



February 18, 2014

Ms. Kate Whitney
Montana Public Service Commission
1701 Prospect Avenue
P.O. Box 202601
Helena, MT 59620-2601

RE: Docket No. D2013.12.85
PPLM Hydro Assets Purchase
MCC Set 1 Data Requests (001-015)
UPDATES TO MCC-006, MCC-007, MCC-008, MCC-009, MCC-010, MCC-014

Dear Ms. Whitney:

Enclosed for filing is a copy of NorthWestern Energy's updated responses to MCC Set 1 data requests listed above. A hard copy will be mailed to the most recent service list in this Docket this date. The Montana Public Service Commission and the Montana Consumer Counsel will be served by hand delivery this date. These data responses will also be e-filed on the PSC website and emailed to counsel of record.

Should you have questions please contact Joe Schwartzenberger at 406 497-3362.

Sincerely,

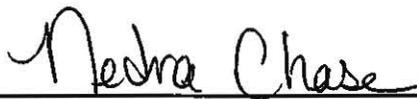
Nedra Chase
Administrative Assistant
Regulatory Affairs

NC/nc
CC: Service List

CERTIFICATE OF SERVICE

I hereby certify that a copy of NorthWestern Energy's updated responses to MCC-006, MCC-007, MCC-008, MCC-009, MCC-010, and MCC-014 in MCC Set 1 (001-015) data requests in Docket D2013.12.85 (PPLM Hydro Assets Purchase) has been hand delivered to the Montana Public Service Commission and to the Montana Consumer Counsel this date. The updated responses will be e-filed on the PSC website and served on the most recent service list by mailing a copy thereof by first class mail, postage prepaid. A copy will also be emailed to counsel of record.

Date: February 18, 2014



Nedra Chase
Administrative Assistant
Regulatory Affairs

**Docket No D2013.12.85
Hydro Assets Purchase
Service List**

Joe Schwartzberger
NorthWestern Energy
40 E Broadway
Butte MT 59701

Patrick R Corcoran
NorthWestern Energy
40 E Broadway
Butte MT 59701

Nedra Chase
NorthWestern Energy
40 E Broadway
Butte MT 59701

Al Brogan
NorthWestern Energy
208 N Montana Ave Suite 205
Helena MT 59601

Sarah Norcott
NorthWestern Energy
208 N Montana Ave Suite 205
Helena MT 59601

Kate Whitney
Montana Public Service Commission
1701 Prospect Ave Box 202601
Helena MT 59620-2601

Robert A Nelson
Montana Consumer Counsel
111 North Last Chance Gulch Ste1B
Helena MT 59620-1703

John W Wilson
J W Wilson & Associates
1601 N Kent Ste 1104
Arlington VA 22209

Albert E Clark
2871 Conway Rd. 127
Orlando FL 32812

Michael J Uda
Uda Law Firm, P C
601 S Montana Ave
Helena MT 59601

Roger Kirk/Ben Singer
Hydrodynamics Inc
825 W. Rocky Creek Rd.
Bozeman MT 59715

Joe Hovenkotter Gen Counsel
Energy Keepers Inc
110 Main Street Suite 304
Polson MT 59860

Ranald McDonald
CSKT Tribal Legal Dept
P O Box 278
Pablo MT 59855

Thorvald Nelson
Holland & Hart LLP
6380 South Fiddlers Green Circle
Suite 500
Greenwood Village CO 80111

Nikolas Stoffel
Holland & Hart LLP
6380 South Fiddlers Green Circle
Suite 500
Greenwood Village CO 80111

Charles Magraw
501 8th Ave
Helena MT 59601

Dr Thomas Power
920 Evans
Missoula MT 59801

Fred Szufnarowski
Essex Partnership, LLC
65 Main St. Suite 22
Ivoryton, CT 06442

NorthWestern Energy
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Montana Consumer Counsel (MCC)
Set 1 (001-015)

Data Requests received January 3, 2014

MCC-006

Regarding: Due Diligence
Witness: All Relevant Witnesses

Please provide all components of any due diligence analysis that was done by or for NWE regarding the acquisition of PPLM's hydroelectric properties (and all exhibits and/or attachments thereto).

RESPONSE:

NorthWestern objects to MCC-006 to the extent that it may seek to compel the production of material protected by the attorney client privilege or the work product doctrine, including NorthWestern's communications with its counsel or the work product, mental notes or impressions of NorthWestern's counsel. NorthWestern has attached a privilege log detailing any documents withheld due to a claim of privilege. Some of the pages produced in response to MCC-006 contain notations indicating that they are attorney work product and privileged and confidential. The notations were added when the pages were created. NorthWestern is not claiming that all material on pages with that notation is protected by the attorney client privilege or the work product doctrine. NorthWestern is only asserting the protection of the attorney client privilege and/or the work product doctrine with respect to that specific material listed on the privilege log. NorthWestern also objects to this request on grounds that it is vague, ambiguous, overly broad, imprecise, and utilizes terms that may contain proprietary or confidential business information which may only be disclosed subject to a suitable protective order. Specifically, the term "due diligence analysis" is vague, ambiguous, overbroad, imprecise, and subject to multiple interpretations. Without waiving any of these objections, NorthWestern responds as set forth below.

For purposes of this response, NorthWestern defines the term "components of any due diligence analysis" to mean the final versions of documents prepared either internally or by NorthWestern's outside advisors (with the exception of materials protected by the work product doctrine or the attorney client privilege), analyzing the information and data provided by PPLM and collected through NorthWestern's own investigations regarding the hydroelectric properties and presented to NorthWestern's Board of Directors. NorthWestern limits its response to those documents prepared after October 24, 2012 through the date the Purchase and Sale Agreement for the sale of the hydroelectric properties was signed on September 26, 2013. Please see the documents in the folder labeled "MCC-006" on the attached CD. Except as described in the next paragraph, these are all of the documents NorthWestern has identified as responsive as of Friday, January 24, 2014.

