

THIS FILING IS

Item 1: An Initial (Original) Submission OR Resubmission No. _____

Form 1 Approved
OMB No.1902-0021
(Expires 12/31/2019)
Form 1-F Approved
OMB No.1902-0029
(Expires 12/31/2019)
Form 3-Q Approved
OMB No.1902-0205
(Expires 12/31/2019)



FERC FINANCIAL REPORT

FERC FORM No. 1: Annual Report of Major Electric Utilities, Licensees and Others and Supplemental Form 3-Q: Quarterly Financial Report

These reports are mandatory under the Federal Power Act, Sections 3, 4(a), 304 and 309, and 18 CFR 141.1 and 141.400. Failure to report may result in criminal fines, civil penalties and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider these reports to be of confidential nature

| | |
|-----------------------------------------------------------------------------|-------------------------------------------------------|
| Exact Legal Name of Respondent (Company) NorthWestern Corporation | Year/Period of Report End of <u>2019/Q3</u> |
|-----------------------------------------------------------------------------|-------------------------------------------------------|

**FERC FORM NO. 1/3-Q:
REPORT OF MAJOR ELECTRIC UTILITIES, LICENSEES AND OTHER**

| IDENTIFICATION | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|
| 01 Exact Legal Name of Respondent NorthWestern Corporation | | 02 Year/Period of Report End of <u>2019/Q3</u> |
| 03 Previous Name and Date of Change (if name changed during year) / / | | |
| 04 Address of Principal Office at End of Period (Street, City, State, Zip Code) 3010 West 69th Street, Sioux Falls, SD 57108 | | |
| 05 Name of Contact Person Elaine A. Vesco | | 06 Title of Contact Person Assistant Controller |
| 07 Address of Contact Person (Street, City, State, Zip Code) 11 East Park Street, Butte, MT 59701 | | |
| 08 Telephone of Contact Person, Including Area Code (407) 497-2759 | 09 This Report Is (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | 10 Date of Report (Mo, Da, Yr) 09/30/2019 |
| QUARTERLY CORPORATE OFFICER CERTIFICATION | | |
| The undersigned officer certifies that: I have examined this report and to the best of my knowledge, information, and belief all statements of fact contained in this report are correct statements of the business affairs of the respondent and the financial statements, and other financial information contained in this report, conform in all material respects to the Uniform System of Accounts. | | |
| | | |
| 01 Name Crystal D. Lail | 03 Signature Crystal D. Lail | 04 Date Signed (Mo, Da, Yr) 11/07/2019 |
| 02 Title VP and Controller | | |
| Title 18, U.S.C. 1001 makes it a crime for any person to knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction. | | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|
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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|

LIST OF SCHEDULES (Electric Utility)

Enter in column (c) the terms "none," "not applicable," or "NA," as appropriate, where no information or amounts have been reported for certain pages. Omit pages where the respondents are "none," "not applicable," or "NA".

| Line No. | Title of Schedule (a) | Reference Page No. (b) | Remarks (c) |
|----------|------------------------------------------------------------------------|---------------------------|----------------|
| 1 | Important Changes During the Quarter | 108-109 | |
| 2 | Comparative Balance Sheet | 110-113 | |
| 3 | Statement of Income for the Quarter | 114-117 | |
| 4 | Statement of Retained Earnings for the Quarter | 118-119 | |
| 5 | Statement of Cash Flows | 120-121 | |
| 6 | Notes to Financial Statements | 122-123 | |
| 7 | Statement of Accum Comp Income, Comp Income, and Hedging Activities | 122 (a)(b) | |
| 8 | Summary of Utility Plant & Accumulated Provisions for Dep, Amort & Dep | 200-201 | |
| 9 | Electric Plant In Service and Accum Provision For Depr by Function | 208 | |
| 10 | Transmission Service and Generation Interconnection Study Costs | 231 | |
| 11 | Other Regulatory Assets | 232 | |
| 12 | Other Regulatory Liabilities | 278 | |
| 13 | Elec Operating Revenues (Individual Schedule Lines 300-301) | 300-301 | |
| 14 | Regional Transmission Service Revenues (Account 457.1) | 302 | Not Applicable |
| 15 | Electric Prod, Other Power Supply Exp, Trans and Distrib Exp | 324a-324b | |
| 16 | Electric Customer Accts, Service, Sales, Admin and General Expenses | 325 | |
| 17 | Transmission of Electricity for Others | 328-330 | |
| 18 | Transmission of Electricity by ISO/RTOs | 331 | Not Applicable |
| 19 | Transmission of Electricity by Others | 332 | |
| 20 | Deprec, Depl and Amort of Elec Plant (403,403.1,404,and 405) (except A | 338 | |
| 21 | Amounts Included in ISO/RTO Settlement Statements | 397 | |
| 22 | Monthly Peak Loads and Energy Output | 399 | |
| 23 | Monthly Transmission System Peak Load | 400 | |
| 24 | Monthly ISO/RTO Transmission System Peak Load | 400a | |
| | | | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------|
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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------|

IMPORTANT CHANGES DURING THE QUARTER/YEAR

Give particulars (details) concerning the matters indicated below. Make the statements explicit and precise, and number them in accordance with the inquiries. Each inquiry should be answered. Enter "none," "not applicable," or "NA" where applicable. If information which answers an inquiry is given elsewhere in the report, make a reference to the schedule in which it appears.

1. Changes in and important additions to franchise rights: Describe the actual consideration given therefore and state from whom the franchise rights were acquired. If acquired without the payment of consideration, state that fact.
2. Acquisition of ownership in other companies by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, name of the Commission authorizing the transaction, and reference to Commission authorization.
3. Purchase or sale of an operating unit or system: Give a brief description of the property, and of the transactions relating thereto, and reference to Commission authorization, if any was required. Give date journal entries called for by the Uniform System of Accounts were submitted to the Commission.
4. Important leaseholds (other than leaseholds for natural gas lands) that have been acquired or given, assigned or surrendered: Give effective dates, lengths of terms, names of parties, rents, and other condition. State name of Commission authorizing lease and give reference to such authorization.
5. Important extension or reduction of transmission or distribution system: State territory added or relinquished and date operations began or ceased and give reference to Commission authorization, if any was required. State also the approximate number of customers added or lost and approximate annual revenues of each class of service. Each natural gas company must also state major new continuing sources of gas made available to it from purchases, development, purchase contract or otherwise, giving location and approximate total gas volumes available, period of contracts, and other parties to any such arrangements, etc.
6. Obligations incurred as a result of issuance of securities or assumption of liabilities or guarantees including issuance of short-term debt and commercial paper having a maturity of one year or less. Give reference to FERC or State Commission authorization, as appropriate, and the amount of obligation or guarantee.
7. Changes in articles of incorporation or amendments to charter: Explain the nature and purpose of such changes or amendments.
8. State the estimated annual effect and nature of any important wage scale changes during the year.
9. State briefly the status of any materially important legal proceedings pending at the end of the year, and the results of any such proceedings culminated during the year.
10. Describe briefly any materially important transactions of the respondent not disclosed elsewhere in this report in which an officer, director, security holder reported on Page 104 or 105 of the Annual Report Form No. 1, voting trustee, associated company or known associate of any of these persons was a party or in which any such person had a material interest.
11. (Reserved.)
12. If the important changes during the year relating to the respondent company appearing in the annual report to stockholders are applicable in every respect and furnish the data required by Instructions 1 to 11 above, such notes may be included on this page.
13. Describe fully any changes in officers, directors, major security holders and voting powers of the respondent that may have occurred during the reporting period.
14. In the event that the respondent participates in a cash management program(s) and its proprietary capital ratio is less than 30 percent please describe the significant events or transactions causing the proprietary capital ratio to be less than 30 percent, and the extent to which the respondent has amounts loaned or money advanced to its parent, subsidiary, or affiliated companies through a cash management program(s). Additionally, please describe plans, if any to regain at least a 30 percent proprietary ratio.

PAGE 108 INTENTIONALLY LEFT BLANK
SEE PAGE 109 FOR REQUIRED INFORMATION.

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|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
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| IMPORTANT CHANGES DURING THE QUARTER/YEAR (Continued) | | | |

1. None
2. None
3. None
4. None
5. None
6. See Note 7, "Financing Activities", FERC Docket Number ES19-36-000 and MPSC Docket Number 2019.08.046.
7. None
8. None
9. See Note 9, "Commitments and Contingencies".
10. None
11. (Reserved)
12. None
13. None
14. NA

| | | | |
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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)

| Line No. | Title of Account (a) | Ref. Page No. (b) | Current Year End of Quarter/Year Balance (c) | Prior Year End Balance 12/31 (d) |
|----------|-------------------------------------------------------------------|----------------------|-------------------------------------------------|-------------------------------------|
| 1 | UTILITY PLANT | | | |
| 2 | Utility Plant (101-106, 114) | 200-201 | 6,348,548,972 | 6,236,877,819 |
| 3 | Construction Work in Progress (107) | 200-201 | 206,978,657 | 99,808,223 |
| 4 | TOTAL Utility Plant (Enter Total of lines 2 and 3) | | 6,555,527,629 | 6,336,686,042 |
| 5 | (Less) Accum. Prov. for Depr. Amort. Depl. (108, 110, 111, 115) | 200-201 | 2,394,972,241 | 2,297,252,458 |
| 6 | Net Utility Plant (Enter Total of line 4 less 5) | | 4,160,555,388 | 4,039,433,584 |
| 7 | Nuclear Fuel in Process of Ref., Conv., Enrich., and Fab. (120.1) | 202-203 | 0 | 0 |
| 8 | Nuclear Fuel Materials and Assemblies-Stock Account (120.2) | | 0 | 0 |
| 9 | Nuclear Fuel Assemblies in Reactor (120.3) | | 0 | 0 |
| 10 | Spent Nuclear Fuel (120.4) | | 0 | 0 |
| 11 | Nuclear Fuel Under Capital Leases (120.6) | | 0 | 0 |
| 12 | (Less) Accum. Prov. for Amort. of Nucl. Fuel Assemblies (120.5) | 202-203 | 0 | 0 |
| 13 | Net Nuclear Fuel (Enter Total of lines 7-11 less 12) | | 0 | 0 |
| 14 | Net Utility Plant (Enter Total of lines 6 and 13) | | 4,160,555,388 | 4,039,433,584 |
| 15 | Utility Plant Adjustments (116) | | 357,585,527 | 357,585,527 |
| 16 | Gas Stored Underground - Noncurrent (117) | | 33,042,844 | 33,038,099 |
| 17 | OTHER PROPERTY AND INVESTMENTS | | | |
| 18 | Nonutility Property (121) | | 686,805 | 686,805 |
| 19 | (Less) Accum. Prov. for Depr. and Amort. (122) | | 47,652 | 47,652 |
| 20 | Investments in Associated Companies (123) | | 0 | 0 |
| 21 | Investment in Subsidiary Companies (123.1) | 224-225 | 22,973,788 | 23,681,813 |
| 22 | (For Cost of Account 123.1, See Footnote Page 224, line 42) | | | |
| 23 | Noncurrent Portion of Allowances | 228-229 | 0 | 0 |
| 24 | Other Investments (124) | | 48,647,449 | 40,469,133 |
| 25 | Sinking Funds (125) | | 0 | 0 |
| 26 | Depreciation Fund (126) | | 0 | 0 |
| 27 | Amortization Fund - Federal (127) | | 0 | 0 |
| 28 | Other Special Funds (128) | | 250,000 | 250,000 |
| 29 | Special Funds (Non Major Only) (129) | | 0 | 0 |
| 30 | Long-Term Portion of Derivative Assets (175) | | 0 | 0 |
| 31 | Long-Term Portion of Derivative Assets - Hedges (176) | | 0 | 0 |
| 32 | TOTAL Other Property and Investments (Lines 18-21 and 23-31) | | 72,510,390 | 65,040,099 |
| 33 | CURRENT AND ACCRUED ASSETS | | | |
| 34 | Cash and Working Funds (Non-major Only) (130) | | 0 | 0 |
| 35 | Cash (131) | | 4,648,200 | 7,419,945 |
| 36 | Special Deposits (132-134) | | 7,320,503 | 5,705,336 |
| 37 | Working Fund (135) | | 23,050 | 23,050 |
| 38 | Temporary Cash Investments (136) | | 0 | 0 |
| 39 | Notes Receivable (141) | | 0 | 0 |
| 40 | Customer Accounts Receivable (142) | | 61,292,218 | 73,325,455 |
| 41 | Other Accounts Receivable (143) | | 13,530,365 | 14,369,677 |
| 42 | (Less) Accum. Prov. for Uncollectible Acct.-Credit (144) | | 2,317,484 | 2,280,211 |
| 43 | Notes Receivable from Associated Companies (145) | | 0 | 0 |
| 44 | Accounts Receivable from Assoc. Companies (146) | | 581,455 | 359,020 |
| 45 | Fuel Stock (151) | 227 | 5,825,032 | 6,933,578 |
| 46 | Fuel Stock Expenses Undistributed (152) | 227 | 0 | 0 |
| 47 | Residuals (Elec) and Extracted Products (153) | 227 | 0 | 0 |
| 48 | Plant Materials and Operating Supplies (154) | 227 | 40,749,332 | 36,494,449 |
| 49 | Merchandise (155) | 227 | 0 | 0 |
| 50 | Other Materials and Supplies (156) | 227 | 0 | 0 |
| 51 | Nuclear Materials Held for Sale (157) | 202-203/227 | 0 | 0 |
| 52 | Allowances (158.1 and 158.2) | 228-229 | 0 | 0 |

