

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint	)	Application No. NG-0037
Application of NorthWestern	)	
Corporation d/b/a NorthWestern	)	
Energy, Sioux Falls, South	)	
Dakota; Babcock & Brown Infra-	)	
structure Limited, BBI US	)	ORDER SETTING PLANNING
Holdings Pty Ltd., Sydney NSW	)	CONFERENCE
2000, Australia; BBI US Holdings	)	
II Corp., and BBI Glacier Corp.,	)	
San Francisco, California	)	
seeking approval of the Proposed	)	
Change in Control of	)	Entered: June 26, 2006
NorthWestern Corporation.	)	

BY THE HEARING OFFICER:

On June 7, 2006, an application was filed with the Nebraska Public Service Commission (Commission) by NorthWestern Corporation d/b/a NorthWestern Energy (NorthWestern) and Babcock & Brown Infrastructure Limited (BBIL), BBI US Holdings Pty Ltd. (Holdings Pty), BBI US Holdings II Corp. (Holdings II) and BBI Glacier Corp. (Glacier) (collectively the "BBI Companies" and together with NorthWestern the "Applicants"), seeking approval of the proposed change of control of NorthWestern. Notice of the application was published in The Daily Record, Omaha, Nebraska, on June 9, 2006.

At present, the service list is as follows:

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Any changes to the service list must be filed in writing with the Nebraska Public Service Commission at 300 The Atrium Building, 1200 N Street, Lincoln, Nebraska 68508.

In order to process the application, the Commission will hold a planning conference in this matter on July 12, 2006, at 1:30 p.m. CDT in the Commission Library, 300 The Atrium, 1200 N Street, Lincoln, Nebraska.

Any motions or preliminary filings must be served on all parties. The Applicants submitted a proposed procedural schedule for consideration in this proceeding. It is anticipated that the timing for discovery may be shorter than provided by the Nebraska Supreme Court Discovery Rules and all parties contemplating Intervention are urged to take note of the abbreviated schedule that may be adopted as a result of the planning conference.

O R D E R

IT IS THEREFORE ORDERED by the Hearing Officer that a planning conference is hereby scheduled for July 12, 2006, at 1:30 p.m. CDT as provided above.

MADE AND ENTERED in Lincoln, Nebraska on this 26th day of July, 2006.

BY:

Gerald L. Vap  
HEARING OFFICER