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October 21, 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: ONEOK Rockies Midstream, L.L.C.
Letter of Intent/Application for Waiver of Procedures and Time Frames
Stateline to Riverview NGL Pipeline

Dear Mr. Nitschke:

Enclosed for filing is the original and seven copies of ONEOK Rockies Midstream, L.L.C.'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

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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, ONEOK Rockies Midstream, L.L.C., formerly known as Bear Paw Energy, LLC (“ONEOK”), hereby files its letter of intent to construct a natural gas liquids (“NGL”) pipeline (the “Pipeline”) from the Stateline 1 and 2 Gas Plants (the “Plants”), currently being constructed in Williams County, North Dakota, to a point on the Montana/North Dakota border, approximately 9 miles southeast of Bainville, Montana, en route to the Riverview Rail Terminal in Richland County, Montana (“Riverview”). The proposed 10.75 inch diameter pipeline is approximately 53.4 miles long, of which 12.4 miles will be located within the State of North Dakota. ONEOK is also requesting that the Commission waive certain of its procedures and time frames. As more specifically discussed herein, ONEOK 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.

In Case No. PU-10-666 , ONEOK received approval from the Commission to construct the Plants in Williams County, North Dakota. ONEOK now 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 the Plants to an existing rail terminal at Riverview, Montana.

The Pipeline is proposed to consist of approximately 53.4 miles of 10.75 inch pipe, of which approximately 12.4 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 April of 2012, with a completion date by July 31, 2012. ONEOK 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 ONEOK a waiver of its tariff filing and reporting requirements.

2. Request for waiver of procedures and time frames.

To minimize delay, ONEOK 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 the application to be filed in mid-November and this project to be timely permitted, constructed and placed in service.

3. Map of study area.

See map enclosed herewith.

4. Anticipated construction and operation schedule.

ONEOK anticipates commencing construction of the Pipeline in April of 2012, with a completion date by July 31, 2012.

5. Estimated cost of construction.

ONEOK estimates that total cost of constructing the North Dakota portion of the pipeline will be approximately \$6,000,399.

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

Very truly yours,



John W. Morrison

cc: Michael Dailey