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MCC-006 cont'd

Additional reports from Credit Suisse were presented to the Board of Directors and were part of NorthWestern's due diligence analysis. NorthWestern's agreement with Credit Suisse requires it to obtain consent before making public any Credit Suisse information. NorthWestern desires to produce those reports in response to this Data Request and has sought permission from Credit Suisse to do so. NorthWestern has not yet received a response from Credit Suisse.

UPDATED RESPONSE (February 18, 2014):

NorthWestern believes it has provided a full and reasonable response to the request made for "due diligence analysis" with the documents that it provided on January 24, 2014. It is, however, providing additional information in this response to address the specific concerns raised by MCC, which NorthWestern believes will confirm that the produced materials contain all of the requested information. NorthWestern is also producing additional documents with this response that were prepared by NorthWestern's outside advisor, Credit Suisse, (with exception of materials protected by the work product doctrine or the attorney client privilege) analyzing the information and data provided by PPLM and collected through NorthWestern's own investigations regarding the hydroelectric properties. (See documents in the folder labeled "MCC-006" on the attached CD.) NorthWestern has produced documents and answers in response to other data requests that asked for specific documents that would also be responsive to this question. In addition, the privilege logs reflect the legal work conducted by outside counsel on matters such as environmental risk and FERC issues. NorthWestern's response to this data request should be read in conjunction with all of the other documents it has produced.

To date, NorthWestern has responded to this request by producing all non-privileged documents relating to the potential acquisition of PPLM's hydroelectric properties considered by NorthWestern's Board of Directors. These documents include "the final versions of documents prepared either internally or by NorthWestern's outside advisors (with exception of materials protected by the work product doctrine or the attorney client privilege), analyzing the information and data provided by PPLM and collected through NorthWestern's own investigations regarding the hydroelectric properties and presented to NorthWestern's Board of Directors." (NorthWestern's January 24, 2014 response.) NorthWestern has produced all due diligence analysis – in fact, all documents of any kind relating to PPLM's hydro properties – provided to its Board of Directors from October 24, 2012 – the first meeting when the Board discussed the potential acquisition of PPLM's hydroelectric properties – through September 26, 2013, when NorthWestern formalized its decision to acquire the hydroelectric properties through

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MCC-006 cont'd

the signing of the Purchase and Sale Agreement. The Board of Directors was the decision-maker in this case and so it was imperative that they receive the due diligence analysis to fulfill their fiduciary duty. The Board materials provided the final analysis of NorthWestern and its outside advisors on the key issues. It thus seems reasonable to define “due diligence analysis” in terms of the documents provided to the Board.

MCC, however, contends NorthWestern’s response is insufficient for four reasons. NorthWestern is prepared to address each of these concerns.

First, MCC notes NorthWestern’s extensive discussion in its prefiled testimony of its due diligence efforts and calls particular attention to the testimony of William T. Rhoads regarding “the due diligence process” (page 7, line 1) and the reference in a question to “due diligence analysis” (page 12, line 13). MCC seems to be suggesting that the due diligence analysis relating to some or all of the matters discussed in Mr. Rhoads’ testimony was not among the Board materials. This is not the case. Mr. Rhoads’ testimony focused only on certain aspects of NorthWestern’s due diligence – operations, maintenance, engineering and environmental – and the due diligence analysis on all of these matters was provided to the Board. In fact, the due diligence analysis provided to the Board went far beyond the technical and environmental issues discussed in Mr. Rhoads’ testimony and covered other matters such as valuation and business operations.

Second, MCC contends NorthWestern should not limit its response to information provided by PPLM. NorthWestern does not attempt to do so. As indicated in the Company’s January 24th response, NorthWestern has produced documents prepared internally or by the Company’s outside advisors analyzing information and data *collected through NorthWestern’s own investigations*, as well as provided by PPLM. Examples include NorthWestern’s internal assessment of the risks and benefits associated with both the first proceeding, Mustang I, and the second, Mustang II. These assessments are based on internal expertise and judgment, coupled with the conducted due diligence.

Third, MCC objects to NorthWestern limiting its response to documents prepared between October 24, 2012 and September 26, 2013. As explained above, however, there was no due diligence analysis – in fact, no documents of any kind relating to the potential acquisition of PPLM’s hydro properties – submitted to the Board before October 24, 2012. NorthWestern has limited the end date for production to September 26, 2013 as that is the date on which the Board made its decision.

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MCC-006 cont'd

Fourth, MCC claims NorthWestern is inappropriately withholding documents prepared by Credit Suisse. NorthWestern is producing those materials today, after having obtained consent from Credit Suisse.

The MCC has not identified any specific documents, or even types of document, that NorthWestern has failed to produce. The Board materials contain the due diligence analysis developed by NorthWestern and its outside advisors. MCC does not directly dispute this point but seems to be concerned that the Company is withholding some of the documents provided to the Board because they were generated before October 24, 2012 or were based on information and data collected through NorthWestern's own investigations. As explained above, this is not the case. In addition, when you consider the entirety of NorthWestern's production, the Company's response to this request is reasonable, even under a very broad definition of "due diligence analysis." If after considering this response MCC continues to find NorthWestern's production to be insufficient, the Company is prepared to entertain additional requests for specific documents.

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MCC-007

Regarding: Due Diligence
Witness: All Relevant Witnesses

Please identify in detail all documents that were reviewed by NWE or its advisors in conjunction with any due diligence analysis of the hydroelectric property acquisition.

RESPONSE:

NorthWestern objects to MCC-007 to the extent that it may seek to compel identification or the production of material protected by the attorney client privilege or the work product doctrine, including NorthWestern's communications with its counsel or the work product, mental notes or impressions of NorthWestern's counsel. The privilege log produced in response to MCC-006 includes privileged documents that would be responsive to this data request. NorthWestern also objects to this request on grounds that it is vague, ambiguous, overly broad, and imprecise. Specifically, the term "due diligence analysis" is vague, ambiguous, overbroad, imprecise, and subject to multiple interpretations. Additionally, it is not possible to identify every document reviewed by any employee of NorthWestern or any of its advisors for a process that extended over many months. NorthWestern further objects to this data request on the grounds that it is unnecessary. This is unnecessary because of the significant documents that were referenced in or attached to the prefiled testimony, referenced in or attached to exhibits to the testimony, referenced or included in the electronic data supporting tables and charts and electronic workpapers provided December 23, 2013, and the documents that have been produced in response to other data requests in this docket. Without waiving said objection, NorthWestern responds that it and its advisors reviewed documents in PPLM's Data Room, documents available on FERC's website, and others.

