

IN THE SUPREME COURT OF THE STATE OF MONTANA

IN RE:)
)
HEATHER H. GRAHAME,)
)
Petitioner,)
)
)
)
)
)

PETITION FOR
WAIVER OF MONTANA
STATE BAR ADMISSION
RULE III.C

COMES NOW, Heather H. Grahame and respectfully petitions the Honorable Chief Justice and the Justices of the Supreme Court of Montana for a waiver of the requirements of Admission Rule III.C (the requirement of taking and passing the Montana Bar Examination). This petition is supported by the attached petition, and five exhibits. Petitioner believes that good cause exists for grant of the petition, and that grant of the petition is in the public interest.

Dated this 30th day of March, 2011.

Heather H. Grahame

Heather H. Grahame
NorthWestern Energy
208 N. Montana Ave., STE 205
Helena, MT 59601
406-431-9625

FILED
MAR 30 2011
Ed Smith
CLERK OF THE SUPREME COURT
STATE OF MONTANA

2. As General Counsel of NorthWestern Energy, I am responsible for managing the company's legal affairs and its Legal Department. In addition to me, we have four in-house lawyers who handle traditional legal work, such as contracts, employment, and securities.

3. As General Counsel, my only client is NorthWestern Energy. I am not engaged in the private practice of law and do not hold myself out to represent members of the public. I intend to remain in my current position for the remainder of my legal career.

4. NorthWestern Energy hired me as General Counsel and Vice President in part because of my very specialized knowledge and lengthy experience in the public utility field.

5. I graduated from Stanford University with a B.A. in Human Biology in 1978, and from the University of Oregon School of Law in 1984, where I served as Editor-in-Chief of the Oregon Law Review. The University of Oregon is an ABA-accredited law school. Since passing the Alaska bar exam in 1984, I practiced law in Anchorage, Alaska, continuously for 26 years. I have never been the subject of any disciplinary matter or complaint.

6. From 1984-1987, I was a lawyer with the Alaska Legal Services Corporation. I represented mostly Alaska Native tribal organizations on tribal sovereignty, land, and subsistence issues. All of my cases reached the U.S. Court of Appeals for the Ninth Circuit, and one was decided (favorably) by the United States Supreme Court. *Amoco Production v. Village of Gambell*, 480 U.S. 531 (1987). Although I participated fully in the briefing, and sat at counsel table during oral argument, I am not listed in the official reporter as appearing before the Court as I had

not, at that time, been admitted to the Alaska Bar for three years, a requirement for admission to the U.S. Supreme Court Bar. However, my active participation in this case is reflected in the cover page of the brief, attached as **Exhibit 1**.

7. I spent the subsequent 23 years (1987-July 2010) in private practice. From 1987 until February 1999, I was an Associate and then a Partner in the Anchorage office of the Seattle-based law firm of Bogle & Gates LLC. Among other roles, I served on the firm's Executive Committee. From February 1999 – July 30, 2010, I was a partner in the Anchorage office of the Minneapolis-based law firm of Dorsey & Whitney LLP, where I was Co-Chair of the firm's Telecommunications Practice Group.

8. For over the past 20 years, my practice has focused on public utility law. I first represented a telecommunication company in about 1990 before the Alaska Public Utilities Commission ("APUC") (in 1999, the APUC became the Regulatory Commission of Alaska or "RCA"). My public utility practice grew quickly, and by 1993, except for completing cases for existing non-public utility clients, I limited my practice to representing public utilities.

9. During my tenure as an Alaska public utility lawyer, I represented every kind of public utility before the APUC or the RCA: telecommunications, water, wastewater, natural gas distribution companies, an oil pipeline company, and multiple refuse companies, on a wide range of adjudicatory and rulemaking proceedings. I also represented telecommunications clients before the Federal Communications Commission. I also successfully represented a range of utilities before the Alaska courts involving appeals of APUC or RCA decisions, including, most recently, the Municipality of Anchorage d/b/a Anchorage Water and Wastewater Utility before the Alaska Supreme

Court. *See Municipality of Anchorage v. Regulatory Commission of Alaska*, 215 P.3d 327 (Alaska 2009). I also represented a variety of Alaska public utilities before the Alaska Legislature, and successfully assisted an Australian company before Congress in obtaining repeal of 47 U.S.C. §17, which banned foreign ownership of telecommunications cables in Alaska (repeal was necessary so that the company could provide fiber-based telecommunications service in Alaska). I also represented a Hawaii telecommunications company before the Hawaii Public Utilities Commission on both adjudicatory and rulemaking issues, before the Hawaii courts on related telecommunications proceedings, and before the Hawaii Legislature on revisions to state telecommunications statutes. I also handled a matter for a telecommunications company before the Washington Utilities and Transportation Commission and the Oregon Public Utility Commission.

