

**IDENTIFICATION**Year: **2012**

1.	Legal Name of Respondent:	Havre Pipeline Company, LLC
2.	Name Under Which Respondent Does Business:	Havre Pipeline Company, LLC
3.	Date Utility Service First Offered in Montana	10/1/1995
4.	Address to send Correspondence Concerning Report:	333 West Sheridan Avenue Oklahoma City, OK 73102-5015
5.	Person Responsible for This Report:	Houston Lee
5a.	Telephone Number:	(405) 552-8017
<b>Control Over Respondent</b>		
1.	If direct control over the respondent was held by another entity at the end of year provide the following:	
	1a. Name and address of the controlling organization or person:	333 West Sheridan Avenue Oklahoma City, OK 73102-5015
	1b. Means by which control was held:	Managing Member
	1c. Percent Ownership:	82.22%

**SCHEDULE 2**

<b>Board of Directors</b>		
Line No.	Name of Director and Address (City, State) (a)	Remuneration (b)
1	None	
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## Officers

Year: 2012

Line No.	Title of Officer (a)	Department Supervised (b)	Name (c)
1	President & CEO		John Richels
2	Executive Vice President		Jeffrey A. Agosta
3	Executive Vice President		David A. Hager
4	Executive Vice President		Alan R. Marcum
5	Executive Vice President		Frank W. Rudolph
6	Executive Vice President		Darryl G. Smette
7	Executive Vice President		Lyndon C. Taylor
8	Senior Vice President		Susan E. Alberti
9	Senior Vice President		Bradley A. Foster
10	Senior Vice President		Steven J. Hoppe
11	Senior Vice President		Jeffrey L. Ritenour
12	Senior Vice President		Tony D. Vaughn
13	Vice President & Secretary		Carla D. Brockman
14	Vice President & Treasurer		David G. Harris
15	Vice President		Gregory L. Henson
16	Vice President		Jeremy D. Humphers
17	Vice President		Gina E. Sewell
18	Assistant Secretary		Laurie K. Simpson
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**CORPORATE STRUCTURE**

Year: 2012

	Subsidiary/Company Name	Line of Business	Earnings	Percent of Total
1	N/A			
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50	<b>TOTAL</b>			

# CORPORATE ALLOCATIONS

Year: 2012

	Items Allocated	Classification	Allocation Method	\$ to MT Utility	MT %	\$ to Other
1	N/A					
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34	TOTAL					

**AFFILIATE TRANSACTIONS - PRODUCTS & SERVICES PROVIDED TO UTILITY**      Year: 2012

Line No.	(a) Affiliate Name	(b) Products & Services	(c) Method to Determine Price	(d) Charges to Utility	(e) % Total Affil. Revs.	(f) Charges to MT Utility
1	Devon Energy Production C	Management Services	Management Agreement	500,400		500,400
2	Devon Energy Production C	Labor Cost	Actual Payroll	1,491,012		1,491,012
3	Devon Gas Services, LP	Natural Gas	Actual Cost of Gas	32,312		32,312
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32	<b>TOTAL</b>			2,023,724		2,023,724

**AFFILIATE TRANSACTIONS - PRODUCTS & SERVICES PROVIDED BY UTILITY**      Year: 2012

Line No.	(a) Affiliate Name	(b) Products & Services	(c) Method to Determine Price	(d) Charges to Affiliate	(e) % Total Affil. Exp.	(f) Revenues to MT Utility
1	Devon Gas Services	Gathering	Contract	4,159,295	64.51%	3,442,737
2	Devon Gas Services	Transmission	Tariff	1,850,748	28.70%	1,531,904
3	Devon Gas Services	Treating	Contract	437,648	6.79%	362,251
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32	<b>TOTAL</b>			6,447,691	100%	5,336,892

**MONTANA UTILITY INCOME STATEMENT**

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1	400 Operating Revenues	7,563,671	6,239,535	-17.51%
2				
3	Operating Expenses			
4	401 Operation Expenses	4,741,638	4,508,358	-4.92%
5	402 Maintenance Expense	920,938	91,965	-90.01%
6	403 Depreciation Expense	1,564,088	796,415	-49.08%
7	404-405 Amort. & Depl. of Gas Plant			
8	406 Amort. of Gas Plant Acquisition Adjustments			
9	407.1 Amort. of Property Losses, Unrecovered Plant			
10	& Regulatory Study Costs			
11	407.2 Amort. of Conversion Expense			
12	408.1 Taxes Other Than Income Taxes	991,810	1,050,953	5.96%
13	409.1 Income Taxes - Federal			
14	- Other			
15	410.1 Provision for Deferred Income Taxes			
16	411.1 (Less) Provision for Def. Inc. Taxes - Cr.			
17	411.4 Investment Tax Credit Adjustments			
18	411.6 (Less) Gains from Disposition of Utility Plant			
19	411.7 Losses from Disposition of Utility Plant			
20	<b>TOTAL Utility Operating Expenses</b>	8,218,474	6,447,691	-21.55%
21	<b>NET UTILITY OPERATING INCOME</b>	(654,803)	(208,156)	68.21%