UPDATED RESPONSE (February 18, 2014):

The majority of documents reviewed by NorthWestern or its advisors were provided by PPLM in its Data Room or were found on the FERC website. In response to MCC's request, "other" documents or information reviewed by NorthWestern or its advisors included:

- 1) PPLM's responses to written questions submitted by NorthWestern and its advisors, as set forth in the Q&A logs which have been produced in response to MCC-009. See e.g., MCC_009_00000218.pdf, MCC_009_00000261.pdf, and MCC_009_00000131.pdf in the folder labeled "MCC-009" on the CD attached to MCC-006.

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MCC-007 cont'd

- 2) Documents provided by PPLM at meetings with NorthWestern, such as the meeting in Billings on November 14, 2012. These documents are being provided in response to MCC-009 and MCC-010. See e.g., MCC_010_00000001.pdf in the folder labeled "MCC-010" on the CD attached to MCC-006.
- 3) Judicial and administrative filings and decisions related to PPLM hydroelectric properties. These would include, for example, the relevant matters identified in the Purchase and Sale Agreement, Schedules 3.6(a) and 3.6(b). They would also include judicial and administrative filings reflected in our outside counsel's evaluation of PPLM's water rights, environmental and FERC risks.
- 4) Documents referenced in witnesses' testimony or exhibits.

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MCC-008

Regarding: Acquisition Analysis
Witness: All Relevant Witnesses

Please provide copies of any NWE internal documents or advisory documents that criticized or questioned any aspects of the hydroelectric property acquisition.

RESPONSE:

NorthWestern objects to this request on the grounds that it is overbroad, oppressive, and unduly burdensome. NorthWestern further objects to this data request to the extent that it may seek to compel the production of material protected by the attorney client privilege or the work product doctrine, including NorthWestern's communications with its counsel or the work product, mental notes or impressions of NorthWestern's counsel. NorthWestern also objects that the term "criticized or questioned any aspects" is vague, ambiguous, and subject to multiple interpretations. Without waiving said objections, NorthWestern responds that the documents to be provided in response to Data Request MCC-006 show the questions and concerns that were raised during the process.

UPDATED RESPONSE (February 18, 2014):

As the parties to this docket know, in the course of its due diligence, NorthWestern undertook a critical evaluation of the transaction, and the results of that evaluation are contained in the documents presented to the Board of Directors and previously produced in response to MCC-006. NorthWestern does not have, and did not receive during the performance of its due diligence, any internal or advisory documents that recommended or advised the Company against the acquisition of the hydroelectric properties.

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MCC-009

Regarding: Acquisition Analysis
Witness: All Relevant Witnesses

Please provide copies of all communications (and any attachments or documents related thereto) between PPLM (or any affiliate thereof) and NWE (or any affiliate or employee or advisor thereof) regarding NWE's potential acquisition of PPLM's hydroelectric properties.

RESPONSE:

NorthWestern objects to this data request to the extent that it seeks information or documents not relevant to the issues in this docket, which is beyond the permissible scope of discovery. The scope of discovery is limited to non-privileged matters that are relevant. M. R. Civ. P. 26(b)(1). The information sought must be reasonably calculated to the discovery of admissible evidence. *Id.* Initially, the party responding to discovery must make a good faith determination of relevance. If the party responding is not permitted to determine the relevance of material and is required to produce all material so that the requesting party can determine relevance, the limitation that irrelevant information or documents are not discoverable is violated. NorthWestern objects to this data request to the extent that it seeks information or documents that are protected by privilege or work product. Privileged information and documents are not discoverable. M. R. Civ. P. 26(b)(1), § 26-1-803, MCA. NorthWestern has provided a Privilege Log that complies with the provisions of M. R. Civ. P. 26(b)(6). The Privilege Log is located in the folder labeled "MCC-009" on the CD attached to Data Request MCC-006. NorthWestern objects to this data request to the extent that it is overly broad; seeks the production of documents without reference to a time period or with reference to a time period that has no relevance to the matters at issue in this proceeding; calls for the production of documents that are cumulative or contain duplicative information without a specific determination as to their relevance and the need for them, especially in light of the time and expense required to gather and produce the voluminous requested documents; and imposes on NorthWestern undue expense or unreasonable burden. There are over 7,400 emails and attachments that are potentially responsive to this data request. In a meeting with the MCC, NorthWestern suggested that the MCC narrow its request to seeking information about specific issues and involving particular individuals. NorthWestern provided the MCC a list of the issues by which emails and documents had been classified and agreed to identify the core individuals. The core NorthWestern team involved: Brian Bird, Heather Grahame, John Hines, Pat Corcoran, Michael Cashell, and Dan Rausch.

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MCC-009 cont'd

UPDATED RESPONSE (February 18, 2014):

NorthWestern appreciates MCC's willingness to limit the communications for purposes of this request to Brian Bird, Heather Grahame, John Hines, Pat Corcoran, Michael Cashell, and Dan Rausch. With this modification, NorthWestern is producing responsive, non-privileged documents. See the folder labeled "MCC-009" on the CD attached to MCC-006.

For purposes of this response, NorthWestern has defined "PPLM (or any affiliate thereof)" to include PPL, PPLM, UBS (PPL's financial advisor on the hydroelectric sale), and Simpson Thacher & Bartlett LLP (PPL's outside counsel). NorthWestern has defined "NorthWestern (or any affiliate or employee or advisor thereof)" to include NorthWestern, Credit Suisse (NorthWestern's financial advisor), Skadden, Arps, Slate, Meagher & Flom LLP (NorthWestern's outside counsel), Dorsey & Whitney LLP (NorthWestern's outside environmental counsel), and Shaw/CB&I (NorthWestern's Independent Engineer). In addition, NorthWestern has defined "communications" to mean both e-mail and mail communications, except for such communications relating to draft agreements, draft presentations, draft reports or draft analyses. Attachments or enclosures to responsive communications are also included. Responsive documents generated before February 11, 2013 are being produced to the extent they were not destroyed by NorthWestern pursuant to the Confidentiality Agreement discussed in earlier responses. The Confidentiality Agreement was filed as Attachment 1 to NorthWestern's response to PSC-003. NorthWestern is not providing any communications after September 26, 2013 as that is the date the agreement was signed.

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MCC-010

Regarding: Acquisition Analysis
Witness: All Relevant Witnesses

Please identify by date all meetings (in person or telephonic) that occurred between NWE (including employees or representatives thereof) and PPLM (or representatives or employees thereof) regarding any aspect of the potential hydroelectric property acquisition by NWE. Please identify the person or persons involved in those meetings and provide copies of all notes and other documents related to those meetings.

RESPONSE:

NorthWestern objects to this data request to the extent that it seeks information or documents not relevant to the issues in this docket, which is beyond the permissible scope of discovery. The scope of discovery is limited to non-privileged matters that are relevant. M. R. Civ. P. 26(b)(1). The information sought must be reasonably calculated to the discovery of admissible evidence. *Id.* Initially, the party responding to discovery must make a good faith determination of relevance. If the party responding is not permitted to determine the relevance of material and is required to produce all material so that the requesting party can determine relevance, the limitation that irrelevant information or documents are not discoverable is violated. NorthWestern objects to this data request to the extent that it seeks information or documents that are protected by privilege or work product. Privileged information and documents are not discoverable. M. R. Civ. P. 26(b)(1), § 26-1-803, MCA. NorthWestern has attached a Privilege Log that complies with the provisions of M. R. Civ. P. 26(b)(6). NorthWestern objects to this data request to the extent that it is overly broad; seeks the production of documents without reference to a time period or with reference to a time period that has no relevance to the matters at issue in this proceeding; calls for the production of documents that are cumulative or contain duplicative information without a specific determination as to their relevance and the need for them, especially in light of the time and expense required to gather and produce the voluminous requested documents; and imposes on NorthWestern undue expense or unreasonable burden.

NorthWestern Energy and its representatives had both in-person meetings and telephonic communications with PPLM regarding the potential hydroelectric acquisition. It is impossible to identify all of the telephonic communications that took place. NorthWestern does not have records of incoming calls to its landline telephones. For outgoing calls, its invoice from its telecommunications provider does not detail the call numbers. While NorthWestern can run an internal report by telephone number of outgoing calls, NorthWestern believes that internal program was not functioning for three months beginning in June 2013. Moreover, even if there were communications, the fact that a communication took place does not mean it is relevant. As

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MCC-010 cont'd

over 70 individuals at NorthWestern had some role in the transaction, the burden of trying to identify any communication far outweighs any benefit.

As discussed with the MCC, NorthWestern recommends that the MCC narrow its request to seeking information about specific issues. The core NorthWestern team involved: Brian Bird, Heather Grahame, John Hines, Pat Corcoran, Michael Cashell and Dan Rausch.

Without waiving these objections, NorthWestern responds as follows:

NorthWestern interprets this request to concern meetings between May 2013 and the date that the Purchase and Sale Agreement was signed for PPLM's Hydro facilities.

In-person meetings:

- New York City. Aug. 27-28, 2013. The purpose of the meeting was to discuss and negotiate various provisions of the Purchase and Sale Agreement. The NorthWestern team was comprised of: Heather Grahame (Vice President and General Counsel), Brian Bird (Vice President and Chief Financial Officer), John Hines (Vice President – Supply), Michael Cashell (Vice President – Transmission), Pat Corcoran (Vice President – Government and Regulatory Affairs), and Dan Rausch (Treasurer). NorthWestern Energy representatives included NorthWestern's outside counsel: Andrew Brown (Dorsey & Whitney – Environmental Counsel); Lance Brasher (Partner, Skadden Arps); Ethan Schultz (Associate - Skadden Arps), and NorthWestern's financial advisor, Credit Suisse (Ahmad Masud, Michael Proskin and David Smith).

The PPL team was comprised of: Tom Douglass (Senior Counsel, PPL Services Corporation); Jeremy McGuire (Vice President – Strategic Development, PPL Strategic Development, LLC), Steve May (Vice President – Development, PPL Strategic Development, LLC), and Adam Star (Financial Analyst, PPL Strategic Development, LLC); UBS (Paul McNutt, Alan Felder, and Joon Lee); and PPL's outside counsel from Simpson Thacher & Bartlett LLP (David Lieberman, Brian Chisling).

The meeting involved negotiations over the Purchase and Sale Agreement. The attorneys were the lead negotiators and attorneys for both NorthWestern and PPL were in all of the meetings. Not all of the meeting participants other than the attorneys were in all of the meetings. In addition, NorthWestern and its representatives had both in-person meetings and telephonic communications with PPLM regarding the due diligence.

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MCC-010 cont'd

In-person or conference call due diligence meetings:

- **Butte, MT. Aug 7, 2013.** The purpose of the meeting was to introduce the due diligence teams, plan the site inspections and discuss operations of the hydro facilities. The NorthWestern team consisted of Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), and Gary Wiseman, Shaw, NWE's Independent Engineer. PPL Attendees included Pete Simonich (Vice President and Chief Operating Officer, PPL Montana, LLC) Gordon Criswell (Director, Environmental and Engineering Compliance, PPL Montana, LLC), Dan Barbosa (UBS), Carrie Harris (Manager, Engineering and Projects, PPL Montana, LLC), Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Jeremy Clotfelter (Manager Hydro Operations and Maintenance), Steve May (Vice President – Development, PPL Strategic Development, LLC), Dave Shultz (Business Development Director, PPL Strategic Development, LLC), Tom Douglass (Senior Counsel, PPL Services Corporation).

The meeting involved discussion about the hydro organization, FERC relationships, maintenance projects, license compliance approach, various mitigation strategies, monitoring studies, non-license environmental management, and issues that may be of concern.

- **During the period of Aug 8, 2013-Aug 29, 2013,** the NorthWestern team conducted site visits to each of the hydro facilities. The NWE team was comprised of Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), and Gary Wiseman and Nicole Opela, Shaw, NorthWestern's Independent Engineer. John Hines (Vice President, Supply) joined the team for the site visit to Hauser. As the sites are owned by PPL, PPL representatives escorted NorthWestern on each of the due diligence site visits. Jeremy Clotfelter (Manager, Operations and Maintenance) and Dan Barbosa (UBS) facilitated the site visits to the Black Eagle, Rainbow, Cochrane, Ryan, Morony, Hauser and Holter. Carrie Harris (Manager, Engineering and Projects), Dan Barbosa (UBS) and Dave Orinski (Manager-Financial Analysis, PPL Strategic Development, LLC) facilitated the visits to Madison, Hebgen, and Mystic. Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Dave Orinski (Manager-Financial Analysis, PPL Strategic Development, LLC), and Mike Poelman (UBS) and Roscoe Kronfuss (Hydro Supervisor, PPL Montana, LLC) facilitated the site visits to Thompson Falls and Kerr.

The due diligence is addressed in William T. Rhoads Prefiled Direct testimony.

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MCC-010 cont'd

- Conference Call. Aug 26, 2013. The purpose of the call was to follow up on issues that came up during the due diligence site visits. NorthWestern participants included Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), Gary Wiseman and Nicole Opela, Shaw, NorthWestern's Independent Engineer, and Andy Brown and Kristin Statsny (Dorsey & Whitney LLP). PPL participants were Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Jeremy Clotfelter (Manager, Hydro Operations & Maintenance, PPL Montana, LLC), Dave Kinnard (Assistant General Counsel, PPL Services Corporation), Pete Simonich (Vice President and Chief Operating Officer, PPL Montana, LLC), and Mike Poelman (UBS).

The topics discussed included Arctic grayling, demolition of old Rainbow powerhouse, Ryan drinking water system, and sewage lagoon at Hauser.

UPDATED RESPONSE (February 18, 2014):

NorthWestern appreciates MCC's willingness to define meetings to those involving three or more persons. With this modification, NorthWestern is supplementing the response it made on January 24, 2014 by providing Attachment 1, which contains a list of the meetings that occurred between NorthWestern and PPLM regarding the potential acquisition of PPLM's hydroelectric properties.

The MCC stated that its response to NorthWestern's objections to MCC-010 was the same as with respect to MCC-009 and that it was not seeking production of privileged material. NorthWestern has provided a Revised Privilege Log as Attachment 2 that complies with the provisions of M. R. Civ. P. 26(b)(6).

To provide this supplemental response, NorthWestern has checked Outlook Calendars of potential meeting participants. The time period covered is from September 2012—when PPL put the hydroelectric properties up for sale—to September 26, 2013, when the parties executed a Purchase and Sale Agreement to the extent the information regarding the meeting is available and the relevant documents were not destroyed pursuant to the request to return or destroy all documents issued by PPL to NorthWestern on February 11, 2013.¹

¹ As stated in previously filed responses to data requests, as is customary when a Seller enters into a Confidentiality Agreement to bidders for the potential sale of its business, Paragraph 6 of PPL's Sept. 12, 2012 Confidentiality Agreement with NorthWestern Energy required NorthWestern, as a condition of having access to PPL's confidential

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MCC-010 cont'd

For purposes of this response, NorthWestern has defined "PPLM (or representatives or employees thereof)" to include PPL, PPLM, UBS (PPL's financial advisor on the hydroelectric sale), and Simpson Thacher & Bartlett LLP (PPL's outside counsel). NorthWestern has defined "NWE (including employees or representatives thereof)" to include NorthWestern, Credit Suisse (NorthWestern's financial advisor), Skadden, Arps, Slate, Meagher & Flom LLP (NorthWestern's outside counsel), Dorsey & Whitney LLP (NorthWestern's outside environmental counsel), and Shaw/CB&I (NorthWestern's Independent Engineer).

NorthWestern is providing all "notes and other documents" related to these meetings in the folder labeled "MCC-010" on the CD attached to Data Request MCC-006. These are all of the notes and other documents related to the identified meetings NorthWestern has identified as responsive as of Tuesday February 18, 2014 with the exception of notes from Shaw/CB&I, NorthWestern's Independent Engineer. Shaw/CB&I is in the process of collective responsive notes and documents and NorthWestern will submit a supplement to its response as soon as those documents have been identified.

information, to agree to return or destroy all confidential information it obtained from PPL at any time PPL so requests. The Confidentiality Agreement was filed as Attachment 1 to NorthWestern's response to PSC-003. When NorthWestern and PPL did not reach agreement for any of PPLM's assets, PPLM sent a letter to NorthWestern Energy on Feb. 11, 2013 (submitted as Attachment 2 to NorthWestern's response to PSC-003) requesting that NorthWestern destroy or return to PPL all Confidential Information.

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
September 26, 2013	NorthWestern (H. Grahame, B. Bird, R. Rowe), PPL (T. Douglass, J. McGuire), Simpson Thacher (D. Lieberman), Skadden Arps (L. Brasher, E. Schultz)	Sign-off on PSA and release of signature pages	Telephonic
September 25, 2013	NorthWestern , PPL , Simpson Thacher , Skadden Arps	PSA	Telephonic
September 24, 2013	NorthWestern , PPL , Simpson Thacher , Skadden Arps	PSA; PSA Schedules	Telephonic
September 22, 2013	Simpson Thacher (D. Lieberman), Skadden Arps (L. Brasher, E. Schultz)	PSA	Telephonic
September 19, 2013	NorthWestern (H. Grahame, D. Haeder), PPL (T. Douglass, T. Novatnack), Simpson Thacher (D. Lieberman), Perkins Coie (S. Linde), Skadden Arps (L. Brasher, E. Schultz), Dorsey & Whitney (A. Brown)	Insurance	Telephonic
September 18, 2013	NorthWestern (R. Rowe, H. Grahame, K. Kliewer, P. Corcoran, T. Meyer, J. Hines, M. Cashell, B. Bird, D. Rausch, A. Brogan), PPL (J. McGuire, D. Orinski, A. Star, T. Joseph, S. May, T. Douglass, P. Farr, D. Shultz), UBS (J. Lee, D. Barbosa, P. McNutt, A. Felder, M. Poelman, R. Lee, R. Robertson), Simpson Thacher (D. Lieberman, B. Chisling), Skadden Arps (E. Schultz, C. Danz, L. Brasher, W. Washington), Dorsey & Whitney (A. Brown), Credit Suisse (A. Masud, D. Smith)	PSA	Telephonic
September 17, 2013	NorthWestern (B. Bird, H. Grahame, D. Rausch), UBS (J. Lee, P. McNutt)	Project Mustang	Telephonic