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COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)(Continued)

| Line No. | Title of Account (a) | Ref. Page No. (b) | Current Year End of Quarter/Year Balance (c) | Prior Year End Balance 12/31 (d) |
|----------|-------------------------------------------------------------------------|----------------------|-------------------------------------------------|-------------------------------------|
| 53 | (Less) Noncurrent Portion of Allowances | | 0 | 0 |
| 54 | Stores Expense Undistributed (163) | 227 | 0 | 0 |
| 55 | Gas Stored Underground - Current (164.1) | | 7,823,026 | 6,692,917 |
| 56 | Liquefied Natural Gas Stored and Held for Processing (164.2-164.3) | | 0 | 0 |
| 57 | Prepayments (165) | | 13,829,638 | 10,330,909 |
| 58 | Advances for Gas (166-167) | | 0 | 0 |
| 59 | Interest and Dividends Receivable (171) | | 0 | 0 |
| 60 | Rents Receivable (172) | | 221,886 | 136,641 |
| 61 | Accrued Utility Revenues (173) | | 54,361,985 | 78,204,239 |
| 62 | Miscellaneous Current and Accrued Assets (174) | | 0 | 100,176 |
| 63 | Derivative Instrument Assets (175) | | 0 | 0 |
| 64 | (Less) Long-Term Portion of Derivative Instrument Assets (175) | | 0 | 0 |
| 65 | Derivative Instrument Assets - Hedges (176) | | 0 | 0 |
| 66 | (Less) Long-Term Portion of Derivative Instrument Assets - Hedges (176) | | 0 | 0 |
| 67 | Total Current and Accrued Assets (Lines 34 through 66) | | 207,889,206 | 237,815,181 |
| 68 | DEFERRED DEBITS | | | |
| 69 | Unamortized Debt Expenses (181) | | 12,579,820 | 12,291,542 |
| 70 | Extraordinary Property Losses (182.1) | 230a | 0 | 0 |
| 71 | Unrecovered Plant and Regulatory Study Costs (182.2) | 230b | 0 | 0 |
| 72 | Other Regulatory Assets (182.3) | 232 | 625,080,566 | 599,139,637 |
| 73 | Prelim. Survey and Investigation Charges (Electric) (183) | | 0 | 0 |
| 74 | Preliminary Natural Gas Survey and Investigation Charges 183.1) | | 0 | 0 |
| 75 | Other Preliminary Survey and Investigation Charges (183.2) | | 0 | 0 |
| 76 | Clearing Accounts (184) | | 2,298 | 2,044 |
| 77 | Temporary Facilities (185) | | 0 | 0 |
| 78 | Miscellaneous Deferred Debits (186) | 233 | 3,753,822 | 3,009,932 |
| 79 | Def. Losses from Disposition of Utility Plt. (187) | | 0 | 0 |
| 80 | Research, Devel. and Demonstration Expend. (188) | 352-353 | 0 | 0 |
| 81 | Unamortized Loss on Reaquired Debt (189) | | 31,836,858 | 34,079,779 |
| 82 | Accumulated Deferred Income Taxes (190) | 234 | 141,281,145 | 136,579,305 |
| 83 | Unrecovered Purchased Gas Costs (191) | | 31,073,970 | 6,566,452 |
| 84 | Total Deferred Debits (lines 69 through 83) | | 845,608,479 | 791,668,691 |
| 85 | TOTAL ASSETS (lines 14-16, 32, 67, and 84) | | 5,677,191,834 | 5,524,581,181 |