**MONTANA REVENUES**

SCHEDULE 9

	Account Number & Title	Last Year	This Year	% Change
1	Sales of Gas			
2	480 Residential	73,831	45,708	-38.09%
3	481 Commercial & Industrial - Small	9,613	5,189	-46.02%
4	Commercial & Industrial - Large			
5	482 Other Sales to Public Authorities			
6	484 Interdepartmental Sales			
7	485 Intracompany Transfers			
8	<b>TOTAL Sales to Ultimate Consumers</b>	83,443	50,897	-39.00%
9	483 Sales for Resale			
10	<b>TOTAL Sales of Gas</b>	83,443	50,897	-39.00%
11	Other Operating Revenues			
12	487 Forfeited Discounts & Late Payment Revenues			
13	488 Miscellaneous Service Revenues			
14	489 Revenues from Transp. of Gas for Others	7,480,228	6,188,638	-17.27%
15	490 Sales of Products Extracted from Natural Gas			
16	491 Revenues from Nat. Gas Processed by Others			
17	492 Incidental Gasoline & Oil Sales			
18	493 Rent From Gas Property			
19	494 Interdepartmental Rents			
20	495 Other Gas Revenues			
21	<b>TOTAL Other Operating Revenues</b>	7,480,228	6,188,638	-17.27%
22	<b>Total Gas Operating Revenues</b>	7,563,671	6,239,535	-17.51%
23				
24	496 (Less) Provision for Rate Refunds			
25				
26	<b>TOTAL Oper. Revs. Net of Pro. for Refunds</b>	7,563,671	6,239,535	-17.51%
27				

**MONTANA OPERATION & MAINTENANCE EXPENSES**

Year: 2012

Account Number & Title		Last Year	This Year	% Change
1				
2	<b>Customer Accounts Expenses</b>			
3	Operation			
4	901 Supervision			
5	902 Meter Reading Expenses			
6	903 Customer Records & Collection Expenses			
7	904 Uncollectible Accounts Expenses			
8	905 Miscellaneous Customer Accounts Expenses			
9				
10	<b>TOTAL Customer Accounts Expenses</b>			
11				
12	<b>Customer Service &amp; Informational Expenses</b>			
13	Operation			
14	907 Supervision			
15	908 Customer Assistance Expenses			
16	909 Informational & Instructional Advertising Exp.			
17	910 Miscellaneous Customer Service & Info. Exp.			
18				
19	<b>TOTAL Customer Service &amp; Info. Expenses</b>			
20				
21	<b>Sales Expenses</b>			
22	Operation			
23	911 Supervision			
24	912 Demonstrating & Selling Expenses			
25	913 Advertising Expenses			
26	916 Miscellaneous Sales Expenses	(2,913)	(22)	99.24%
27				
28	<b>TOTAL Sales Expenses</b>	(2,913)	(22)	99.24%
29				
30	<b>Administrative &amp; General Expenses</b>			
31	Operation			
32	920 Administrative & General Salaries	500,400	500,400	
33	921 Office Supplies & Expenses	127,052	100,676	-20.76%
34	922 (Less) Administrative Expenses Transferred - Cr.			
35	923 Outside Services Employed	210		-100.00%
36	924 Property Insurance	35,243	46,160	30.98%
37	925 Injuries & Damages			
38	926 Employee Pensions & Benefits			
39	927 Franchise Requirements			
40	928 Regulatory Commission Expenses			
41	929 (Less) Duplicate Charges - Cr.			
42	930.1 General Advertising Expenses	12,341	9,161	-25.77%
43	930.2 Miscellaneous General Expenses	4,053	2,984	-26.38%
44	931 Rents			
45				
46	<b>TOTAL Operation - Admin. &amp; General</b>	679,299	659,381	-2.93%
47	Maintenance			
48	935 Maintenance of General Plant			
49				
50	<b>TOTAL Administrative &amp; General Expenses</b>	679,299	659,381	-2.93%
51	<b>TOTAL OPERATION &amp; MAINTENANCE EXP.</b>	5,662,575	4,603,984	-18.69%

DDA & ARO Accretion	1,564,088	796,415
Taxes Other than Income	991,810	1,047,292
<b>Total expenses</b>	<b>8,218,473</b>	<b>6,447,691</b>



**MONTANA TAXES OTHER THAN INCOME**

Year: 2012

	Description of Tax	Last Year	This Year	% Change
1	Payroll Taxes			
2	Superfund			
3	Secretary of State			
4	Montana Consumer Counsel	2,625	1,993	-24.07%
5	Montana PSC	9,392	3,016	-67.89%
6	Franchise Taxes			
7	Property Taxes	979,794	1,045,945	6.75%
8	Tribal Taxes			
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51	<b>TOTAL MT Taxes other than Income</b>	<b>991,811</b>	<b>1,050,953</b>	<b>5.96%</b>

**PAYMENTS FOR SERVICES TO PERSONS OTHER THAN EMPLOYEES**

Year: 2012

	Name of Recipient	Nature of Service	Total Company	Montana	% Montana
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2	N/A				
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50	<b>TOTAL Payments for Services</b>				

**POLITICAL ACTION COMMITTEES / POLITICAL CONTRIBUTIONS** Year: 2012

	Description	Total Company	Montana	% Montana
1				
2	N/A			
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50	<b>TOTAL Contributions</b>			