10. I have been a frequent speaker on public utility-related topics at trade association and business organization meetings. Between 1995 and 2011, I gave at least 20 presentations on public utility issues, ranging from programs on carbon trading and its impact on energy companies to post-Enron reforms and their impact on rural utility cooperatives and privately held utilities. My presentations have been to a wide range of audiences, including energy and telecommunications trade associations, the Federal Communications Bar Association, the Anchorage Chamber of Commerce, and Anchorage Municipal Light & Power, and on behalf of Law Seminars International. I was also a guest lecturer for several years on telecommunications issues to students in Alaska Pacific University's Master of Business Administration program.

11. In addition to the Alaska Bar, I am a member of the Bar of the U.S. Supreme Court, the U.S. Court of Appeals for the Ninth Circuit, the U.S. Court of Appeals for the District of Columbia Circuit, and the U.S. District Court for the District of Alaska. I have also been admitted *pro hac vice* in several Hawaii Public Utility Commission proceedings and related appellate proceedings before the Hawaii Supreme Court.

12. In addition to providing electric and natural gas service in Montana, NorthWestern Energy provides electric and natural gas service in South Dakota, and natural gas service in Nebraska. Because the Alaska Bar Association allows members of the South Dakota and Nebraska Bar Associations to waive into the Alaska Bar Association, these bar associations allow me, as an Alaska-licensed lawyer, to apply to waive into those bar associations. As a result, I have applied to become a member of both the South Dakota and the Nebraska Bar Associations through the waiver process.

13. I am a member of the Alaska Bar Association in good standing, and I have attached a certificate to this effect (**Exhibit 2**).

14. I hold highest rating (AV Preeminent) from Martindale Hubbell, and the highest rating (Band I) from Chambers USA for my regulated industries practice. I have attached documentation reflecting these ratings (**Exhibits 3 and 4**).

15. I am a member of the Federal Energy Bar Association, the American Bar Association's Section of Environment, Energy and Resources, and a member of the Alaska Bar Association's Sections on Environmental/Natural Resources Law and on Administrative Law. I was previously a very active member in the Federal

Communications Bar Association, particularly in organizing its annual west coast seminar on telecommunications issues.

16. I have received awards for my public utility work. In 1993, I was named the “Associate Member of the Year” from the Alaska Telephone Association for my successful representation of the Association on a matter before the APUC. In 2009, I received the Alaska Telephone Association’s Kaquyak Award. This award is not given annually but is awarded only when the Alaska Telephone Association seeks to recognize a person who has made an extraordinary contribution to the Alaska telecommunications industry.

17. I have received awards for my pro bono legal work. In 1993, I received Bogle & Gates’ “Robert W. Graham” Award for pro bono service. This was awarded for successfully representing an indigent woman who was defrauded. In 2005, I received Dorsey & Whitney’s “Scales of Justice” pro bono award for my legal work on behalf of Alaska Dance Theatre, a 501(c) nonprofit.

18. I am not a member of the Montana State Bar. I have applied to sit for the Montana Bar examination in July 2011 and the Bar’s character investigation is underway. If this petition is granted, I would, of course, not need to take the bar exam this July. In any case, the character investigation conducted by the Bar Association, once complete, will be available to this Court.

B. The Scope of Petitioner’s Practice in Her Employment

19. NorthWestern Energy is a publicly-traded electricity and natural gas utility (NYSE ticker symbol: nwe) that is a sophisticated purchaser of legal services. NorthWestern Energy provides electricity and natural gas, serving approximately

661,000 customers in Montana, South Dakota, and Nebraska. The majority of NorthWestern's customers are in Montana: of its 661,000 customers, 335,000 are Montana electric customers and 180,100 are Montana natural gas customers. The majority of NorthWestern's employees live and work in Montana: of NorthWestern's 1,363 employees, 1,047 live and work in Montana.