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COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)

| Line No. | Title of Account (a) | Ref. Page No. (b) | Current Year End of Quarter/Year Balance (c) | Prior Year End Balance 12/31 (d) |
|----------|-----------------------------------------------------------------|----------------------|-------------------------------------------------|-------------------------------------|
| 1 | PROPRIETARY CAPITAL | | | |
| 2 | Common Stock Issued (201) | 250-251 | 539,961 | 538,893 |
| 3 | Preferred Stock Issued (204) | 250-251 | 0 | 0 |
| 4 | Capital Stock Subscribed (202, 205) | | 0 | 0 |
| 5 | Stock Liability for Conversion (203, 206) | | 0 | 0 |
| 6 | Premium on Capital Stock (207) | | 0 | 0 |
| 7 | Other Paid-In Capital (208-211) | 253 | 1,505,605,139 | 1,499,069,743 |
| 8 | Installments Received on Capital Stock (212) | 252 | 0 | 0 |
| 9 | (Less) Discount on Capital Stock (213) | 254 | 0 | 0 |
| 10 | (Less) Capital Stock Expense (214) | 254b | 0 | 0 |
| 11 | Retained Earnings (215, 215.1, 216) | 118-119 | 601,180,708 | 544,460,136 |
| 12 | Unappropriated Undistributed Subsidiary Earnings (216.1) | 118-119 | 724,313 | 1,650,165 |
| 13 | (Less) Required Capital Stock (217) | 250-251 | 96,091,937 | 95,545,989 |
| 14 | Noncorporate Proprietorship (Non-major only) (218) | | 0 | 0 |
| 15 | Accumulated Other Comprehensive Income (219) | 122(a)(b) | -7,434,652 | -7,791,798 |
| 16 | Total Proprietary Capital (lines 2 through 15) | | 2,004,523,532 | 1,942,381,150 |
| 17 | LONG-TERM DEBT | | | |
| 18 | Bonds (221) | 256-257 | 1,929,660,000 | 1,779,660,000 |
| 19 | (Less) Required Bonds (222) | 256-257 | 0 | 0 |
| 20 | Advances from Associated Companies (223) | 256-257 | 0 | 0 |
| 21 | Other Long-Term Debt (224) | 256-257 | 258,976,900 | 334,976,900 |
| 22 | Unamortized Premium on Long-Term Debt (225) | | 0 | 0 |
| 23 | (Less) Unamortized Discount on Long-Term Debt-Debit (226) | | 0 | 0 |
| 24 | Total Long-Term Debt (lines 18 through 23) | | 2,188,636,900 | 2,114,636,900 |
| 25 | OTHER NONCURRENT LIABILITIES | | | |
| 26 | Obligations Under Capital Leases - Noncurrent (227) | | 20,323,970 | 19,915,440 |
| 27 | Accumulated Provision for Property Insurance (228.1) | | 0 | 0 |
| 28 | Accumulated Provision for Injuries and Damages (228.2) | | 8,183,708 | 6,475,282 |
| 29 | Accumulated Provision for Pensions and Benefits (228.3) | | 6,753,683 | 12,131,093 |
| 30 | Accumulated Miscellaneous Operating Provisions (228.4) | | 121,740,265 | 131,495,876 |
| 31 | Accumulated Provision for Rate Refunds (229) | | 9,702,190 | 2,567,455 |
| 32 | Long-Term Portion of Derivative Instrument Liabilities | | 0 | 0 |
| 33 | Long-Term Portion of Derivative Instrument Liabilities - Hedges | | 0 | 0 |
| 34 | Asset Retirement Obligations (230) | | 42,312,894 | 40,659,427 |
| 35 | Total Other Noncurrent Liabilities (lines 26 through 34) | | 209,016,710 | 213,244,573 |
| 36 | CURRENT AND ACCRUED LIABILITIES | | | |
| 37 | Notes Payable (231) | | 0 | 0 |
| 38 | Accounts Payable (232) | | 71,371,048 | 95,824,027 |
| 39 | Notes Payable to Associated Companies (233) | | 0 | 0 |
| 40 | Accounts Payable to Associated Companies (234) | | 5,758,107 | 5,396,791 |
| 41 | Customer Deposits (235) | | 4,453,569 | 7,134,336 |
| 42 | Taxes Accrued (236) | 262-263 | 123,084,078 | 79,187,166 |
| 43 | Interest Accrued (237) | | 24,223,210 | 16,953,728 |
| 44 | Dividends Declared (238) | | 0 | 0 |
| 45 | Matured Long-Term Debt (239) | | 0 | 0 |

