Pump Units
 - Fort Ransom – Ransom County – 4 Pump Units
 - Ludden – Sargent County - 4 Pump Units
4. Proposed Timetable:
 - a. Corridor Identification: The Public Service Commission issued a Certificate of Corridor Compatibility (No. 101) to Keystone on February 21, 2008, a First Amended Certificate of Corridor Compatibility (No. 101) dated May 30, 2008, a Second Amended Certificate of Corridor Compatibility (No. 101) dated July 2, 2008, and a Third Amended Certificate of Corridor Compatibility (No. 101) dated August 27, 2008.
 - b. Route Identification: The Public Service Commission issued a Route Permit (No. 111) to Keystone on February 21, 2008, a First Amended

Route Permit (No. 111) dated May 23, 2008, a Second Amended Route Permit (No. 111) dated May 30, 2008, a Third Amended Route Permit (No. 111) dated June 19, 2008, a Fourth Amended Route Permit (No. 111) dated July 2, 2008, and a Fifth Amended Route Permit (No. 111) dated August 27, 2008.

- c. Construction: Construction commenced in May 2008 and the pump stations were mechanically completed in the First Quarter of 2009. Final completion of the pump stations, which includes items not critical to operate the pipeline system was in the Fourth Quarter of 2010.
- d. Initial Commercial Operation: Second Quarter 2010.
- e. Capacity: Keystone initially has the nominal design capacity to deliver 435,000 barrels per day (bpd) with commercial operations commencing in the Second Quarter of 2010. The pipeline was expanded to increase nominal design capacity to 591,000 bpd with construction commenced in May, 2010.
- f. Anticipated Expansion or Additions: The Keystone crude oil pipeline was expanded to a nominal capacity of 591,000 bpd through the addition of pumping capability and was extended to terminal facilities at Oklahoma. That involved the addition of two (2) to three (3) pumping units to each of the existing pump stations in North Dakota as described below:
 - Edinburg – Walsh County – 2 Additional Units (total of 5 Pump Units)
 - Niagara – Nelson County – 1 Additional Unit (total of 5 Pump Units)
 - Luverne – Steele County – 2 Additional Units (total of 4 Pump Units)
 - Fort Ransom – Ransom County – 1 Additional Unit (total of 4 Pump Units)
 - Ludden – Sargent County – 1 Additional Unit (total of 4 Pump Units)

The Cushing Extension also required three (3) additional new pump stations, which are located in Kansas and Oklahoma.

The pipeline system in North Dakota is not currently anticipated to be expanded.

Section G Proposed Transmission Facilities on Which Construction is Intended Within the Ensuing Five Years (Electric)

Not Applicable – Keystone does not plan to construct any electric transmission facilities in North Dakota within the ensuing five years.

Section H Proposed Transmission Facilities on Which Construction is Intended Within the Ensuing Five Years (Pipeline)

Not Applicable – Keystone does not currently have any pipeline transmission facilities proposed in North Dakota other than the existing pipeline facility discussed in Section F above.

Section I Proposed Transmission Facilities During the Next Ten-Year Period (Electric and Pipeline)

Not Applicable -- Keystone does not propose to construct any transmission facilities in North Dakota during the next ten-year period, other than those described in Section F above.

Section J Regional Coordination

The proposed pipeline facilities discussed in Section F above are not currently part of a regional plan.

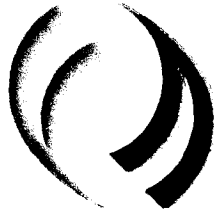
Section K Environmental Information

The proposed pipeline facilities discussed in Section F above were the subject of an Environmental Impact Statement prepared by the United States Department of State, with the assistance of other cooperating agencies, pursuant to the National Environmental Policy Act. In addition, Keystone is applying specific construction, operation, and reclamation methods, and environmental protection measures, as set forth in its updated Construction, Mitigation, and Reclamation Plan, attached as Appendix B hereto, and as required by its PSC Certificate of Corridor Compatibility and Route Permit. Keystone submitted its preliminary Emergency Response Plan (Oil Spill Response Plan) as Appendix C to its 2008 Ten-Year Plan. As required by its PSC Certificate of Corridor Compatibility and Route Permit and applicable federal regulations, Keystone has prepared a final Emergency Response Plan, which has been approved by the Pipeline and Hazardous Materials Safety Administration (PHMSA).