**Pension Costs**

Year: 2012

1	Plan Name	N/A		
2	Defined Benefit Plan? _____	Defined Contribution Plan? _____		
3	Actuarial Cost Method? _____	IRS Code: _____		
4	Annual Contribution by Employer: _____	Is the Plan Over Funded? _____		
5				
	Item	Current Year	Last Year	% Change
6	<b>Change in Benefit Obligation</b>			
7	Benefit obligation at beginning of year			
8	Service cost			
9	Interest Cost			
10	Plan participants' contributions			
11	Amendments			
12	Actuarial Gain			
13	Acquisition			
14	Benefits paid			
15	Benefit obligation at end of year			
16	<b>Change in Plan Assets</b>			
17	Fair value of plan assets at beginning of year			
18	Actual return on plan assets			
19	Acquisition			
20	Employer contribution			
21	Plan participants' contributions			
22	Benefits paid			
23	Fair value of plan assets at end of year			
24	<b>Funded Status</b>			
25	Unrecognized net actuarial loss			
26	Unrecognized prior service cost			
27	Prepaid (accrued) benefit cost			
28				
29	<b>Weighted-average Assumptions as of Year End</b>			
30	Discount rate			
31	Expected return on plan assets			
32	Rate of compensation increase			
33				
34	<b>Components of Net Periodic Benefit Costs</b>			
35	Service cost			
36	Interest cost			
37	Expected return on plan assets			
38	Amortization of prior service cost			
39	Recognized net actuarial loss			
40	Net periodic benefit cost			
41				
42	<b>Montana Intrastate Costs:</b>			
43	Pension Costs			
44	Pension Costs Capitalized			
45	Accumulated Pension Asset (Liability) at Year End			
46	<b>Number of Company Employees:</b>			
47	Covered by the Plan			
48	Not Covered by the Plan			
49	Active			
50	Retired			
51	Deferred Vested Terminated			

**Other Post Employment Benefits (OPEBS)**

Year: 2012

	Item	Current Year	Last Year	% Change
1	<b>Regulatory Treatment:</b>			
2	Commission authorized - most recent			
3	Docket number: _____			
4	Order number: _____			
5	Amount recovered through rates			
6	<b>Weighted-average Assumptions as of Year End</b>	N/A		
7	Discount rate			
8	Expected return on plan assets			
9	Medical Cost Inflation Rate			
10	Actuarial Cost Method			
11	Rate of compensation increase			
12	<b>List each method used to fund OPEBs (ie: VEBA, 401(h)) and if tax advantaged:</b>			
13				
14				
15	<b>Describe any Changes to the Benefit Plan:</b>			
16				
17	<b>TOTAL COMPANY</b>			
18	<b>Change in Benefit Obligation</b>			
19	Benefit obligation at beginning of year			
20	Service cost			
21	Interest Cost			
22	Plan participants' contributions			
23	Amendments			
24	Actuarial Gain			
25	Acquisition			
26	Benefits paid			
27	Benefit obligation at end of year			
28	<b>Change in Plan Assets</b>			
29	Fair value of plan assets at beginning of year			
30	Actual return on plan assets			
31	Acquisition			
32	Employer contribution			
33	Plan participants' contributions			
34	Benefits paid			
35	Fair value of plan assets at end of year			
36	<b>Funded Status</b>			
37	Unrecognized net actuarial loss			
38	Unrecognized prior service cost			
39	Prepaid (accrued) benefit cost			
40	<b>Components of Net Periodic Benefit Costs</b>			
41	Service cost			
42	Interest cost			
43	Expected return on plan assets			
44	Amortization of prior service cost			
45	Recognized net actuarial loss			
46	Net periodic benefit cost			
47	<b>Accumulated Post Retirement Benefit Obligation</b>			
48	Amount Funded through VEBA			
49	Amount Funded through 401(h)			
50	Amount Funded through Other _____			
51	TOTAL			
52	Amount that was tax deductible - VEBA			
53	Amount that was tax deductible - 401(h)			
54	Amount that was tax deductible - Other _____			
55	TOTAL			