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COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS) (Continued)

| Line No. | Title of Account (a) | Ref. Page No. (b) | Current Year End of Quarter/Year Balance (c) | Prior Year End Balance 12/31 (d) |
|----------|------------------------------------------------------------------------|----------------------|-------------------------------------------------|-------------------------------------|
| 46 | Matured Interest (240) | | 0 | 0 |
| 47 | Tax Collections Payable (241) | | 949,109 | 1,577,187 |
| 48 | Miscellaneous Current and Accrued Liabilities (242) | | 53,353,382 | 76,229,263 |
| 49 | Obligations Under Capital Leases-Current (243) | | 3,785,637 | 2,298,029 |
| 50 | Derivative Instrument Liabilities (244) | | 0 | 0 |
| 51 | (Less) Long-Term Portion of Derivative Instrument Liabilities | | 0 | 0 |
| 52 | Derivative Instrument Liabilities - Hedges (245) | | 0 | 0 |
| 53 | (Less) Long-Term Portion of Derivative Instrument Liabilities-Hedges | | 0 | 0 |
| 54 | Total Current and Accrued Liabilities (lines 37 through 53) | | 286,978,140 | 284,600,527 |
| 55 | DEFERRED CREDITS | | | |
| 56 | Customer Advances for Construction (252) | | 57,077,882 | 50,088,672 |
| 57 | Accumulated Deferred Investment Tax Credits (255) | 266-267 | 285,151 | 293,407 |
| 58 | Deferred Gains from Disposition of Utility Plant (256) | | 0 | 0 |
| 59 | Other Deferred Credits (253) | 269 | 180,350,476 | 182,429,084 |
| 60 | Other Regulatory Liabilities (254) | 278 | 177,171,717 | 185,559,637 |
| 61 | Unamortized Gain on Reaquired Debt (257) | | 0 | 0 |
| 62 | Accum. Deferred Income Taxes-Accel. Amort.(281) | 272-277 | 0 | 0 |
| 63 | Accum. Deferred Income Taxes-Other Property (282) | | 384,728,576 | 373,513,074 |
| 64 | Accum. Deferred Income Taxes-Other (283) | | 188,422,750 | 177,834,157 |
| 65 | Total Deferred Credits (lines 56 through 64) | | 988,036,552 | 969,718,031 |
| 66 | TOTAL LIABILITIES AND STOCKHOLDER EQUITY (lines 16, 24, 35, 54 and 65) | | 5,677,191,834 | 5,524,581,181 |

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STATEMENT OF INCOME

Quarterly

1. Report in column (c) the current year to date balance. Column (c) equals the total of adding the data in column (g) plus the data in column (i) plus the data in column (k). Report in column (d) similar data for the previous year. This information is reported in the annual filing only.
2. Enter in column (e) the balance for the reporting quarter and in column (f) the balance for the same three month period for the prior year.
3. Report in column (g) the quarter to date amounts for electric utility function; in column (i) the quarter to date amounts for gas utility, and in column (k) the quarter to date amounts for other utility function for the current year quarter.
4. Report in column (h) the quarter to date amounts for electric utility function; in column (j) the quarter to date amounts for gas utility, and in column (l) the quarter to date amounts for other utility function for the prior year quarter.
5. If additional columns are needed, place them in a footnote.

Annual or Quarterly if applicable

5. Do not report fourth quarter data in columns (e) and (f)
6. Report amounts for accounts 412 and 413, Revenues and Expenses from Utility Plant Leased to Others, in another utility column in a similar manner to a utility department. Spread the amount(s) over lines 2 thru 26 as appropriate. Include these amounts in columns (c) and (d) totals.
7. Report amounts in account 414, Other Utility Operating Income, in the same manner as accounts 412 and 413 above.

| Line No. | Title of Account (a) | (Ref.) Page No. (b) | Total Current Year to Date Balance for Quarter/Year (c) | Total Prior Year to Date Balance for Quarter/Year (d) | Current 3 Months Ended Quarterly Only No 4th Quarter (e) | Prior 3 Months Ended Quarterly Only No 4th Quarter (f) |
|----------|------------------------------------------------------------------------|---------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------|
| 1 | UTILITY OPERATING INCOME | | | | | |
| 2 | Operating Revenues (400) | 300-301 | 931,180,227 | 895,443,514 | 271,291,197 | 267,510,298 |
| 3 | Operating Expenses | | | | | |
| 4 | Operation Expenses (401) | 320-323 | 423,548,757 | 395,869,645 | 125,370,499 | 122,570,735 |
| 5 | Maintenance Expenses (402) | 320-323 | 48,603,662 | 40,941,849 | 16,632,511 | 15,160,419 |
| 6 | Depreciation Expense (403) | 336-337 | 107,708,356 | 115,733,737 | 35,859,571 | 38,527,891 |
| 7 | Depreciation Expense for Asset Retirement Costs (403.1) | 336-337 | | | | |
| 8 | Amort. & Depl. of Utility Plant (404-405) | 336-337 | 10,204,362 | 9,542,006 | 3,426,138 | 3,190,401 |
| 9 | Amort. of Utility Plant Acq. Adj. (406) | 336-337 | 11,537,955 | 5,269,707 | 3,775,443 | 1,756,569 |
| 10 | Amort. Property Losses, Unrecov Plant and Regulatory Study Costs (407) | | | | | |
| 11 | Amort. of Conversion Expenses (407) | | | | | |
| 12 | Regulatory Debits (407.3) | | 9,013,697 | 6,075,537 | 2,505,822 | 1,866,542 |
| 13 | (Less) Regulatory Credits (407.4) | | 10,993,421 | 15,909,071 | 7,697,652 | 8,821,287 |
| 14 | Taxes Other Than Income Taxes (408.1) | 262-263 | 139,841,225 | 134,877,163 | 46,147,040 | 44,462,232 |
| 15 | Income Taxes - Federal (409.1) | 262-263 | -7,639,726 | -8,544,663 | -1,986,911 | -1,407,890 |
| 16 | - Other (409.1) | 262-263 | | | | |
| 17 | Provision for Deferred Income Taxes (410.1) | 234, 272-277 | 95,282,555 | 113,295,130 | 24,288,682 | 41,874,971 |
| 18 | (Less) Provision for Deferred Income Taxes-Cr. (411.1) | 234, 272-277 | 83,579,701 | 102,154,875 | 21,608,770 | 40,397,524 |
| 19 | Investment Tax Credit Adj. - Net (411.4) | 266 | -8,256 | -25,306 | -2,847 | -4,099 |
| 20 | (Less) Gains from Disp. of Utility Plant (411.6) | | | | | |
| 21 | Losses from Disp. of Utility Plant (411.7) | | | | | |
| 22 | (Less) Gains from Disposition of Allowances (411.8) | | | | | |
| 23 | Losses from Disposition of Allowances (411.9) | | -6 | -7 | | -1 |
| 24 | Accretion Expense (411.10) | | | | | |
| 25 | TOTAL Utility Operating Expenses (Enter Total of lines 4 thru 24) | | 743,519,459 | 694,970,852 | 226,709,526 | 218,778,959 |
| 26 | Net Util Oper Inc (Enter Tot line 2 less 25) Carry to Pg117,line 27 | | 187,660,768 | 200,472,662 | 44,581,671 | 48,731,339 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of _____ 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|