20. NorthWestern Energy's electric and gas operations in Montana are fully regulated by the Montana Public Service Commission; its electric and gas operations in South Dakota are fully regulated by the South Dakota Public Utilities Commission; and NorthWestern Energy's gas operations in Nebraska are fully regulated by the Nebraska Public Service Commission. NorthWestern Energy is also regulated by the Federal Energy Regulatory Commission. NorthWestern Energy is an unusual utility for its size because virtually all of its operations are regulated.

21. In addition to being General Counsel and responsible for the management of NorthWestern's Legal Department, I am also a Vice President. In that capacity, I have significant fiduciary responsibilities regarding policy decisions affecting the company's customers and shareholders. I also have significant corporate governance compliance responsibilities, and I am responsible for NorthWestern's Risk Management Department and Records Management Department.

22. Between my responsibilities as General Counsel and as Vice President, my schedule does not allow me to regularly represent NorthWestern in any legal matter before any court or agency, and NorthWestern does not expect me to do so. In particular, NorthWestern does not expect me to represent it on traditional legal matters, such as contracts or employment, where we have both in-house and outside counsel expertise.

However, to the extent that I do represent NorthWestern on a legal matter, that representation will almost certainly be before the Montana Public Service Commission because of my highly focused public utility practice.

C. Grant of the Petition is Supported by Good Cause and is in the Public Interest

23. For as long as I am employed by NorthWestern Energy, I respectfully ask the Court to waive Rule III.C, thereby granting me admission into the Montana Bar without sitting for the Montana Bar Examination. Several significant and related reasons support this request.

24. First, allowing me to waive into the Bar does not put the public at risk because I am not and will not be engaged in the private practice of law. I do not now and do not intend in the future to hold myself out to the public for hire, and I intend that the remainder of my legal career will be at NorthWestern Energy in my current position. Rather than hold myself out to the public for hire, I have one client, NorthWestern Energy, a sophisticated corporation that is well-situated to assess the quality of my legal work and my judgment. This is particularly true because NorthWestern Energy's President and Chief Executive Officer, Mr. Robert Rowe, is a Montana-licensed lawyer and he previously served as the Chair of the Montana Public Service Commission. Mr. Rowe has prepared an affidavit in support of this petition (**Exhibit 5**), in which he states that:

As the President and CEO, I have carefully considered the risk to the company's shareholders and ratepayers of having Ms. Grahame admitted to the Montana Bar without requiring her to take the Montana bar exam, and I judge that risk to be non-existent.

25. Second, it is my understanding that the purpose of the Montana Bar Examination, consistent with the general purpose of professional licensing examinations, is to ensure that candidates who are admitted to practice in a profession meet basic competency requirements. I believe that I more than meet this threshold, as demonstrated by my past legal accomplishments. More importantly, my legal practice on behalf of NorthWestern Energy will almost certainly be limited to a field in which I have demonstrated a high level of expertise. I will have only one client, will not hold myself out to the public for hire, and intend to practice only in the field of public utility law.

26. Third, granting this request will serve the specialized needs and interests of my employer, NorthWestern Energy. NorthWestern Energy is an unusual corporation in that virtually all of its operations are regulated by state public service commissions or the Federal Energy Regulatory Commission. To serve NorthWestern Energy's specialized legal needs, it will be beneficial for me to be able to step in as required to represent the company on important public utility matters, given my long tenure as a public utility lawyer. See **Exhibit 5** (*Affidavit of Robert C. Rowe*), at ¶¶ 5-8. As Mr. Rowe states:

Based on my experience as a member of a state public utility commission and as an advisor to industries regulated by state public utility commissions and the other activities described, I have a well-developed appreciation for the skill set necessary to successfully represent an entity before such forums. The law is complex and the policy issues are subtle, requiring a particular high level of experience and judgment.

Also based on my experience, I understand the extent to which the financial fate of a public utility rests on the decisions of the public utility commission or commissions that regulate it. Unlike most investor-owned corporations, the ability of a regulated public utility to generate necessary levels of revenue depends entirely on the decisions of its regulators.

...