**Other Post Employment Benefits (OPEBS) Continued**

Year: 2012

	Item	Current Year	Last Year	% Change
1	<b>Number of Company Employees:</b>			
2	Covered by the Plan			
3	Not Covered by the Plan			
4	Active			
5	Retired			
6	Spouses/Dependants covered by the Plan			
7	<b>Montana</b>			
8	<b>Change in Benefit Obligation</b>			
9	Benefit obligation at beginning of year			
10	Service cost			
11	Interest Cost			
12	Plan participants' contributions			
13	Amendments			
14	Actuarial Gain			
15	Acquisition			
16	Benefits paid			
17	Benefit obligation at end of year			
18	<b>Change in Plan Assets</b>			
19	Fair value of plan assets at beginning of year			
20	Actual return on plan assets			
21	Acquisition			
22	Employer contribution			
23	Plan participants' contributions			
24	Benefits paid			
25	Fair value of plan assets at end of year			
26	<b>Funded Status</b>			
27	Unrecognized net actuarial loss			
28	Unrecognized prior service cost			
29	Prepaid (accrued) benefit cost			
30	<b>Components of Net Periodic Benefit Costs</b>			
31	Service cost			
32	Interest cost			
33	Expected return on plan assets			
34	Amortization of prior service cost			
35	Recognized net actuarial loss			
36	Net periodic benefit cost			
37	<b>Accumulated Post Retirement Benefit Obligation</b>			
38	Amount Funded through VEBA			
39	Amount Funded through 401(h)			
40	Amount Funded through other _____			
41	TOTAL			
42	Amount that was tax deductible - VEBA			
43	Amount that was tax deductible - 401(h)			
44	Amount that was tax deductible - Other			
45	TOTAL			
46	<b>Montana Intrastate Costs:</b>			
47	Pension Costs			
48	Pension Costs Capitalized			
49	Accumulated Pension Asset (Liability) at Year End			
50	<b>Number of Montana Employees:</b>			
51	Covered by the Plan			
52	Not Covered by the Plan			
53	Active			
54	Retired			
55	Spouses/Dependants covered by the Plan			

**TOP TEN MONTANA COMPENSATED EMPLOYEES (ASSIGNED OR ALLOCATED)**

Line No.	Name/Title	Base Salary	Bonuses	Other	Total Compensation	Total Compensation Last Year	% Increase Total Compensation
1	N/A						
2							
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**COMPENSATION OF TOP 5 CORPORATE EMPLOYEES - SEC INFORMATION**

Line No.	Name/Title	Base Salary	Bonuses	Other	Total Compensation	Total Compensation Last Year	% Increase Total Compensation
1	N/A						
2							
3							
4							
5							



## BALANCE SHEET

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1	<b>Assets and Other Debits</b>			
2	Utility Plant			
3	101 Gas Plant in Service	40,490,982	40,873,615	-1%
4	101.1 Property Under Capital Leases			
5	102 Gas Plant Purchased or Sold			
6	104 Gas Plant Leased to Others			
7	105 Gas Plant Held for Future Use			
8	105.1 Production Properties Held for Future Use			
9	106 Completed Constr. Not Classified - Gas			
10	107 Construction Work in Progress - Gas	157,982	5,360	97%
11	108 (Less) Accumulated Depreciation	(29,699,741)	(33,327,079)	12%
12	111 (Less) Accumulated Amortization & Depletion			
13	114 Gas Plant Acquisition Adjustments			
14	115 (Less) Accum. Amort. Gas Plant Acq. Adj.			
15	116 Other Gas Plant Adjustments			
16	117 Gas Stored Underground - Noncurrent			
17	118 Other Utility Plant			
18	119 Accum. Depr. and Amort. - Other Utl. Plant			
19	<b>TOTAL Utility Plant</b>	10,949,223	7,551,896	31%
20	<b>Other Property &amp; Investments</b>			
21	121 Nonutility Property			
22	122 (Less) Accum. Depr. & Amort. of Nonutil. Prop.			
23	123 Investments in Associated Companies			
24	123.1 Investments in Subsidiary Companies			
25	124 Other Investments			
26	125 Sinking Funds			
27	<b>TOTAL Other Property &amp; Investments</b>			
28	<b>Current &amp; Accrued Assets</b>			
29	131 Cash	5,289,872	6,582,835	-24%
30	132-134 Special Deposits			
31	135 Working Funds			
32	136 Temporary Cash Investments			
33	141 Notes Receivable			
34	142 Customer Accounts Receivable	317,692	80,351	75%
35	143 Other Accounts Receivable	17,456	22,556	-29%
36	144 (Less) Accum. Provision for Uncollectible Accts.	(9,199)	(9,199)	
37	145 Notes Receivable - Associated Companies			
38	146 Accounts Receivable - Associated Companies			
39	151 Fuel Stock			
40	152 Fuel Stock Expenses Undistributed			
41	153 Residuals and Extracted Products			
42	154 Plant Materials and Operating Supplies	2,143,537	2,034,786	5%
43	155 Merchandise			
44	156 Other Material & Supplies			
45	163 Stores Expense Undistributed			
46	164.1 Gas Stored Underground - Current			
47	165 Prepayments			
48	166 Advances for Gas Explor., Devl. & Production			
49	171 Interest & Dividends Receivable			
50	172 Rents Receivable			
51	173 Accrued Utility Revenues			
52	174 Miscellaneous Current & Accrued Assets			
53	<b>TOTAL Current &amp; Accrued Assets</b>	7,759,358	8,711,329	-12%