STATEMENT OF INCOME FOR THE YEAR (Continued)

9. Use page 122 for important notes regarding the statement of income for any account thereof.
10. Give concise explanations concerning unsettled rate proceedings where a contingency exists such that refunds of a material amount may need to be made to the utility's customers or which may result in material refund to the utility with respect to power or gas purchases. State for each year effected the gross revenues or costs to which the contingency relates and the tax effects together with an explanation of the major factors which affect the rights of the utility to retain such revenues or recover amounts paid with respect to power or gas purchases.
11 Give concise explanations concerning significant amounts of any refunds made or received during the year resulting from settlement of any rate proceeding affecting revenues received or costs incurred for power or gas purchases, and a summary of the adjustments made to balance sheet, income, and expense accounts.
12. If any notes appearing in the report to stockholders are applicable to the Statement of Income, such notes may be included at page 122.
13. Enter on page 122 a concise explanation of only those changes in accounting methods made during the year which had an effect on net income, including the basis of allocations and apportionments from those used in the preceding year. Also, give the appropriate dollar effect of such changes.
14. Explain in a footnote if the previous year's/quarter's figures are different from that reported in prior reports.
15. If the columns are insufficient for reporting additional utility departments, supply the appropriate account titles report the information in a footnote to this schedule.

| ELECTRIC UTILITY | | GAS UTILITY | | OTHER UTILITY | | Line No. |
|---------------------------------------------|----------------------------------------------|---------------------------------------------|----------------------------------------------|---------------------------------------------|----------------------------------------------|----------|
| Current Year to Date (in dollars) (g) | Previous Year to Date (in dollars) (h) | Current Year to Date (in dollars) (i) | Previous Year to Date (in dollars) (j) | Current Year to Date (in dollars) (k) | Previous Year to Date (in dollars) (l) | |
| | | | | | | 1 |
| 735,060,895 | 704,963,265 | 195,473,354 | 189,954,257 | 645,978 | 525,992 | 2 |
| | | | | | | 3 |
| 312,285,610 | 287,103,921 | 110,736,910 | 108,373,816 | 526,237 | 391,908 | 4 |
| 42,599,973 | 35,312,990 | 5,949,833 | 5,578,246 | 53,856 | 50,613 | 5 |
| 90,282,066 | 97,993,165 | 17,395,820 | 17,710,102 | 30,470 | 30,470 | 6 |
| | | | | | | 7 |
| 5,371,596 | 4,560,703 | 4,832,766 | 4,981,303 | | | 8 |
| 11,961,208 | 5,904,585 | -423,253 | -634,878 | | | 9 |
| | | | | | | 10 |
| | | | | | | 11 |
| 7,462,118 | 3,794,677 | 1,551,579 | 2,280,860 | | | 12 |
| 9,665,779 | 15,043,061 | 1,327,642 | 866,010 | | | 13 |
| 109,485,429 | 105,590,159 | 30,305,131 | 29,239,791 | 50,665 | 47,213 | 14 |
| -7,639,726 | -8,544,663 | | | | | 15 |
| | | | | | | 16 |
| 73,662,736 | 87,502,512 | 21,623,605 | 25,790,872 | -3,786 | 1,746 | 17 |
| 60,450,563 | 75,844,819 | 23,129,138 | 26,310,056 | | | 18 |
| -6,902 | -19,806 | -1,354 | -5,500 | | | 19 |
| | | | | | | 20 |
| | | | | | | 21 |
| | | | | | | 22 |
| | | | | | | 23 |
| -6 | -7 | | | | | 24 |
| | | | | | | 25 |
| 575,347,760 | 528,310,356 | 167,514,257 | 166,138,546 | 657,442 | 521,950 | 25 |
| 159,713,135 | 176,652,909 | 27,959,097 | 23,815,711 | -11,464 | 4,042 | 26 |
| | | | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