Section L Projected Demand for Service

No deliveries are currently proposed for North Dakota. According to the United States Energy Information Administration (EIA), U.S. demand for petroleum products has increased by over 17 percent or three million bpd over the past 10

years and is expected to increase further. The EIA estimates that total U.S. petroleum consumption will increase by approximately 5.3 million bpd over the next 20 years.



TransCanada

In business to deliver

KEYSTONE PIPELINE PROJECT

CONSTRUCTION MITIGATION AND RECLAMATION PLAN

Prepared By



UNIVERSAL ENSCO, INC.

April 2008

Rev. 4

1.0 INTRODUCTION

2.0 GENERAL CONDITIONS

- 2.1 Training
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- 2.3 Other Notifications
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 - 4.7.1 **Trench Dewatering/Well Points**
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 - 4.13 **Forested Lands**
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 - 4.14.4 **Landowner Complaints Resolution Procedure**
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8.0 HYDROSTATIC TESTING

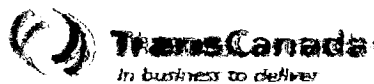
- 8.1 Testing Equipment Location
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- Detail 2 Typical Straw or Hay Bale Barrier
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Figure 1 Typical Site Specific Plan



TransCanada Keystone, LP

Keystone Pipeline

Emergency Response Plan

(Oil Spill Response Plan)

24 Hour Emergency No.
1(XXX) XXX-XXXX

Manual No: _____

Assigned to: _____

OIL SPILL RESPONSE PLAN DESCRIPTION

The Oil Spill Response Plan as prescribed under 49CFR§194 is divided into the following two parts, which function as an integrated document:

Core Plan (Sections 1 through 8)

The Core Plan (Sections 1 through 8) contains general information outlining Company oil spill response procedures.

Response Zone Appendices (Sections 9 through 11)

The response zone appendices contain the individual Oil Spill Response Plans for each zone which are to be followed in the event of an oil spill.

Prior to completing the Response Zone Appendices, Keystone will also review the National Contingency Plan (NCP) and each applicable Regional Integrated Contingency Plan (RICP), to ensure the Keystone Oil Spill Response Plan is consistent with the applicable Environmental Protection Agency RICP and the NCP.

LIST OF ACRONYMS

API	American Petroleum Institute
CE	Cushing Extension
EOC	Emergency Operations Center
EMS	Emergency Management System
EPA	Environmental Protection Agency
ESM	Emergency Site Manager
FOSC	Federal On Scene Coordinator
GPS	Global Positioning System
HAZWOPER	Hazardous Waste Operations and Emergency Response Standard
ICS	Incident Command System
MP	Mile Post
NCP	National Contingency Plan
NFPA	National Fire Protection Association
OCC	Operations Control Center
OSRO	Oil Spill Response Organization
PHMSA	Pipeline and Hazardous Material Safety Administration
PREP	National Preparedness for Response Exercise Program
QI	Qualified Individual
RICP	Regional Integrated Contingency Plan
SCADA	Supervisory Control and Data Acquisition

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1.0 CORE PLAN INFORMATION SUMMARY

The TransCanada Keystone, LP (hereafter referred to as Keystone) Core Plan (Sections 1 through 8) provides the base information utilized to develop the specific Oil Spill Response Plans. These Oil Spill Response Plans are to be followed in the event of a spill and are found in each Response Zone Appendix.

