

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

NORTHWESTERN CORPORATION,

Reorganized Debtor.

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Case No. 03-12872 (KJC)

Ref. Docket No. 3898, 3904

**ORDER ENTERING A FINAL DECREE CLOSING THE CHAPTER 11  
CASE AND GRANTING CERTAIN RELATED RELIEF, PURSUANT TO  
SECTIONS 105, 350 AND 554 OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 3022, 6004 AND 7062 AND LOCAL RULES 2002 AND 5009**

Upon consideration of the *Motion of NorthWestern Corporation for an Order, Entering a Final Decree Closing the Chapter 11 Case and Granting Certain Related Relief, Pursuant to Sections 105, 350 and 554 of the Bankruptcy Code, Bankruptcy Rules 3022, 6004 and 7062 and Local Rules 2002 and 5009* [Docket No. 3898] (the “Motion”),<sup>1</sup> and a hearing on the Motion having been scheduled before this Court on February 21, 2012 at 2:00 p.m. (Eastern time) (the “Hearing”) to consider the relief requested in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having considered the statements of counsel on the record of any Hearing and the filings of the parties in connection with the Motion; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the Plan has been substantially consummated; and upon the record of the Hearing; and after due deliberation, and good and sufficient cause appearing therefor,

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings assigned to them in the Motion.



**THE COURT HEREBY ORDERS, ADJUDGES, AND DECREES THAT:**

1. Pursuant to Sections 105, 350 and 554 of the Bankruptcy Code, Bankruptcy Rules 3022, 6004(h) and 7062 and Local Rules 2002-1(f)(ix) and 5009-1, the Motion is granted and the Chapter 11 Case of NorthWestern Corporation, Case No. 03-12872 (KJC), is hereby closed.
2. NorthWestern hereby is authorized, pursuant to Section 554 of the Bankruptcy Code, in the exercise of its reasonable business judgment, to abandon and/or destroy any and all documents relating to the Chapter 11 Case within its possession or control, except as may be required by applicable non-bankruptcy law
3. It is not necessary for NorthWestern to respond or otherwise object to any claims, including tax claims or related motions, that may be filed in the Chapter 11 Case after the date hereof, and any and all such claims are automatically deemed disallowed for all purposes.
4. Pursuant to Local Rule 2002-1(f)(ix) and in accordance with the Instructions and Guidelines of the Office of the Clerk for the United States Bankruptcy Court for the District of Delaware (the "Clerk of Court"), within thirty (30) days of entry of this Order, Kurtzman Carson Consultants LLC ("Kurtzman") shall forward the following documents to the Clerk of the Court:
  - a. an updated list of creditors in .txt format;
  - b. an updated Fed. R. Bankr. P. 2002 notice list in .txt format;
  - c. a final claims register in both alphabetical and numerical order in paper and PDR format; and
  - d. all original proofs of claim.

5. Upon Kurtzman's delivery of the items listed in paragraph 5 above, Kurtzman shall have no further obligations to the Court, NorthWestern or any party in interest with respect to the Chapter 11 Case.

6. Upon entry of this Order or as soon as practicable thereafter, Kurtzman shall close the post office box dedicated to receiving mail in the Chapter 11 Case.

7. Should Kurtzman receive any mail after entry of this Order, Kurtzman will collect and forward such mail on a monthly basis to Debtor's counsel at the following address:

CURTIS, MALLET-PREVOST,  
COLT & MOSLE LLP  
Attn: Steven J. Reisman, Esq.  
Jerrold L. Bregman, Esq.  
101 Park Avenue  
New York, NY 10178-0061

Claims and any other mail received after entry of this Order will not be processed by Kurtzman.

8. Northwestern, together with its agents, including its counsel, shall not be liable for any acts or omissions in implementing this Order, provided such actions or omissions are in good faith and absent gross negligence or willful misconduct.

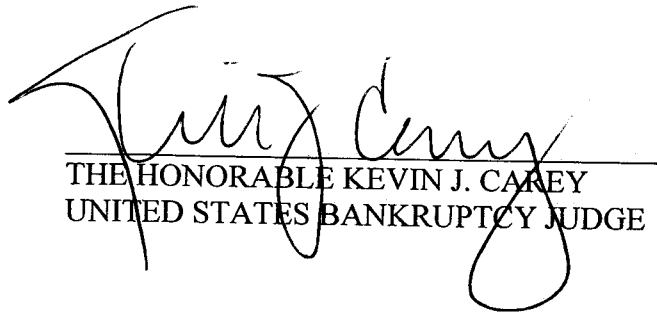
9. NorthWestern shall pay all outstanding statutory fees owed to the Office of the United States Trustee (the "U.S. Trustee"), if any, on or before the tenth business day following NorthWestern's receipt of a final invoice from the U.S. Trustee. In the event that the statutory fees are not paid in accordance with this Order, the U.S. Trustee shall have the right to reopen the Chapter 11 Case to seek compliance with this Order.

10. Notwithstanding any stay that might be applicable to this Order, this Order shall be effective and enforceable immediately upon entry hereof.

11. If there is any inconsistency between the terms of this Order and the Motion or any other order in the Chapter 11 Case, the terms of this Order shall control.

12. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: February 17, 2012



THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE