



April 29, 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)
3rd UPDATE TO MCC-009

Dear Ms. Whitney:

Enclosed for filing is a copy of NorthWestern Energy's 3rd updated response to MCC-009 in MCC Set 1 data requests. 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 Schwartzberger 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 3rd updated response to MCC-009 in MCC Set 1 Data Requests in Docket D2013.12.85, the PPLM Hydro Assets Purchase, has been hand delivered to the Montana Public Service Commission and to the Montana Consumer Counsel this date. This 3rd updated response to MCC-009 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 and will also be emailed to counsel of record.

Date: April 29, 2014



Nedra Chase
Administrative Assistant
Regulatory Affairs

**Docket No D2013.12.85
Hydro Assets Purchase
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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-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.

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-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.

SECOND UPDATED RESPONSE (April 22, 2014):

Please see the attached updated public version of page MCC_009_00000348 (initially provided on CD as part of the first Updated Response filed February 18, 2014). Information for 2013 has been made public on this page per Commission Order No. 7323g.

Also pursuant to Commission Order No. 7323g, protected versions of the MCC-009 pages identified in "NorthWestern Energy's Motion for Protective Order of Confidential Projections in MCC-009 and MCC-010 Responses and Brief in Support" filed February 18, 2014 have been provided on yellow paper to the Commission and the parties who signed the appropriate non-disclosure agreement. Public redacted versions of these pages were initially provided on CD as part of the first Updated Response filed February 18, 2014.

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-009 cont'd

Pursuant to Commission Order No. 7323h, the protected version of the MCC-009 pages identified in "NorthWestern Energy's Motion for Protective Order of Confidential Report and Management Presentation in MCC-009 and MCC-010 Responses and Brief in Support" filed February 18, 2014 have been provided on yellow paper to the Commission and the parties who signed the appropriate non-disclosure agreement, which, in this case, is for Order No. 7323d. Public redacted versions of these pages were initially provided on CD as part of the first Updated Response filed February 18, 2014.

THIRD UPDATED RESPONSE (April 29, 2014):

Pursuant to Commission Order No. 7323i, the protected version of the file labeled MCC_009_00000011 has been provided on yellow paper to the Commission and the parties who signed the appropriate non-disclosure agreements, which, in this case, are for Order Nos. 7323e and 7323f. The public redacted version of this document was initially provided on CD as part of the first Updated Response filed February 18, 2014.