

STATE OF SOUTH DAKOTA)
:
COUNTY OF HUGHES)

IN CIRCUIT COURT
SIXTH JUDICIAL CIRCUIT

In the Matter of the Complaint by
Oak Tree Energy LLC against NorthWestern
Energy for refusing to enter into a Purchase
Power Agreement, Docket No. EL11-006

**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, Corporate Counsel
NorthWestern Energy
208 N. Montana Avenue, Suite 205
Helena, MT 59601

3) I will associate with Sara Greff Dannen. Ms. Dannen is a resident practicing attorney in South Dakota and a member of the State Bar of South Dakota. Ms. Dannen's office address is:

Sara Greff Dannen, Corporate Counsel
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 I will at all times abide by and comply with these rules so long as this matter is pending and so long as I have not withdrawn as counsel.

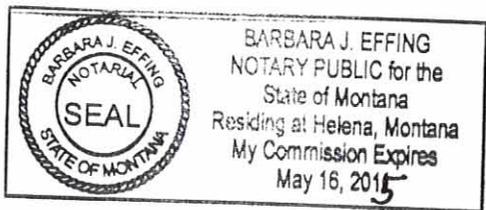
8) I am not in private practice. I will be appearing on behalf of my employer, NorthWestern Energy. I am employed by NorthWestern Energy on a full-time basis. Appearance in this matter is part of my duties as corporate counsel. I am not receiving additional compensation for appearing in this matter.

Further affiant sayeth naught.

Dated this 3 day of June, 2011.

Al Brogan
Al Brogan

Signed and sworn to before me this 3rd day of June, 2011, by Al Brogan.



Barbara J. Effing
Name: Barbara J. Effing
Notary Public for the State of Montana
Residing at: Helena, Montana
My commission expires: May 16, 2015