

LEONARD
STREET
AND
DEINARD

150 SOUTH FIFTH STREET SUITE 2300
 MINNEAPOLIS, MINNESOTA 55402
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JEFFREY P. CAIRNS
 612-335-1418 DIRECT
 JEFF.CAIRNS@LEONARD.COM

May 4, 2009

CERTIFIED MAIL 7008 1830 0002 7635 7809
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
 Employee Benefits Security Administration
 Room N-1513, U. S. Department of Labor
 200 Constitution Avenue N. W.
 Washington, D.C. 20210

Re: Top Hat Plan Exemption Registration
 Employer Name: NorthWestern Corporation, d/b/a NorthWestern Energy
 Employer Address: 3010 West 69th Street
 Sioux Falls, SD 57108-5613
 Employer I.D. Number: 46-0172280

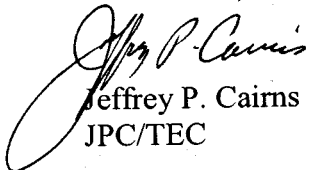
Dear Reader:

On behalf of the above-referenced employer, I am writing to report the existence of a nonqualified deferred compensation plan covering employees who are members of a select group of management or highly compensated employees of the above referenced employer, referred to as the NorthWestern Corporation 2009 Officers Deferred Compensation Plan. This plan is in addition to other plans previously reported to the Department of Labor. At present, approximately fifteen (15) employees participate in the plan.

The employer is filing this notice to comply with Department of Labor Regulation § 2520.104-23. Questions with respect to this matter may be addressed to the undersigned.

Very truly yours,

LEONARD, STREET AND DEINARD

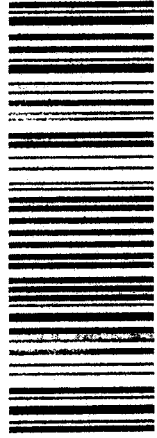

 Jeffrey P. Cairns
 JPC/TEC

cc: Miggie Cramblit
 Kendall Kliewer

REGISTERED MAIL™

150 SOUTH FIFTH STREET SUITE 230C
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A Professional Association

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