¹ The email meeting requests from UBS generally do not identify the specific persons from PPL who are invited to join telephonic meetings. The attorney notes often do not provide a full list of individuals present at telephonic meetings but list organizations involved.

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
September 16, 2013	NorthWestern (H. Grahame, K. Kliewer, P. Corcoran, T. Meyer, J. Hines, M. Cashell, R. Rowe, B. Bird), PPL (T. Douglass, S. May), Simpson Thacher (B. Chisling, D. Lieberman, S. Naturman), Skadden Arps (E. Schultz, J. Pfeffer, W. Washington, L. Brasher), Dorsey & Whitney (A. Brown), Credit Suisse (A. Masud, M. Proskin, D. Smith)	PSA	Telephonic
September 16, 2013	Skadden Arps and Simpson Thacher	PSA	Telephonic
September 11, 2013	NorthWestern (B. Bird, D. Rausch, H. Grahame), PPL, UBS (R. Lee, P. McNutt, J. Lee, A. Felder, M. Poelman)	Project Mustang	Telephonic
September 9, 2013	NorthWestern (D. Rausch, B. Bird, H. Grahame), PPL (J. McGuire, S. May), UBS (R. Lee, P. McNutt, D. Barbosa, A. Felder, J. Lee), Skadden Arps (L. Brasher, E. Schultz), Simpson Thacher (D. Lieberman, B. Chisling)	PSA	Telephonic
September 6, 2013	NorthWestern (H. Grahame, A. McLain), PPL (T. Douglass) Skadden Arps (W. Washington, E. Schultz, L. Brasher, M. Naeve), K&L Gates (D. Kaplan), Simpson Thacher (B. Chisling, D. Lieberman, S. Naturman)	FERC	Telephonic
September 4, 2013	NorthWestern (H. Grahame, D. Haeder), PPL (T. Douglass, T. Novatnack), Skadden Arps (W. Washington, E. Schultz), Simpson Thacher (B. Chisling, D. Lieberman, S. Naturman)	Insurance	Telephonic

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
August 29, 2013	<p>NorthWestern (H. Grahame, B. Bird, D. Rausch), UBS (D. Barbosa, J. Lee, P. McNutt), Skadden Arps (L. Brasher, E. Schultz), Dorsey & Whitney (A. Brown), Credit Suisse (A. Masud, M. Proskin), PPL (C. Baker, D. Shultz, S. May, J. McGuire), Simpson Thacher (B. Chisling, D. Lieberman)</p>	Mustang Update	Telephonic
August 27-28, 2013	<p>The NorthWestern team was comprised of: Heather Grahame (Vice President and General Counsel), Brian Bird (Vice President and Chief Financial Officer), John Hines (Vice President - Supply), Michael Cashell (Vice President - Transmission), Pat Corcoran (Vice President - Government and Regulatory Affairs), and Dan Rausch (Treasurer). NorthWestern Energy representatives included NorthWestern's outside counsel: Andrew Brown (Dorsey & Whitney - Environmental Counsel); Lance Brasher (Partner, Skadden Arps); Ethan Schultz (Associate - Skadden Arps), and NorthWestern's financial advisor, Credit Suisse (Ahmad Masud, Michael Proskin and David Smith). The PPL team was comprised of: Tom Douglass (Senior Counsel, PPL Services Corporation); Jeremy McGuire (Vice President - Strategic Development, PPL Strategic Development, LLC), Steve May (Vice President - Development, PPL Strategic Development, LLC), and Adam Star (Financial Analyst, PPL Strategic Development, LLC); UBS (Paul McNutt, Alan Felder, and Joon Lee); and PPL's outside counsel from Simpson Thacher & Barilett LLP (David Lieberman, Brian Chisling).</p>	The purpose of the meeting was to discuss and negotiate various provisions of the Purchase and Sale Agreement.	In-Person Meetings in New York

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
August 26, 2013	NorthWestern participants included Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), Gary Wiseman and Nicole Opela, Shaw, NorthWestern's Independent Engineer, and Andy Brown and Kristin Stastny (Dorsey & Whitney LLP). PPL participants were Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Jeremy Clotfelter (Manager, Hydro Operations & Maintenance, PPL Montana, LLC), Dave Kinnard (Assistant General Counsel, PPL Services Corporation), Pete Simonich (Vice President and Chief Operating Officer, PPL Montana, LLC), and Mike Poelman (UBS).	Mustang Environmental Diligence The purpose of the call was to follow up on issues that came up during the due diligence site visits. The topics discussed included Arctic grayling, demolition of old Rainbow powerhouse, Ryan drinking water system, and sewage lagoon at Hauser.	Telephonic
August 26, 2013	NorthWestern (H. Grahame, K. Kliewer), Skadden Arps (E. Schultz, S. Shimamoto, M. Donnelly), Simpson Thacher (A. Purcell, R. Holo)	PSA Tax matters	Telephonic
August 23, 2013	NorthWestern (H. Grahame, D. Haeder), PPL, Skadden Arps (E. Schultz), Simpson Thacher	Labor issues, employee benefit issues, insurance issues	Telephonic
August 23, 2013	NorthWestern (P. Corcoran, H. Grahame, A. Brogan), PPL (J. Dillon, T. Douglass), Skadden Arps (W. Washington, L. Brasher), Simpson Thacher (D. Lieberman)	PSA State Regulatory approvals	Telephonic
August 23, 2013	NorthWestern (B. Schroepfel, K. Kliewer), PPL (T. Douglass), Skadden Arps (W. Washington, E. Schultz, M. Bergman, R. Kidd), Simpson Thacher (J. Koslowe, J. Dyer)	PSA Employee Benefit matters; PSA Labor matters [Divided into 2 sessions]	Telephonic