NorthWestern's legal staff is currently very small. None of the other in-house lawyers have a level of experience that remotely resembles Ms. Grahame's.

27. Fourth, to the extent I represent NorthWestern Energy on any legal matter, it will almost certainly be limited to public utility issues before the Montana Public Service Commission or a court on public utility matters, as that has been my practice's longtime focus. NorthWestern's operations are thoroughly regulated by federal and state agencies. Public utility regulation, which is a highly specialized area, is my area of focus and one in which I am uniquely qualified. My fiduciary responsibilities as a Vice President and my management responsibilities as General Counsel are so time-consuming that they preclude any regular representation of NorthWestern Energy. In addition, NorthWestern employs both in-house and outside counsel with expertise in traditional legal areas, such as employment, litigation and contract law. Therefore, any representation of NorthWestern Energy by me on any matter will almost certainly be limited in frequency and to issues in the highly specialized area of law that has been my practice's centerpiece.

28. I recognize this is an unusual request, but I believe it is both reasonable and practical. In summary: (a) I am not holding myself out to the public for hire; (b) the public is not at any risk; (c) I will have one and only one client that is a very sophisticated corporation and which strongly supports this petition; (d) my client is uniquely situated in that it is entirely regulated by state public utility commissions or the Federal Energy Regulatory Commission; (e) the focus of my practice for 20 years has been public utility law, which is unusual and highly specialized; and (f) my practice will almost certainly be

limited to meeting my employer's legal needs in a highly specialized and technical area of law.

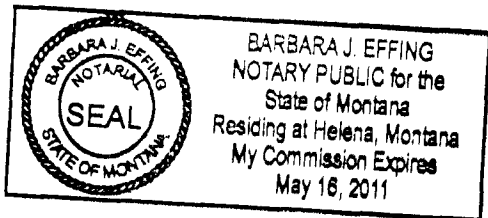
Respectfully submitted,

Heather H. Grahame
Heather H. Grahame

STATE OF MONTANA)
) ss.
County of Lewis & Clark)

On this 30th day of March, 2011 before me, the undersigned, a Notary Public for the State of Montana, personally appeared Heather H. Grahame, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same, and sworn to before me. vis

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Barbara J. Effing
Print Name BARBARA J. EFFING
Notary Public for the State of Montana
Residing at: Helena, MT
My commission expires: May 16, 2011

1986 WL 727429 (U.S.) (Appellate Brief)
Supreme Court of the United States.

Donald P. HODEL, Secretary of the Interior; and the United States Department
of the Interior, and Amoco Production Company, et al., Petitioners,

v.

PEOPLE OF THE VILLAGE OF GAMBELL, et al., Respondent.

Nos. 85-1239, 85-1406.

October Term, 1986.

October 3, 1986.

On Writs of Certiorari to the United States Court of Appeals for the Ninth Circuit

Brief for Respondents

Donald S. Cooper, Carol H. Daniei., Heather H. Grahame, Alaska Legal Services Corporation, 550 West 8th Avenue, Suite 300, Anchorage, Alaska 99501, (907) 276-6282, Attorneys for Respondents

***i QUESTIONS PRESENTED**

1. Whether the Alaska Native Claims Settlement Act, 43 U.S.C. § 1601 *et seq.*, which applies to public lands “in Alaska,” extinguished Alaska Natives' aboriginal hunting and fishing rights outside the three-mile territorial limits of the State of Alaska?
2. Whether Title VIII of the Alaska National Interest Lands Conservation Act, 16 U.S.C. § 3101 *et seq.*, which applies to public lands “in Alaska,” protects Alaska Natives' hunting and fishing rights outside the three-mile territorial limits of the State of Alaska?
3. Whether the United States holds title to the mineral resources of the Outer Continental Shelf so as to bring oil and gas leases under the Conservation Act's definition of “Federal lands”?
4. Whether Secretary Hodel can rely on post-sale evaluations to rationalize why Secretary Watt and Secretary Clark failed to comply with the mandates of Section 810 of the Conservation Act when holding OCS Lease Sales 57 and 83?
5. Whether Section 810 of the Conservation Act-which directs that certain studies and evaluations take place “[i]n determining whether to . . . lease” and which provides that “[n]o such . . . lease . . . which would significantly restrict subsistence uses shall be effected”-applies to leasing?
6. Whether an order enjoining exploration and development on tracts leased in violation of Section 810 **ii* of the Conservation Act was an appropriate remedy when the parties against whom the injunction issued had earlier represented to the court that the proper remedy for a violation of Section 810 was a permanent injunction rather than an order voiding the lease sales?
7. Whether an injunction is the appropriate remedy for a violation of a statute whose plain language and purposes can only be effectuated and implemented by immediate injunctive relief?
8. Whether the oil companies, in proceeding to bid at OCS Lease Sales 57 and 83, could justifiably rely on Interior's interpretation of the Conservation Act when they were party defendants in a lawsuit challenging that interpretation?

