

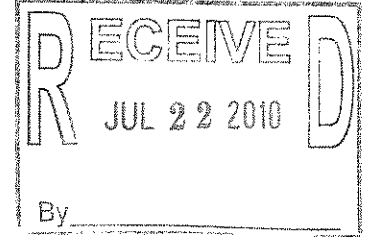
NorthWestern Energy

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July 15, 2010

Mike Uda
Doney, Crowley, Bloomquist, Payne, Uda, P.C.
PO Box 1185
Helena, MT 59624-1185



RE: Oak Tree Energy LLC – QF Negotiation with NorthWestern Energy

Dear Mr. Uda:

NorthWestern Energy (NWE or NorthWestern) has reviewed your email dated July 2, 2010 (copy enclosed) regarding Oak Tree Energy's Notification of Dispute with NWE and a request for certain NWE Energy Supply information, and provides the following initial response:

1. NorthWestern does not have a need for capacity to meet current or forecasted demand through the end of 2012. In NorthWestern's submittal to the Midcontinent Area Power Pool (MAPP), NorthWestern identifies the capacity portfolio for 2008, 2009, 2010 and 2011. The link to MAPP is attached for your review and NorthWestern's information is on pages 259 to 270 of the public document under - reports/2009 MAPP Load and Capability Report.
<http://www.mapp.org/DesktopDefault.aspx?Params=454b040717565c79401a0c0b7b615d4600000003cd>

2. NorthWestern's updated Renewable Energy Objective (REO) annual report was filed with the PUC on June 30, 2010. A copy of that filing is also enclosed. As noted in the cover letter accompanying the filing, NorthWestern remains committed to meeting the voluntary REO of 10% by 2015 (please see SDCL 49-34A-101), while balancing the "cost effectiveness" of any renewable resources to other electricity supply alternatives, and ultimately, the impact on our customers rates (please see SDCL 49-34A-104).

3. NorthWestern's South Dakota electric system is different than and not integrated with our electric system in Montana and they exist in different regulatory and balancing authorities. NorthWestern filed an update to its avoided cost tariffs on June 29, 2010 with the South Dakota Public Utilities Commission (PUC). You can review the filing and applicable public documents located on the PUC's website at: <http://www.puc.sd.gov/Dockets/Electric/2010/e110-008.aspx>. NorthWestern has enough baseload generation to meet current annual energy needs and is currently selling any excess generation into the wholesale open market. To purchase power at costs above our avoided cost and at times when not needed or when less expensive resources are available would have a significant impact on South Dakota electric rates and our avoided cost rate structure. Specifically, as allowed under CFR 292.304, a utility is allowed to reflect impacts to the utility if it must sell power from a QF to the wholesale market at a loss in its avoided cost rates.

NorthWestern appreciates your interest in renewable energy in South Dakota. The filed avoided cost rate mentioned above is the allowable rate for Qualifying Facilities. NorthWestern would be interested in any discussions that would add cost effective renewable resources to our portfolio that would maintain or reduce the costs to our customers.

Thank you.

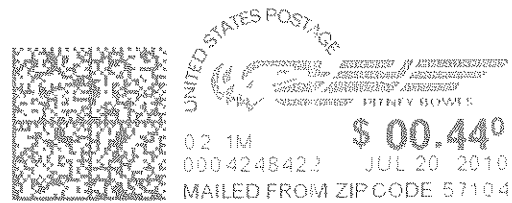
Sincerely,

Bleau LaFave
Director SD Supply and Development

Cc: Pam Bonrud – Director Government and Regulatory Affairs
John Hines – Chief Supply Officer
Sara Dannen – Corporate Counsel
Dennis Wagner – General Manager SD Production and Generation

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