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
August 21, 2013	NorthWestern (T. Olson, H. Grahame), PPL (T. Douglass), Skadden Arps (E. Schultz, L. Brasher), Simpson Thacher (D. Liberman, B. Chisling, S. Naturman), Dorsey & Whitney (A. Brown)	PSA Issues	Telephonic
August 8-August 29, 2013	The NorthWestern team was comprised of Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), and Gary Wiseman and Nicole Opela, Shaw, NorthWestern's Independent Engineer. John Hines (Vice President, Supply) joined the team for the site visit to Hauser. As the sites are owned by PPL, PPL representatives escorted NorthWestern on each of the due diligence site visits. Jeremy Clotfelter (Manager, Operations and Maintenance) and Dan Barbosa (UBS) facilitated the site visits to the Black Eagle, Rainbow, Coclu'ane, Ryan, Morony, Hauser and Holter. Carrie Harris (Manager, Engineering and Projects), Dan Barbosa (UBS) and Dave Orinski (Manager-Financial Analysis, PPL Strategic Development, LLC) facilitated the visits to Madison, Hebgen, and Mystic. Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Dave Olinski (Manager-Financial Analysis, PPL Strategic Development, LLC), and Mike Poelman (UBS) and Roscoe Kronfuss (Hydro Supervisor, PPL Montana, LLC) facilitated the site visits to Thompson Falls and Kerr.	NorthWestern team conducted site visits to each of the hydro facilities.	In Person
August 7, 2013	NorthWestern (W. Rhoads, D. Rausch), UBS (D. Barbosa, J. Lee, P. McNutt), PPL (S. May, J. McGuire, C. Baker)	Mustang Due Diligence Site visits	Telephonic

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
August 7, 2013 In Person (in Butte, MT)	<p>The NorthWestern team consisted of Bill Rhoads (General Manager, Generation), John Vandaveer (Manager, Hydro Transition), Mary Gail Sullivan (Manager, Environmental Permitting and Compliance), and Gary Wiseman, Shaw, NWE's Independent Engineer.</p> <p>PPL Attendees included Pete Simonich (Vice President and Chief Operating Officer, PPL Montana, LLC) Gordon Criswell (Director, Environmental and Engineering Compliance, PPL Montana, LLC), Dan Barbosa (UBS), Carrie Harris (Manager, Engineering and Projects, PPL Montana, LLC), Jon Jourdonnais (Manager, Hydro Regulatory and Environmental Compliance, PPL Montana, LLC), Jeremy Clotfelter (Manager Hydro Operations and Maintenance), Steve May (Vice President - Development, PPL Strategic Development, LLC), Dave Shultz (Business Development Director, PPL Strategic Development, LLC), Tom Douglass (Senior Counsel, PPL Services Corporation).</p>	<p>Mustang Due Diligence</p> <p>The purpose of the meeting was to introduce the due diligence teams, plan the site inspections and discuss operations of the hydro facilities.</p> <p>The meeting involved discussion about the hydro organization, FERC relationships, maintenance projects, license compliance approach, various mitigation strategies, monitoring studies, nonlicense environmental management, and issues that may be of concern.</p>	In Person Meeting in Butte, MT (some attendees participated by telephone).
August 5, 2013	NorthWestern (R. Rowe, B. Bird, D. Rausch, H. Grahame), PPL (J. McGuire, D. Shultz, T. Douglass), UBS (P. McNutt, D. Barbosa, A. Felder, J. Lee), Simpson Thacher (D. Lieberman, B. Chisling)	Due diligence	Telephonic
July 22, 2013	NorthWestern (D. Rausch, H. Grahame, R. Rowe, B. Bird), PPL (J. McGuire, S. May), UBS , (P. McNutt, J. Lee, R. Lee, D. Barbosa, A. Felder), Skadden Arps (E. Schultz), Simpson Thacher (B. Chisling, D. Lieberman)	PSA Issues List Meeting	Telephonic
July 10, 2013	NorthWestern (B. Bird, D. Rausch), PPL (J. McGuire), UBS (P. McNutt), Credit Suisse (A. Masud)	General Update	Telephonic

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
June 24, 2013	NorthWestern (T. Meyer, D. Rausch, H. Grahame), PPL (J. McGuire, S. May), Dorsey & Whitney (A. Brown, K. Stastny), UBS (D. Barbosa, A. Kwamena, P. McNutt, J. Lee, A. Chan)	Mustang Environmental call with Seller	Telephonic
June 24, 2013	NorthWestern (B. Bird, D. Rausch), PPL (S. May, D. Kinnard, P. Simonich, T. Douglass, J. McGuire), UBS (D. Barbosa, P. McNutt)	Due diligence update	Telephonic
June 21, 2013	NorthWestern (B. Bird, T. Meyer), PPL (J. Clotfelter), UBS , P. McNutt, A. Kwamena, J. Lee, A. Chan)	Mustang	Telephonic
June 4, 2013	NorthWestern (R. Rowe, B. Bird, D. Rausch), UBS (P. McNutt, J. Lissette), PPL (J. McGuire)	Mustang discussion	Telephonic
January 30, 2013	NorthWestern (R. Rowe, B. Bird, D. Rausch), PPL (T. Douglass, J. McGuire, P. Farr), UBS (P. McNutt)	Threshold issues list	Telephonic
January 18, 2013	NorthWestern (B. Bird, D. Rausch), PPL (T. Douglass, J. McGuire), UBS (P. McNutt)	Threshold issues list	Telephonic
January 16, 2013	NorthWestern , PPL , Simpson Thacher, Skadden Arps (E. Schultz, L. Brasher)	Threshold issues list	Telephonic
January 15, 2013	NorthWestern (B. Bird, D. Rausch), PPL (T. Douglass, J. McGuire), UBS (P. McNutt)	PPL reaction to NorthWestern bid	Telephonic
December 14, 2012	NorthWestern , (T. Olson, A. McLain, D. Rausch), PPL , UBS (A. Chan, J. Lee, P. McNutt, V. Rohid), Skadden Arps (E. Schultz), Simpson Thacher	Clean Room	Telephonic
December 13, 2012	NorthWestern , PPL , Dorsey & Whitney , Credit Suisse , UBS	Hydro follow up call/Environmental	Telephonic