***iii TABLE OF CONTENTS**

ALASKA BAR
ASSOCIATION

STATE OF ALASKA

THIRD JUDICIAL DISTRICT

I, Deborah O'Regan, Executive Director of the Alaska Bar Association and custodian of its records hereby certify that Heather H. Grahame was admitted to the Alaska Bar Association and to the practice of law in this State since November of 1984; and is presently an active member in good standing of the Alaska Bar Association.

IN WITNESS WHEREOF, I have here unto set my hand on this the 23rd day of March, 2011.



ALASKA BAR ASSOCIATION

Deborah O'Regan
Executive Director

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Exhibit 2

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Heather H. Grahame - Lawyer Profile

Heather H. Grahame
Partner

Dorsey & Whitney LLP
1031 West 4th Avenue, Suite 600
Anchorage, Alaska
(Third Judicial District)

Profile Visibility

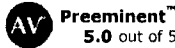
#119 in weekly profile views out of 1,949 lawyers in Anchorage, Alaska
#30,453 in weekly profile views out of 1,413,069 total lawyers Overall

Experience & Credentials

Client/Peer Review Ratings™

Ratings Methodology

Peer Review Rating



Years in Practice 27
Meets Very High Criteria of General Ethical Standards? Yes

Practice Area-Specific Ratings
Details Not Available

This lawyer has a general Peer Review Rating. When available, practice area-specific ratings provide additional details, narrative feedback and demographics.

View Experience & Credentials

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Exhibit 3

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Exhibit 4

ENVIRONMENT, NATURAL RESOURCES & REGULATED INDUSTRIES

Environment, Natural Resources & Regulated Industries
Leading Firms

Band 1
 Ashburn & Mason, PC
 Dorsey & Whitney LLP
 Perkins Cole LLP
 Guess & Rudd PC
 Hartig Rhodes Hoge & Lekisch PC
 Patton Boggs LLP

Leading Individuals

Senior Statesmen
 Mason III Julian L. Ashburn & Mason, PC

Band 1
 Fjelstad Eric B. Perkins Cole LLP
 Grahame Heather H. Dorsey & Whitney LLP
 Perkins Jr. Joseph J. Stael Rives LLP
 Reeves Susan. Reeves Amodio LLC

Band 2
 Rozell William B. - Sole Practitioner
 Saupe A. William. Ashburn & Mason, PC
 Serdahely Douglas J. Patton Boggs LLP
 Veerman Louis R. Guess & Rudd PC

Band 3
 Edwards Donald W. Dorsey & Whitney LLP
 Grovier Tina M. Birch, Horton, Bittner & Cherot
 Hoge Andrew. Hartig Rhodes Hoge & Lekisch PC
 Lyle George R. Guess & Rudd PC
 Moran Joseph DeLisio Moran Geraghty & Zobel, P.C.
 Stoller Robert - Sole Practitioner

Alphabetical order within each band. Band 1 is the highest.

Band 1

Ashburn & Mason, PC

This Alaska institution provides gold-standard work in oil and gas, telecom and public utilities matters, and remains the state's top choice for representation in oil and gas royalty and tax disputes. Hugely respected public utilities practitioner **Julian Mason** is the firm's senior lawyer. He has represented a number of key clients, including AT&T Alascom and ENSTAR. **William Saupe** rises in the rankings this year in recognition of his sterling regulation-focused practice.

Dorsey & Whitney LLP

See profile on p.1259

This international firm commands considerable respect from the Anchorage market, with particular praise going to its significant regulated industries practice. **Heather Grahame** is acknowledged as the leading regulatory and public utilities lawyer in the state. She has particular expertise in the telecom industry. Of counsel **Donald Edwards** enters the rankings this year in recognition of his stellar role in the firm's natural resources practice.

