

**BEFORE THE ENVIRONMENTAL QUALITY COUNCIL
STATE OF WYOMING**

In the Matter of the Appeal)
Of the Revocation of)
Permit No. CT-1352B) Docket No. 07-2802
Two Elk Power Plant)

**TWO ELK GENERATION PARTNERS, LIMITED PARTNERSHIP'S
MOTION TO DISMISS APPEAL**

EXHIBIT E



Office of the Attorney General

Governor
Dave Freudenthal

Attorney General
Patrick J. Crank

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Cheyenne, Wyoming 82002
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Chief Deputy Attorney General
Elizabeth C. Gagen

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July 19, 2005

Steve Freudenthal, Esquire
Freudenthal, Salzburg & Bonds, P.C.
P.O. Box 387
Cheyenne, WY 82003-0387

Jack Palma, Esquire
Holland & Hart
P.O. Box 1347
Cheyenne, WY 82003-1347

Re: Documents provided by Bechtel Power Corporation and North America Power Group Limited/Two Elk Generating Partners to Wyoming Department of Environmental Quality and Wyoming Attorney General's Office

Gentlemen:

At the request of the Wyoming Department of Environmental Quality (DEQ) and the Attorney General's Office (Attorney General), the following documents were provided to the Attorney General to determine whether condition 4 of DEQ/AQD Permit No. CT-1352B had been met:

1. Interim Notice to Proceed Agreement dated May 27, 2005, between Two Elk Generating Partners, LP (TEGP) and North American Power Group Limited with Bechtel Power Corporation, with Exhibits 1 through 3. This document was delivered by North American Power Group Limited and consists of pages Bates stamped as numbers 000001 through 000109 inclusive.

Steve Freudenthal & Jack Palma
July 19, 2005
Page 2 of 4

2. Purchase Order No. 24192-001-POA-MBPC-00001 dated May 27, 2005 for main boiler, Two Elk Generating Facility, Wright, Wyoming, from Bechtel Power Corporation to Foster Wheeler North America Corp. This document was delivered by Bechtel Power Corporation and consists of pages Bates stamped as numbers 000110 through 000629, inclusive (Purchase Order), including Appendices A through F and eleven design drawings.

3. Hard copy of e-mail dated June 27, 2005 from Steve Freudenthal to Vicci Colgan, containing invoicing documentation. This document was delivered by Bechtel Power Corporation and consists of pages Bates stamped as numbers 00630 through 000635, inclusive.

4. Fax from Jack Palma to Steve Freudenthal and to Vicci Colgan dated June 27, 2005, containing invoicing documentation. This document was delivered by North American Power Group Limited and consists of pages Bates stamped as numbers 000636 through 000639, inclusive.

During the course of its review, the Attorney General, with the consent of Bechtel Power Corporation and North American Power Group Limited, made highlights, notes and analysis upon the foregoing. These constitute attorney work product; they were, in some instances, also the subject of attorney-client communications.

The Attorney General shall retain possession of the sole copies of the foregoing documents. No other copies shall be made. In the event that there is any effort by a third party to review or compel disclosure of the documents, or by North American Power Group Limited or TEGP to review or compel disclosure of the Purchase Order, the Attorney General shall give notice by e-mail, fax or letter to:

North American Power Group Limited
8480 E. Orchard Road, Suite 4000
Greenwood Village, CO 80111

Facsimile: (303) 773-0461
mruffato@napg-ltd.com

Attn: Michael J Ruffato, President

Steve Freudenthal & Jack Palma
July 19, 2005
Page 3 of 4

with a copy to:

Holland and Hart, LLP
2515 Warren Avenue, Suite 450
Cheyenne, WY 82001

Facsimile: (307) 778-8175
jpalma@hollandhart.com

Attn: Jack Palma

and shall also give the same notice to:

Bechtel Power Corporation
5275 Westview Drive
Frederick, MD 21703-8306

Facsimile: (301) 694-9036
sccook@bechtel.com

Attn: Sprague C. Cook

with a copy to:

Freudenthal, Salzburg & Bonds, P.C.
123 East 17th Street
Cheyenne, WY 82001

Facsimile: (307) 634-0336
steve@wyoalaw.com


Attn: Steve Freudenthal

We understand that, while in the possession of the Attorney General, all parties agree that these documents shall be afforded the protections, to the extent allowed by law, of WYO. STAT. ANN. § 35-11-1101 (Nexis Lexis 2005) and WYO. STAT. ANN. § 16-4-203(d), together with the protections of the attorney work product privilege and the attorney-client communication privilege.

Steve Freudenthal & Jack Palma
July 19, 2005
Page 4 of 4

On July 1, 2008, the Attorney General shall destroy the documents and give notice of such destruction as delineated above.

Sincerely,



Vicci M. Colgan
Senior Assistant Attorney General

cc: John Corra, Director, DEQ
Dan Olson, Air Quality Administrator, DEQ