**BALANCE SHEET**

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1	<b>Assets and Other Debits (cont.)</b>			
2				
3	<b>Deferred Debits</b>			
4				
5	181 Unamortized Debt Expense			
6	182.1 Extraordinary Property Losses			
7	182.2 Unrecovered Plant & Regulatory Study Costs			
8	183.1 Prelim. Nat. Gas Survey & Investigation Chrg.			
9	183.2 Other Prelim. Nat. Gas Survey & Invtg. Chrgs.			
10	184 Clearing Accounts			
11	185 Temporary Facilities			
12	186 Miscellaneous Deferred Debits			
13	187 Deferred Losses from Disposition of Util. Plant			
14	188 Research, Devel. & Demonstration Expend.			
15	189 Unamortized Loss on Reacquired Debt			
16	190 Accumulated Deferred Income Taxes			
17	191 Unrecovered Purchased Gas Costs			
18	192.1 Unrecovered Incremental Gas Costs			
19	192.2 Unrecovered Incremental Surcharges			
20	<b>TOTAL Deferred Debits</b>			
21				
22	<b>TOTAL ASSETS &amp; OTHER DEBITS</b>	18,708,581	16,263,225	13%
	Account Number & Title	Last Year	This Year	% Change
23	<b>Liabilities and Other Credits</b>			
24				
25	<b>Proprietary Capital</b>			
26				
27	201 Common Stock Issued			
28	202 Common Stock Subscribed			
29	204 Preferred Stock Issued			
30	205 Preferred Stock Subscribed			
31	207 Premium on Capital Stock			
32	211 Miscellaneous Paid-In Capital			
33	213 (Less) Discount on Capital Stock			
34	214 (Less) Capital Stock Expense			
35	215 Appropriated Retained Earnings			
36	216 Unappropriated Retained Earnings	16,916,385	14,063,733	17%
37	217 (Less) Reacquired Capital Stock			
38	<b>TOTAL Proprietary Capital</b>	16,916,385	14,063,733	17%
39				
40	<b>Long Term Debt</b>			
41				
42	221 Bonds			
43	222 (Less) Reacquired Bonds			
44	223 Advances from Associated Companies			
45	224 Other Long Term Debt			
46	225 Unamortized Premium on Long Term Debt			
47	226 (Less) Unamort. Discount on L-Term Debt-Dr.			
48	<b>TOTAL Long Term Debt</b>			

**BALANCE SHEET**

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1				
2	<b>Total Liabilities and Other Credits (cont.)</b>			
3				
4	<b>Other Noncurrent Liabilities</b>			
5				
6	227 Obligations Under Cap. Leases - Noncurrent			
7	228.1 Accumulated Provision for Property Insurance			
8	228.2 Accumulated Provision for Injuries & Damages			
9	228.3 Accumulated Provision for Pensions & Benefits			
10	228.4 Accumulated Misc. Operating Provisions			
11	229 Accumulated Provision for Rate Refunds			
12	<b>TOTAL Other Noncurrent Liabilities</b>			
13				
14	<b>Current &amp; Accrued Liabilities</b>			
15				
16	231 Notes Payable			
17	232 Accounts Payable	420,338	599,277	-43%
18	233 Notes Payable to Associated Companies			
19	234 Accounts Payable to Associated Companies	150,538	344,047	-129%
20	235 Customer Deposits			
21	236 Taxes Accrued	2,604	1,397	46%
22	237 Interest Accrued			
23	238 Dividends Declared			
24	239 Matured Long Term Debt			
25	240 Matured Interest			
26	241 Tax Collections Payable			
27	242 Miscellaneous Current & Accrued Liabilities	1,218,716	1,254,771	-3%
28	243 Obligations Under Capital Leases - Current			
29	<b>TOTAL Current &amp; Accrued Liabilities</b>	1,792,196	2,199,492	-23%
30				
31	<b>Deferred Credits</b>			
32				
33	252 Customer Advances for Construction			
34	253 Other Deferred Credits			
35	255 Accumulated Deferred Investment Tax Credits			
36	256 Deferred Gains from Disposition Of Util. Plant			
37	257 Unamortized Gain on Reacquired Debt			
38	281-283 Accumulated Deferred Income Taxes			
39	<b>TOTAL Deferred Credits</b>			
40				
41	<b>TOTAL LIABILITIES &amp; OTHER CREDITS</b>	18,708,581	16,263,225	13%

## MONTANA PLANT IN SERVICE (ASSIGNED &amp; ALLOCATED)

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1	<b>Intangible Plant</b>			
2				
3	301 Organization			
4	302 Franchises & Consents			
5	303 Miscellaneous Intangible Plant			
6				
7	<b>TOTAL Intangible Plant</b>			
8				
9	<b>Production Plant</b>			
10				
11	Production & Gathering Plant			
12				
13	325.1 Producing Lands			
14	325.2 Producing Leaseholds			
15	325.3 Gas Rights			
16	325.4 Rights-of-Way	278,895	278,895	
17	325.5 Other Land & Land Rights	20,024	20,024	
18	326 Gas Well Structures			
19	327 Field Compressor Station Structures	496,516	496,516	
20	328 Field Meas. & Reg. Station Structures	861,307	861,307	
21	329 Other Structures			
22	330 Producing Gas Wells-Well Construction			
23	331 Producing Gas Wells-Well Equipment			
24	332 Field Lines	10,886,467	10,886,467	
25	333 Field Compressor Station Equipment	8,497,319	8,752,630	-3%
26	334 Field Meas. & Reg. Station Equipment	891,468	891,468	
27	335 Drilling & Cleaning Equipment			
28	336 Purification Equipment	2,464,084	2,464,084	
29	337 Other Equipment	290,834	290,834	
30	338 Unsuccessful Exploration & Dev. Costs			
31				
32	<b>Total Production &amp; Gathering Plant</b>	24,686,914	24,942,225	-1%
33				
34	Products Extraction Plant			
35				
36	340 Land & Land Rights			
37	341 Structures & Improvements			
38	342 Extraction & Refining Equipment			
39	343 Pipe Lines			
40	344 Extracted Products Storage Equipment			
41	345 Compressor Equipment			
42	346 Gas Measuring & Regulating Equipment			
43	347 Other Equipment			
44				
45	<b>Total Products Extraction Plant</b>			
46				
47	<b>TOTAL Production Plant</b>	24,686,914	24,942,225	-1%