1.1 Operator Information

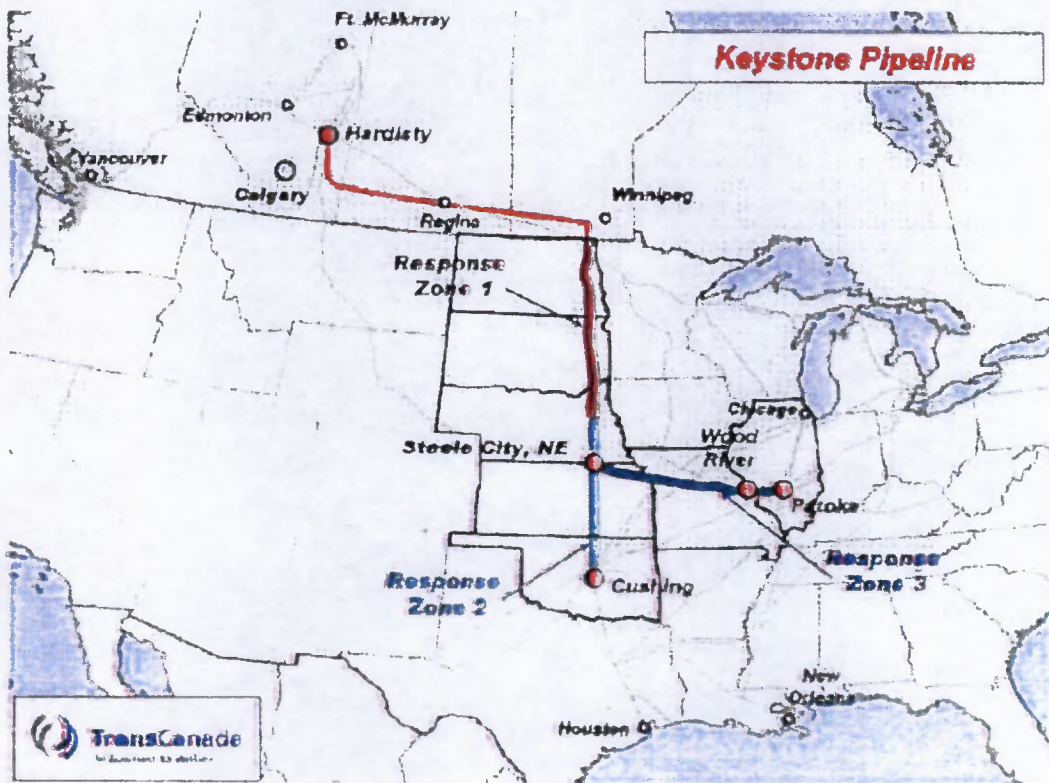
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1.1.1 Pipeline System Description

This document provides a preliminary Oil Spill Response Plan and outlines Keystone's processes and procedures established to comply with 49CFR§194. This plan will be updated upon completion of the detailed design of this project.

This Oil Spill Response Plan is intended to cover the U.S. segment of the pipeline system operated by Keystone. Three preliminary Response Zones have been established considering mileage and distribution of high consequence areas. Figure 1 provides a pipeline system map and illustrates the specific Response Zones.

Figure 1: Keystone Pipeline System and Oil Spill Response Zones.



The U.S. portion of the Keystone Pipeline consists of approximately 1,309 miles of 30-inch-diameter pipeline and 55 miles of 24-inch-diameter pipeline (located from Wood River to Patoka, Illinois). Crude oil receipts will initiate from an oil supply hub near Hardisty, Alberta, Canada for movement to delivery sites in Cushing, Oklahoma, as well as Wood River and Patoka, Illinois. For the purposes of developing this Oil Spill Response Plan and associated worst case discharge calculations, the maximum design capacity of 657,000 bpd will be utilized.

Primarily, crude oil transported by Keystone Pipeline will be derived from the Alberta oil sands region. The oil extracted from the sands is called bitumen. The bitumen is upgraded either through additional processing or by combining the bitumen with diluents. The upgraded product is then classified as synthetic crude oil. While the precise composition of synthetic crude will vary by shipper, and is considered proprietary information, Keystone expects to transport crude oils in the range of 12 to 45° API (American Petroleum Institute).

The Keystone Pipeline is controlled from the Operations Control Center (OCC), located in Calgary, Alberta, Canada. The OCC is staffed 24 hours per day 7 days a week, and utilizes a computer based Supervisory Control and Data Acquisition (SCADA) System to continuously monitor and control pipeline operations.

Keystone's 24 hour emergency contact phone number is 1 (XXX) XXX-XXXX and is posted on all pipeline marker posts and facility signs.