

STATE OF SOUTH DAKOTA)
:
COUNTY OF HUGHES)

IN CIRCUIT COURT

SIXTH JUDICIAL CIRCUIT

In the Matter of the Request for a Declaratory Ruling by NorthWestern Corporation d/b/a NorthWestern Energy regarding the Recovery of Curtailed Energy Costs through the Fuel Adjustment Clause

**Affidavit of Al Brogan for Admission
*Pro Hac Vice***

STATE OF MONTANA)
: ss
COUNTY OF LEWIS & CLARK)

Al Brogan, being first duly sworn upon oath, states and alleges as follows:

1) I am corporate counsel for NorthWestern Corporation d/b/a NorthWestern Energy. I submit this affidavit in support of the Motion for Admission *Pro Hac Vice* of Al Brogan.

2) My post office address is:

Al Brogan
NorthWestern Energy
208 N. Montana Avenue, Suite 205
Helena, MT 59601

3) I will associate with Timothy P. Olson. Mr. Olson is a resident practicing attorney in South Dakota and a member of the State Bar of South Dakota. Mr. Olson's office address is:

Timothy P. Olson
NorthWestern Energy
3010 West 69th Street
Sioux Falls, SD 57108

4) I am a member in good standing of the State Bar of Montana.

5) I have not been the subject of disciplinary action by the bar or courts of the state of Montana or of any state during the preceding five years.

6) I have not been denied admission to the courts of any state or to any federal court during the preceding five years.

7) I am familiar with the rules of the State Bar of South Dakota governing the conduct of members of the State Bar of South Dakota. I will at all times abide by and comply with these rules so long as this matter is pending and so long as I have not withdrawn as counsel.

8) I am not in private practice. I will be appearing on behalf of my employer, NorthWestern Energy. I am employed by NorthWestern Energy on a full-time basis. Appearance in this matter is part of my duties as corporate counsel. I am not receiving additional compensation for appearing in this matter.

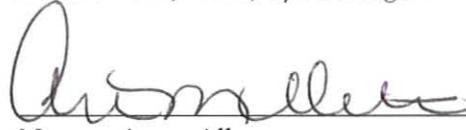
Further affiant sayeth naught.

Dated this 29th day of November, 2012.



Al Brogan

Signed and sworn to before me this 29th day of November, 2012, by Al Brogan.



Name: Anna Albertson
Notary Public for the State of Montana
Residing at: Helena, Montana
My commission expires: January 14, 2013