STATEMENT OF INCOME FOR THE YEAR (continued)

| Line No. | Title of Account (a) | (Ref.) Page No. (b) | TOTAL | | Current 3 Months Ended Quarterly Only No 4th Quarter (e) | Prior 3 Months Ended Quarterly Only No 4th Quarter (f) |
|----------|------------------------------------------------------------------------|---------------------------|---------------------|----------------------|----------------------------------------------------------------------|--------------------------------------------------------------------|
| | | | Current Year (c) | Previous Year (d) | | |
| 27 | Net Utility Operating Income (Carried forward from page 114) | | 187,660,768 | 200,472,662 | 44,581,671 | 48,731,339 |
| 28 | Other Income and Deductions | | | | | |
| 29 | Other Income | | | | | |
| 30 | Nonutility Operating Income | | | | | |
| 31 | Revenues From Merchandising, Jobbing and Contract Work (415) | | 877,378 | 1,013,735 | 349,028 | 350,462 |
| 32 | (Less) Costs and Exp. of Merchandising, Job. & Contract Work (416) | | 108,736 | 107,262 | 35,309 | 34,164 |
| 33 | Revenues From Nonutility Operations (417) | | 4,849 | 3,662 | 2,690 | 828 |
| 34 | (Less) Expenses of Nonutility Operations (417.1) | | 849,509 | 803,480 | 285,930 | 253,926 |
| 35 | Nonoperating Rental Income (418) | | | | | |
| 36 | Equity in Earnings of Subsidiary Companies (418.1) | 119 | -925,851 | -294,083 | -457,576 | -136,859 |
| 37 | Interest and Dividend Income (419) | | 25,147 | 11,686 | 3,878 | 2,693 |
| 38 | Allowance for Other Funds Used During Construction (419.1) | | 4,118,479 | 2,736,495 | 1,800,767 | 1,206,188 |
| 39 | Miscellaneous Nonoperating Income (421) | | 3,004,900 | -11,762 | 591,218 | 754,453 |
| 40 | Gain on Disposition of Property (421.1) | | | | | |
| 41 | TOTAL Other Income (Enter Total of lines 31 thru 40) | | 6,146,657 | 2,548,991 | 1,968,766 | 1,889,675 |
| 42 | Other Income Deductions | | | | | |
| 43 | Loss on Disposition of Property (421.2) | | | -4,899 | | -4,899 |
| 44 | Miscellaneous Amortization (425) | | | | | |
| 45 | Donations (426.1) | | 902,635 | 748,232 | 231,650 | 223,882 |
| 46 | Life Insurance (426.2) | | | | | |
| 47 | Penalties (426.3) | | 351,184 | 1,174,692 | 351,184 | 45 |
| 48 | Exp. for Certain Civic, Political & Related Activities (426.4) | | 98,987 | 66,974 | 12,187 | 15,160 |
| 49 | Other Deductions (426.5) | | 3,456,978 | 311,746 | 699,116 | 605,481 |
| 50 | TOTAL Other Income Deductions (Total of lines 43 thru 49) | | 4,809,784 | 2,296,745 | 1,294,137 | 839,669 |
| 51 | Taxes Applic. to Other Income and Deductions | | | | | |
| 52 | Taxes Other Than Income Taxes (408.2) | 262-263 | 44,724 | 39,227 | 16,768 | 11,070 |
| 53 | Income Taxes-Federal (409.2) | 262-263 | 6,186,642 | 5,182,104 | 2,068,351 | -803,898 |
| 54 | Income Taxes-Other (409.2) | 262-263 | 368,324 | 792,888 | 261,575 | 242,538 |
| 55 | Provision for Deferred Inc. Taxes (410.2) | 234, 272-277 | 15,517,531 | 20,968,703 | 1,881,632 | 9,000,319 |
| 56 | (Less) Provision for Deferred Income Taxes-Cr. (411.2) | 234, 272-277 | 43,570,753 | 25,830,659 | 4,364,216 | 9,210,367 |
| 57 | Investment Tax Credit Adj.-Net (411.5) | | | | | |
| 58 | (Less) Investment Tax Credits (420) | | | | | |
| 59 | TOTAL Taxes on Other Income and Deductions (Total of lines 52-58) | | -21,453,532 | 1,152,263 | -135,890 | -760,338 |
| 60 | Net Other Income and Deductions (Total of lines 41, 50, 59) | | 22,790,405 | -900,017 | 810,519 | 1,810,344 |
| 61 | Interest Charges | | | | | |
| 62 | Interest on Long-Term Debt (427) | | 62,755,371 | 54,274,875 | 21,283,339 | 18,091,615 |
| 63 | Amort. of Debt Disc. and Expense (428) | | 914,361 | 900,955 | 309,073 | 300,265 |
| 64 | Amortization of Loss on Required Debt (428.1) | | 2,107,446 | 2,127,407 | 702,482 | 702,482 |
| 65 | (Less) Amort. of Premium on Debt-Credit (429) | | | | | |
| 66 | (Less) Amortization of Gain on Required Debt-Credit (429.1) | | | | | |
| 67 | Interest on Debt to Assoc. Companies (430) | | | | | |
| 68 | Other Interest Expense (431) | | 4,267,344 | 12,945,981 | 2,190,577 | 3,816,564 |
| 69 | (Less) Allowance for Borrowed Funds Used During Construction-Cr. (432) | | 1,731,081 | 1,144,553 | 763,151 | 551,617 |
| 70 | Net Interest Charges (Total of lines 62 thru 69) | | 68,313,441 | 69,104,665 | 23,722,320 | 22,359,309 |
| 71 | Income Before Extraordinary Items (Total of lines 27, 60 and 70) | | 142,137,732 | 130,467,980 | 21,669,870 | 28,182,374 |
| 72 | Extraordinary Items | | | | | |
| 73 | Extraordinary Income (434) | | | | | |
| 74 | (Less) Extraordinary Deductions (435) | | | | | |
| 75 | Net Extraordinary Items (Total of line 73 less line 74) | | | | | |
| 76 | Income Taxes-Federal and Other (409.3) | 262-263 | | | | |
| 77 | Extraordinary Items After Taxes (line 75 less line 76) | | | | | |
| 78 | Net Income (Total of line 71 and 77) | | 142,137,732 | 130,467,980 | 21,669,870 | 28,182,374 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