## MONTANA PLANT IN SERVICE (ASSIGNED &amp; ALLOCATED)

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1				
2	<b>Natural Gas Storage and Processing Plant</b>			
3				
4	Underground Storage Plant			
5				
6	350.1 Land			
7	350.2 Rights-of-Way			
8	351 Structures & Improvements			
9	352 Wells			
10	352.1 Storage Leaseholds & Rights			
11	352.2 Reservoirs			
12	352.3 Non-Recoverable Natural Gas			
13	353 Lines			
14	354 Compressor Station Equipment			
15	355 Measuring & Regulating Equipment			
16	356 Purification Equipment			
17	357 Other Equipment			
18				
19	<b>Total Underground Storage Plant</b>			
20				
21	Other Storage Plant			
22				
23	360 Land & Land Rights			
24	361 Structures & Improvements			
25	362 Gas Holders			
26	363 Purification Equipment			
27	363.1 Liquification Equipment			
28	363.2 Vaporizing Equipment			
29	363.3 Compressor Equipment			
30	363.4 Measuring & Regulating Equipment			
31	363.5 Other Equipment			
32				
33	<b>Total Other Storage Plant</b>			
34				
35	<b>TOTAL Natural Gas Storage and Processing Plant</b>			
36				
37	<b>Transmission Plant</b>			
38				
39	365.1 Land & Land Rights	45,380	45,380	
40	365.2 Rights-of-Way			
41	366 Structures & Improvements	887,505	887,505	
42	367 Mains	4,532,123	4,532,123	
43	368 Compressor Station Equipment	8,221,584	8,348,908	-2%
44	369 Measuring & Reg. Station Equipment	1,610,286	1,610,286	
45	370 Communication Equipment	24,650	24,650	
46	371 Other Equipment	61,947	61,947	
47				
48	<b>TOTAL Transmission Plant</b>	15,383,476	15,510,800	-1%

**MONTANA PLANT IN SERVICE (ASSIGNED & ALLOCATED)**

Year: 2012

	Account Number & Title	Last Year	This Year	% Change
1				
2	<b>Distribution Plant</b>			
3				
4	374 Land & Land Rights			
5	375 Structures & Improvements			
6	376 Mains			
7	377 Compressor Station Equipment			
8	378 Meas. & Reg. Station Equipment-General			
9	379 Meas. & Reg. Station Equipment-City Gate			
10	380 Services			
11	381 Meters			
12	382 Meter Installations			
13	383 House Regulators			
14	384 House Regulator Installations			
15	385 Industrial Meas. & Reg. Station Equipment			
16	386 Other Prop. on Customers' Premises			
17	387 Other Equipment			
18				
19	<b>TOTAL Distribution Plant</b>			
20				
21	<b>General Plant</b>			
22				
23	389 Land & Land Rights	16,678	16,678	
24	390 Structures & Improvements	97,192	97,192	
25	391 Office Furniture & Equipment	33,139	33,139	
26	392 Transportation Equipment	257,276	257,276	
27	393 Stores Equipment			
28	394 Tools, Shop & Garage Equipment			
29	395 Laboratory Equipment			
30	396 Power Operated Equipment			
31	397 Communication Equipment	16,306	16,306	
32	398 Miscellaneous Equipment			
33	399 Other Tangible Property			
34				
35	<b>TOTAL General Plant</b>	420,591	420,591	
36				
37	<b>TOTAL Gas Plant in Service</b>	40,490,981	40,873,616	-1%

## MONTANA DEPRECIATION SUMMARY

Year: 2012

	Functional Plant Classification	Plant Cost	Accumulated Depreciation		Current Avg. Rate
			Last Year Bal.	This Year Bal.	
1	Production & Gathering		18,077,957	20,445,265	
2	Products Extraction				
3	Underground Storage				
4	Other Storage				
5	Transmission		11,527,041	12,684,204	
6	Distribution				
7	General		94,742	197,610	
8	<b>TOTAL</b>		29,699,740	33,327,079	

## MONTANA MATERIALS &amp; SUPPLIES (ASSIGNED &amp; ALLOCATED)

SCHEDULE 21

	Account	Last Year Bal.	This Year Bal.	%Change
1				
2	151 Fuel Stock			
3	152 Fuel Stock Expenses - Undistributed			
4	153 Residuals & Extracted Products			
5	154 Plant Materials & Operating Supplies:			
6	Assigned to Construction (Estimated)			
7	Assigned to Operations & Maintenance			
8	Production Plant (Estimated)	2,143,537	2,034,784	5%
9	Transmission Plant (Estimated)			
10	Distribution Plant (Estimated)			
11	Assigned to Other			
12	155 Merchandise			
13	156 Other Materials & Supplies			
14	163 Stores Expense Undistributed			
15				
16	<b>TOTAL Materials &amp; Supplies</b>	2,143,537	2,034,784	5%