Perkins Cole LLP

See profile on p.2094

This full-service firm inspires tremendous loyalty among its client base. Its national footprint means the group is a favorite among companies with energy interests in the state; for example, it is currently representing PacRim Coal regarding its development of the world's largest tide-water coal development, TAC on its efforts to redevelop Adak Island, and Coeur Alaska on issues relating to its Kensington mine. The managing partner of the Alaska office - and central to the group's key deals - is star attorney **Eric Fjelstad** (see p.326). This "hugely intelligent and gifted communicator" has a much-lauded natural resources and project development practice.

Band 2

Guess & Rudd PC

This Anchorage firm provides excellent counsel in environmental and natural resources law, and also has experience in transactional and regulatory matters. **Louis Veerman's** pipeline work commands huge respect in the market. **George Lyle** is a highly thoughtful lawyer who counts blue-chip companies such as BP among his clients.

Hartig Rhodes Hoge & Lekisch PC

This venerable Anchorage firm is an established fixture in the market with a proven track record in natural resources matters. Meticulous and knowledgeable attorney **Andrew Hoge** debuts in the tables this year. He has more than 35 years' experience representing pipeline companies in the state.

Patton Boggs LLP

See profile on p.698

Five top-quality attorneys comprise this litigation-focused practice. The well-regarded group's political savvy is demonstrated by its strong presence in front of the state and federal regulatory agencies. **Douglas Serdahely** (see p.327) is a top civil litigator whose practice has a focus on environment and antitrust issues.

Other Notable Practitioners

Joseph Perkins recently joined Stael Rives LLP from Guess & Rudd. A hugely experienced attorney with great expertise in mining and oil and gas issues, he is praised by clients for his "extensive knowledge of the ins and outs of state and federal agencies." Sole practitioner **William Rozell** has a long-established oil and gas tax practice. His well-developed client base includes such big players as ConocoPhillips. Also working out of his own shop, **Robert Stoller** focuses on utilities and oil and gas regulation. **Tina Grovier** of Birch, Horton, Bittner & Cherot has a solid practice with a focus on the oil, gas and mining industries. **Joseph Moran** works out of Anchorage-based firm DeLisio Moran Geraghty & Zobel, P.C. He is a banking and commercial lawyer who also handles environmental law issues. **Susan Reeves** of Reeves Amodio LLC inspires admiration in peers, who praise her deep understanding of this area.

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2010
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Exhibit 4

Other Notable Practitioners Philip Blumstein of Landye Bennett Blumstein LLP is "extremely skilled in transactional matters." He frequently handles work for municipalities and Alaska Native Corporations. He has a broad practice and serves as general counsel to numerous private and public entities in Alaska. John Tindall (see p.428) of Tindall Bennett & Shoup PC has a great reputation for transactional matters, though he is primarily a real estate attorney. Terrance

Turner of Turner & Medé, PC has a broad practice that includes corporate matters, namely business formations, financings, capitalizations and M&A. "Outstanding solo practitioner" David Bundy of David H Bundy PC represents debtors and creditors in major Alaska bankruptcy cases. He frequently works with clients outside of Alaska through in-house counsel or out-of-state law firms. At K&L Gates, Joan Travostino's (see p.428) transactional practice includes a great deal of bankruptcy work, repre-

sending creditors. Over at Burr, Pease & Kurtz, PC John Siemets handles bankruptcy work including workouts, foreclosures and creditor rights matters. State and local taxation is also an area of expertise, particularly tax problems unique to the oil industry. Siemets has worked at Burr Pease since graduating from law school in 1978. Michael Parise (see p.428) of Lane Powell PC is described as "the consummate gentleman and a pleasure to work with." He focuses on Chapter 11 and lending work.

ENVIRONMENT, NATURAL RESOURCES & REGULATED INDUSTRIES

Environment, Natural Resources & Regulated Industries
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Keithley Bradford G. Perkins Cole LLP
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Rozell William B. William Rozell, Solo Practitioner
Saupe A. William Ashburn & Mason, PC
Serdahely Douglas J. Patton Boggs LLP

Band 3
Edwards Donald W. Dorsey & Whitney LLP
Hoge Andrew Hartig Rhodes Hoge & Leklsch PC
Linxwiler James Guess & Rudd PC
Lyle George R. Guess & Rudd PC

* Indicates firm individual with profile distinction based on level of law
Alphabetical order within each band. Band 1 is the highest.

