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January 25, 2010

Bleau LaFave
Director SD Supply and Development
NorthWestern Energy
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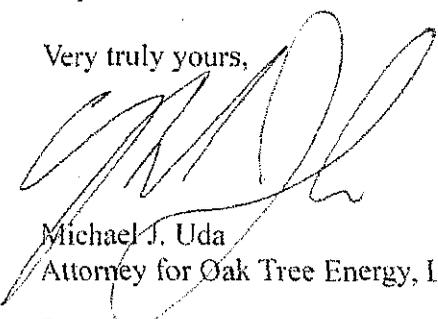
RE: *Oak Tree Energy, LLC - QF Negotiation with NorthWestern Energy*

Dear Mr. LaFave:

Oak Tree Energy, LLC ("Oak Tree") hereby offers to sell 19.5 MW of energy and capacity to NorthWestern Energy's ("NWE") existing 69 kV substation at Clark Junction, South Dakota. Oak Tree is offering to sell the power to NWE at .05440 per KWH or (54.40 per MWH) for 20 years with an annual escalator of 2.5 percent. All renewable energy credits or other environmental attributes will be transferred to NWE as part of this transaction. Enclosed is a proposed power purchase agreement to effectuate the transaction if NWE deems this offer acceptable.

Let us know if this offer is acceptable to NWE. Oak Tree believes it is a fair offer that will allow the Oak Tree project to succeed financially while being at NWE's avoided cost. We believe NWE and its ratepayers in South Dakota would benefit as well. We respectfully request a response no later than Wednesday, February 2, 2011. Thank you for attention to this matter.

Very truly yours,



Michael J. Uda
Attorney for Oak Tree Energy, LLC

Encl.
1642.000 - PL 69685

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