## MONTANA REGULATORY CAPITAL STRUCTURE &amp; COSTS

SCHEDULE 22

	Commission Accepted - Most Recent	% Cap. Str.	% Cost Rate	Weighted Cost
1	Docket Number D2005.4.48			
2	Order Number 6646b			
3				
4	Common Equity			
5	Preferred Stock			
6	Long Term Debt	43.10%	4.47%	1.93%
7	Other	56.90%	10.31%	5.87%
8	<b>TOTAL</b>	100.00%		7.79%
9				
10	Actual at Year End			
11				
12	Common Equity			
13	Preferred Stock			
14	Long Term Debt			
15	Other	100.00%	-6.70%	-6.70%
16	<b>TOTAL</b>	100.00%		-6.70%

## STATEMENT OF CASH FLOWS

Year: 2012

	Description	Last Year	This Year	% Change
1				
2	Increase/(decrease) in Cash & Cash Equivalents:			
3				
4	<b>Cash Flows from Operating Activities:</b>			
5	Net Income	(410,250)	(2,885,652)	86%
6	Depreciation	1,564,088	796,415	96%
7	Amortization			
8	Deferred Income Taxes - Net			
9	Investment Tax Credit Adjustments - Net			
10	Change in Operating Receivables - Net	(284,072)	237,341	-220%
11	Change in Materials, Supplies & Inventories - Net	281,147	108,751	159%
12	Change in Operating Payables & Accrued Liabilities - Net	87,668	366,141	-76%
13	Allowance for Funds Used During Construction (AFUDC)			
14	Change in Other Assets & Liabilities - Net			
15	Other Operating Activities (explained on attached page)		2,936,000	-100%
16	<b>Net Cash Provided by/(Used in) Operating Activities</b>	<b>1,238,581</b>	<b>1,558,996</b>	<b>-21%</b>
17				
18	<b>Cash Inflows/Outflows From Investment Activities:</b>			
19	Construction/Acquisition of Property, Plant and Equipment	(870,644)	(266,033)	-227%
20	(net of AFUDC & Capital Lease Related Acquisitions)			
21	Acquisition of Other Noncurrent Assets			
22	Proceeds from Disposal of Noncurrent Assets			
23	Investments In and Advances to Affiliates			
24	Contributions and Advances from Affiliates			
25	Disposition of Investments in and Advances to Affiliates			
26	Other Investing Activities (explained on attached page)			
27	<b>Net Cash Provided by/(Used in) Investing Activities</b>	<b>(870,644)</b>	<b>(266,033)</b>	<b>-227%</b>
28				
29	<b>Cash Flows from Financing Activities:</b>			
30	Proceeds from Issuance of:			
31	Long-Term Debt			
32	Preferred Stock			
33	Common Stock			
34	Other:			
35	Net Increase in Short-Term Debt			
36	Other:			
37	Payment for Retirement of:			
38	Long-Term Debt			
39	Preferred Stock			
40	Common Stock			
41	Other:			
42	Net Decrease in Short-Term Debt			
43	Dividends on Preferred Stock			
44	Dividends on Common Stock			
45	Other Financing Activities (explained on attached page)			
46	<b>Net Cash Provided by (Used in) Financing Activities</b>			
47				
48	<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>367,937</b>	<b>1,292,963</b>	<b>-72%</b>
49	<b>Cash and Cash Equivalents at Beginning of Year</b>	<b>4,921,935</b>	<b>5,289,872</b>	<b>-7%</b>
50	<b>Cash and Cash Equivalents at End of Year</b>	<b>5,289,872</b>	<b>6,582,835</b>	<b>-20%</b>



**LONG TERM DEBT**

Year: 2012

	Description	Issue Date Mo./Yr.	Maturity Date Mo./Yr.	Principal Amount	Net Proceeds	Outstanding Per Balance Sheet	Yield to Maturity	Annual Net Cost Inc. Prem/Disc.	Total Cost %
1	N/A								
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
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28									
29									
30									
31									
32	<b>TOTAL</b>								

**PREFERRED STOCK**

Year: 2012

	Series	Issue Date Mo./Yr.	Shares Issued	Par Value	Call Price	Net Proceeds	Cost of Money	Principal Outstanding	Annual Cost	Embed. Cost %
1	N/A									
2										
3										
4										
5										
6										
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9										
10										
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26										
27										
28										
29										
30										
31										
32	<b>TOTAL</b>									

Company Name: Havre Pipeline Co., LLC

**SCHEDULE 26**

**COMMON STOCK**

Year: 2012

		Avg. Number of Shares Outstanding	Book Value Per Share	Earnings Per Share	Dividends Per Share	Retention Ratio	Market Price High	Market Price Low	Price/ Earnings Ratio
		N/A							
1									
2									
3									
4	January								
5									
6	February								
7									
8	March								
9									
10	April								
11									
12	May								
13									
14	June								
15									
16	July								
17									
18	August								
19									
20	September								
21									
22	October								
23									
24	November								
25									
26	December								
27									
28									
29									
30									
31									
32	TOTAL Year End								