KEY INDIVIDUALS William Saupe, mainly represents regulated utilities - mostly telephone, natural gas and some electric entities. Peers praise him as "a well-respected straight shooter," saying: "If I had a conflict of interest I would refer my dearest clients to him." Julian Mason, the firm's senior attorney, is still active though he works part-time. He primarily advises on matters for key client ENSTAR.

Dorsey & Whitney LLP
See profile on p.1427

THE FIRM This standout practice can handle any regulatory matter. Telecom, refuse, water, wastewater, oil and gas and electric companies all turn to its services. Sources Say: "Dorsey & Whitney's experience in utility matters has been fundamental to our success in these cases."

KEY INDIVIDUALS Heather Grahame (see p.427) cochairs the firmwide telecom practice, focusing on utility law and civil litigation. Sources consider her "the leader in Dorsey's Anchorage group and top of the market for regulatory work." Of counsel Donald Edwards (see p.427) focuses on energy regulation and litigation; he is especially skilled in the representation of electric utilities. Sources say: "He's great at consolidating the complicated issues of a case into simple points that can be more easily understood by regulators." Both Edwards and Grahame have been representing rural telephone company Matanuska Telephone Association in a case to set access charges for competitors over its local network. The case highlights Grahame's experience with cooperatives and Edwards' experience with TIER-based ratemaking and cooperative tax issues, which he gained while serving as general counsel to Chugach Electric Association for 18 years prior to joining the firm.

Guess & Rudd PC
THE FIRM Not only does this broad practice excel in natural resources law, it also handles environmental matters for its commercial, real estate and insurance clients.

Sources Say: "A great combination of lawyers makes this an outstanding team. It has the capacity to resolve issues in the best interest of utilities in short order."

KEY INDIVIDUALS Louis Veerman is "a true energy lawyer," he focuses on representing pipeline companies and other entities before the regulatory commission. "Clients seek him out for his wise counsel." The high-

ed George Lyle focuses on oil and gas work for clients such as BP. He is also well known for his expertise in environmental insurance claims for plaintiffs. James Linxwiler is "a key player in the group's classic environmental practice." He frequently represents Native Corporation clients and is representing the University of Alaska in a lawsuit challenging legislation granting the university 260,000 acres of land.

Perkins Cole LLP
See profile on p.2317

THE FIRM Two partners and two senior associates handle an enviably wide range of traditional energy, natural resources and environment matters. The team advises on a great deal of the mining operations in the state: recent work includes matters for PacRim Coal, Coeur Alaska and Teck Cominco Alaska. BP is a long-term client, and the group is providing ongoing advice and counsel in connection with BP's ownership interests in the Alaska Gas Pipeline. Clients also benefit from Perkins Coie's national footprint, which provides the group with deep resources. Sources Say: "Perkins Coie has a classic practice."

KEY INDIVIDUALS "Even-keeled and respected on all sides, Eric Fjelstad (see p.427) is a key player in this sector." He heads the group's energy and natural resources practice and handles large mining and oil and gas projects. Bradford Keithley (see p.427) has recently joined the firm from Jones Day in Texas, bringing with him considerable experience in oil and gas matters including related litigation, regulation and transactions. He co-heads the firm's national oil and gas practice.

Band 2
Hartig Rhodes Hoge & Leklsch PC

THE FIRM This group ably represents oil, gas and mining companies in natural resources and development matters. KEY INDIVIDUALS Andrew Hoge is "a major player in pipeline work."

Other Notable Practitioners
Though best known for litigation, Douglas Serdahely (see p.428) of Patton Boggs LLP is also well regarded for his environmental-related work. He represents Exxon Mobil

Band 1
Ashburn & Mason, PC
THE FIRM Though best known for regulatory work, this top-drawer group is also skilled in litigation and transactional matters, forming a full-service offering. The group handles oil and gas leasing, unitization and oil and gas royalty law. It represents Alaska's largest long-distance telephone and natural gas utilities.