Date of Meeting (In Person or Telephonic)	Persons Involved and Organizations (as known) ¹	Topic(s) of Meeting	In Person to Telephonic
December 10, 2012	NorthWestern, PPL, Dorsey & Whitney (A. Brown, K. Stastny), Credit Suisse	Hydro and Thermal Operational/Technical call	Telephonic
December 10, 2012	NorthWestern (B. Schroepel, H. Grahame), PPL, Simpson Thacher	Human Resources	Telephonic
November 27, 2012	NorthWestern (B. Bird, D. Rausch), UBS (P. McNutt), PPL (J. McGuire)	Project Mustang	Telephonic
November 14, 2012	NorthWestern (D. Rausch, K. Markovich, H. Grahame, B. Schroepel), UBS (M. Chen), Credit Suisse (C. Coultrap-Bagg, D. Smith, S. Liu, G. Malitzky), Skadden Arps (E. Schultz, L. Brasher), PPL, Dorsey & Whitney, Shaw/CB&I, Bank of American Merrill Lynch,	Project Mustang management presentation	In Person Meeting in Billings, MT
October 18, 2012	NorthWestern (B. Bird, D. Rausch), UBS (A. Felder, P. McNutt)	Project Mustang	Telephonic
October 16, 2012	NorthWestern (B. Bird, D. Rausch), UBS (A. Felder, P. McNutt, J. Lee)	Project Mustang	Telephonic
September 13, 2012	NorthWestern (D. Rausch, T. Olson), Simpson Thacher, UBS (M. Chen, J. Lee, A. Chan)	Project Mustang confidentiality agreement discussions	Telephonic
September 10, 2012	NorthWestern (D. Rausch, T. Olson), Simpson Thacher, UBS (M. Chen, J. Lee, A. Chan)	Project Mustang confidentiality agreement discussions	Telephonic

Priv No.	Doc Type	Date	Description	From	To	CC	Bcc	Privilege Type
PRIV_200001	Memorandum	8/27/2013	Document prepared by counsel incorporating legal advice re: PSA	Grahame, Heather (NorthWestern)	Grahame, Heather (NorthWestern)			Attorney / Client
PRIV_200002	Memorandum	8/27/2013	Document prepared by counsel incorporating legal advice re: PSA	Grahame, Heather (NorthWestern); Skadden, Arps, Slate, Meagher & Flom LLP	Grahame, Heather (NorthWestern)			Attorney / Client
PRIV_200003	Memorandum	9/25/2013	Document prepared by counsel incorporating legal advice re: PSA	Schultz, Ethan M (Skadden, Arps, Slate, Meagher & Flom LLP)	Olson, Tim (NorthWestern); Washington, Whitney E (Skadden, Arps, Slate, Meagher & Flom LLP); Grahame, Heather (NorthWestern); Brasher, Lance T (Skadden, Arps, Slate, Meagher & Flom LLP)	Bird, Brian (NorthWestern); Cashell, Michael R (NorthWestern)		Attorney / Client
PRIV_200004	Memorandum	11/18/2012	Document prepared by counsel incorporating legal advice re: Due Diligence	Brown, Andrew (Dorsey & Whitney LLP)	Rhoads, William (NorthWestern)	Grahame, Heather (NorthWestern)		Attorney / Client
PRIV_200005	Memorandum	1/15/2013	Document prepared by counsel incorporating legal advice re: PSA	Grahame, Heather (NorthWestern)	Grahame, Heather (NorthWestern)			Attorney / Client
MCC_010_0000001 - MCC_010_0000054	PowerPoint Presentation	11/14/2012	Redacted content prepared in anticipation of litigation re: Environmental	PPLM Management	Rausch, Dan (NorthWestern)			PPL Joint Defense Privilege; Work Product
MCC_010_0000074 - MCC_010_0000077	Memorandum	8/27/2013	Redacted content reflecting legal advice provided by outside counsel and H. Grahame re: PSA	Rausch, Dan (NorthWestern)				Attorney / Client
MCC_010_0000081 - MCC_010_0000082	Memorandum	8/27/0000	Redacted content reflecting legal advice provided by H. Grahame re: PSA	Grahame, Heather (NorthWestern)	Grahame, Heather (NorthWestern)			Attorney / Client

NorthWestern Energy
Docket D2013.12.85
PPLM Hydro Assets Purchase

Montana Consumer Counsel (MCC)
Set 1 (001-015)

Data Requests received January 3, 2014

MCC-014

Regarding: Exhibits
Witness: DiFronzo/Masud/Otto

Please provide working electronic copies of all exhibits and work papers with all supporting files and links intact, for each of the following:

- a. Exhibit Nos. PJD-1, PJD-2, PJD-3 and PJD-4.
- b. AM Exhibit 1 Public.
- c. Exhibit AO-02 Public.

RESPONSE:

- a. Refer to the Witnesses' Electronic Supporting Data CD provided on December 23, 2013.
- b. NorthWestern does not have electronic copies in its possession, nor may it require its consultants to provide proprietary models.
- c. NorthWestern does not have electronic copies in its possession, nor may it require its consultants to provide proprietary models.

UPDATED RESPONSE (February 18, 2014):

- b. Please see the response to Data Request MCC-093.
- c. Please see the response to Data Request MCC-094. Blackstone was not NorthWestern's advisor. This is the only version of Exhibit AO-02 Public in NorthWestern's possession.