## MONTANA EARNED RATE OF RETURN

Year: 2012

	Description	Last Year	This Year	% Change
	Rate Base			
1				
2	101 Plant in Service	40,490,981	40,873,615	0.94%
3	108 (Less) Accumulated Depreciation	(29,699,740)	(33,327,079)	-12.21%
4	<b>NET Plant in Service</b>	<b>10,791,241</b>	<b>7,546,536</b>	<b>-30.07%</b>
5				
6	Additions			
7	154, 156 Materials & Supplies	2,143,537	2,034,786	-5.07%
8	165 Prepayments			
9	Other Additions			
10	<b>TOTAL Additions</b>	<b>2,143,537</b>	<b>2,034,786</b>	<b>-5.07%</b>
11				
12	Deductions			
13	190 Accumulated Deferred Income Taxes			
14	252 Customer Advances for Construction			
15	255 Accumulated Def. Investment Tax Credits			
16	Other Deductions			
17	<b>TOTAL Deductions</b>			
18	<b>TOTAL Rate Base</b>	<b>12,934,778</b>	<b>9,581,322</b>	<b>-25.93%</b>
19				
20	<b>Net Earnings</b>	<b>(410,250)</b>	<b>(2,852,651)</b>	<b>-595.34%</b>
21				
22	<b>Rate of Return on Average Rate Base</b>	<b>-3.172%</b>	<b>-29.773%</b>	<b>-838.71%</b>
23				
24	<b>Rate of Return on Average Equity</b>			
25				
26	Major Normalizing Adjustments & Commission			
27	Ratemaking adjustments to Utility Operations			
28				
29				
30				
31				
32				
33				
34				
35				
36				
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40				
41				
42				
43				
44				
45				
46				
47	<b>Adjusted Rate of Return on Average Rate Base</b>			
48				
49	<b>Adjusted Rate of Return on Average Equity</b>			

## MONTANA COMPOSITE STATISTICS

Year: 2012

	Description	Amount
1		
2	Plant (Intrastate Only) (000 Omitted)	
3		
4	101 Plant in Service	40,874
5	107 Construction Work in Progress	5
6	114 Plant Acquisition Adjustments	
7	105 Plant Held for Future Use	
8	154, 156 Materials & Supplies	2,035
9	(Less):	
10	108, 111 Depreciation & Amortization Reserves	
11	252 Contributions in Aid of Construction	
12		
13	<b>NET BOOK COSTS</b>	<b>42,914</b>
14		
15	Revenues & Expenses (000 Omitted)	
16		
17	400 Operating Revenues	6,239
18		
19	403 - 407 Depreciation & Amortization Expenses	724
20	Federal & State Income Taxes	
21	Other Taxes	1,051
22	Other Operating Expenses	4,672
23	TOTAL Operating Expenses	6,447
24		
25	Net Operating Income	(208)
26		
27	415 - 421.1 Other Income	
28	421.2 - 426.5 Other Deductions	
29		
30	<b>NET INCOME</b>	<b>(208)</b>
31		
32	Customers (Intrastate Only)	
33		
34	Year End Average:	
35	Residential	125
36	Commercial	4
37	Industrial	
38	Other	
39		
40	<b>TOTAL NUMBER OF CUSTOMERS</b>	<b>129</b>
41		
42	Other Statistics (Intrastate Only)	
43		
44	Average Annual Residential Use (Mcf or Dkt))	
45	Average Annual Residential Cost per (Mcf or Dkt) (\$) *	
46	* Avg annual cost = [(cost per Mcf or Dkt x annual use) + ( mo. svc chrg x 12)]/annual use	
47	Average Residential Monthly Bill	
48	Gross Plant per Customer	

Company Name: Havre Pipeline Co., LLC

SCHEDULE 29

**MONTANA CUSTOMER INFORMATION**

Year: 2012

	City/Town	Population (Include Rural)	Residential Customers	Commercial Customers	Industrial & Other Customers	Total Customers
1	Blaine, Chouteau and Hill Counties	28,400	125		4	129
2	Farmstead Customers					
3						
4						
5	Blaine, Chouteau and Hill Counties	28,400			2	2
6	Gas Transmission Customers					
7						
8						
9						
10						
11						
12						
13						
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15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						
26						
27						
28						
29						
30						
31						
32	<b>TOTAL Montana Customers</b>	56,800	125		6	131

## MONTANA EMPLOYEE COUNTS

Year: 2012

	Department	Year Beginning	Year End	Average
1	N/A			
2				
3				
4				
5				
6				
7				
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47				
48				
49				
50	TOTAL Montana Employees			

**MONTANA CONSTRUCTION BUDGET (ASSIGNED & ALLOCATED)**

Year: 2013

	Project Description	Total Company	Total Montana
1	Update pipeline simulations	49,900	49,900
2	Update HPC office building for computer hardware	199,600	199,600
3	HPC solar powered methanol injectors	28,000	28,000
4			
5			
6			
7			
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49			
50	<b>TOTAL</b>	<b>277,500</b>	<b>277,500</b>