AFFIDAVIT OF ROBERT C. ROWE

STATE OF MONTANA)
County of Lewis+Clark) ss.

ROBERT C. ROWE, being first duly sworn upon oath, deposes and states as follows:

1. Since August 2008, I have been the President and Chief Executive Officer of NorthWestern Energy (“NorthWestern”). My job responsibilities include oversight of all aspects of the company, including working with the Board of Directors and with members of the executive team responsible for legal corporate governance and other areas.

2. I have been a member of the Montana Bar since 1982. My current responsibilities do not, however, include performing legal work for NorthWestern. I have been a member of the Oregon Bar since 1980 (currently inactive). I am a member of the Energy Bar Association and was formerly an active member of the Federal Communications Bar Association.

3. Prior to my current position, I was a co-founder and senior partner at Balhoff, Rowe & Williams, a specialized national professional services firm providing financial and regulatory advice to clients in the energy and telecommunications industries.

4. I served as Commissioner and Chairman of the Montana Public Service Commission from 1993 to 2004. I also served as President of the National Association of Regulatory Utility Commissioners (NARUC) from 1999 to 2000, as Chairman of the NARUC Telecommunications Committee, and as a member of the NARUC Executive Committee. At various times I have served on the boards of law and policy focused university-based centers concerning telecommunications, energy and regulation, including at Columbia University, the University of Florida, and the Ohio State University.

5. Based on my experience as a member of a state public utility commission and as an advisor to industries regulated by state public utility commissions and the other activities described, I have a well-developed appreciation for the skill set necessary to successfully represent an entity before such forums. The law is complex and the policy issues are subtle, requiring a particularly high level of experience and judgment.

6. Also based on my experience, I understand the extent to which the financial fate of a public utility rests on the decisions of the public utility commission or commissions that regulate it. Unlike most investor-owned corporations, the ability of a regulated public utility to generate necessary levels of revenue depends entirely on the decisions of its regulators.


7. In May, 2010, NorthWestern Energy hired Heather Grahame to serve as General Counsel. She was selected as the result of a national search which attracted well more than one hundred applicants, including a number of attorneys admitted to practice in Montana. Because the General Counsel is a corporate officer, her final selection was approved by our Board of Directors. She was selected based in large part on her deep and lengthy experience in representing public utilities. In my opinion, Ms. Grahame's twenty-seven years of practicing law, of which approximately twenty focused on public utility law, has prepared her perfectly for her new role at NorthWestern. The Board and senior management believe the company is very fortunate that she was willing to relocate to Montana from her long-time home in Anchorage, Alaska.

8. NorthWestern's legal staff is currently very small. None of the other in-house lawyers have a level of experience that remotely resembles Ms. Grahame's. Although I do not expect that Ms. Grahame will appear before the Montana Public Service Commission or a state

court often, I do need her to be available for the most important legal matters facing the company.

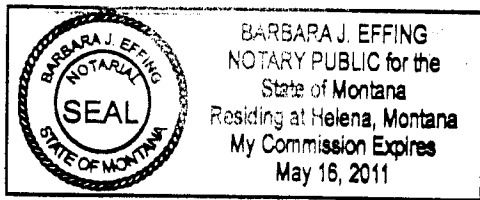
9. As the President and CEO, I have carefully considered the risk to the company's shareholders and ratepayers of having Ms. Grahame admitted to the Montana Bar without requiring her to take the Montana bar exam, and I judge that risk to be non-existent. I therefore respectfully request that the Montana Supreme Court waive that requirement under these unique and compelling circumstances.

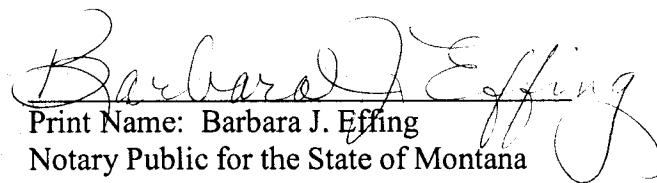
Dated this 28th day of March, 2011.



Robert C. Rowe

Signed and sworn to before me on March 28, 2011 by Robert C. Rowe.




Print Name: Barbara J. Effing
Notary Public for the State of Montana
Residing at: Helena, Montana
My commission expires: May 16, 2011