STATEMENT OF RETAINED EARNINGS

- Do not report Lines 49-53 on the quarterly version.
- Report all changes in appropriated retained earnings, unappropriated retained earnings, year to date, and unappropriated undistributed subsidiary earnings for the year.
- Each credit and debit during the year should be identified as to the retained earnings account in which recorded (Accounts 433, 436 - 439 inclusive). Show the contra primary account affected in column (b)
- State the purpose and amount of each reservation or appropriation of retained earnings.
- List first account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, then debit items in that order.
- Show dividends for each class and series of capital stock.
- Show separately the State and Federal income tax effect of items shown in account 439, Adjustments to Retained Earnings.
- Explain in a footnote the basis for determining the amount reserved or appropriated. If such reservation or appropriation is to be recurrent, state the number and annual amounts to be reserved or appropriated as well as the totals eventually to be accumulated.
- If any notes appearing in the report to stockholders are applicable to this statement, include them on pages 122-123.

| Line No. | Item (a) | Contra Primary Account Affected (b) | Current Quarter/Year Year to Date Balance (c) | Previous Quarter/Year Year to Date Balance (d) |
|----------|---------------------------------------------------------------------|-------------------------------------|-----------------------------------------------|------------------------------------------------|
| | UNAPPROPRIATED RETAINED EARNINGS (Account 216) | | | |
| 1 | Balance-Beginning of Period | | 544,460,136 | 456,208,913 |
| 2 | Changes | | | |
| 3 | Adjustments to Retained Earnings (Account 439) | | | |
| 4 | | | | |
| 5 | Cumulative-effect adjustment to Retained Earnings for | | | |
| 6 | stranded tax effects of Other Comprehensive Income costs | | | 2,142,821 |
| 7 | | | | |
| 8 | | | | |
| 9 | TOTAL Credits to Retained Earnings (Acct. 439) | | | 2,142,821 |
| 10 | | | | |
| 11 | | | | |
| 12 | | | | |
| 13 | | | | |
| 14 | | | | |
| 15 | TOTAL Debits to Retained Earnings (Acct. 439) | | | |
| 16 | Balance Transferred from Income (Account 433 less Account 418.1) | | 143,063,583 | 130,762,063 |
| 17 | Appropriations of Retained Earnings (Acct. 436) | | | |
| 18 | | | | |
| 19 | | | | |
| 20 | | | | |
| 21 | | | | |
| 22 | TOTAL Appropriations of Retained Earnings (Acct. 436) | | | |
| 23 | Dividends Declared-Preferred Stock (Account 437) | | | |
| 24 | | | | |
| 25 | | | | |
| 26 | | | | |
| 27 | | | | |
| 28 | | | | |
| 29 | TOTAL Dividends Declared-Preferred Stock (Acct. 437) | | | |
| 30 | Dividends Declared-Common Stock (Account 438) | | | |
| 31 | | | | |
| 32 | | | | |
| 33 | Common Stock Dividend | | -86,343,011 | (81,723,225) |
| 34 | | | | |
| 35 | | | | |
| 36 | TOTAL Dividends Declared-Common Stock (Acct. 438) | | -86,343,011 | (81,723,225) |
| 37 | Transfers from Acct 216.1, Unapprop. Undistrib. Subsidiary Earnings | | | |
| 38 | Balance - End of Period (Total 1,9,15,16,22,29,36,37) | | 601,180,708 | 507,390,572 |
| | APPROPRIATED RETAINED EARNINGS (Account 215) | | | |
| 39 | | | | |
| 40 | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

STATEMENT OF RETAINED EARNINGS

1. Do not report Lines 49-53 on the quarterly version.
2. Report all changes in appropriated retained earnings, unappropriated retained earnings, year to date, and unappropriated undistributed subsidiary earnings for the year.
3. Each credit and debit during the year should be identified as to the retained earnings account in which recorded (Accounts 433, 436 - 439 inclusive). Show the contra primary account affected in column (b)
4. State the purpose and amount of each reservation or appropriation of retained earnings.
5. List first account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, then debit items in that order.
6. Show dividends for each class and series of capital stock.
7. Show separately the State and Federal income tax effect of items shown in account 439, Adjustments to Retained Earnings.
8. Explain in a footnote the basis for determining the amount reserved or appropriated. If such reservation or appropriation is to be recurrent, state the number and annual amounts to be reserved or appropriated as well as the totals eventually to be accumulated.
9. If any notes appearing in the report to stockholders are applicable to this statement, include them on pages 122-123.

| Line No. | Item (a) | Contra Primary Account Affected (b) | Current Quarter/Year Year to Date Balance (c) | Previous Quarter/Year Year to Date Balance (d) |
|----------|------------------------------------------------------------------------|-------------------------------------|-----------------------------------------------|------------------------------------------------|
| 41 | | | | |
| 42 | | | | |
| 43 | | | | |
| 44 | | | | |
| 45 | TOTAL Appropriated Retained Earnings (Account 215) | | | |
| | APPROP. RETAINED EARNINGS - AMORT. Reserve, Federal (Account 215.1) | | | |
| 46 | TOTAL Approp. Retained Earnings-Amort. Reserve, Federal (Acct. 215.1) | | | |
| 47 | TOTAL Approp. Retained Earnings (Acct. 215, 215.1) (Total 45,46) | | | |
| 48 | TOTAL Retained Earnings (Acct. 215, 215.1, 216) (Total 38, 47) (216.1) | | 601,180,708 | 507,390,572 |
| | UNAPPROPRIATED UNDISTRIBUTED SUBSIDIARY EARNINGS (Account | | | |
| | Report only on an Annual Basis, no Quarterly | | | |
| 49 | Balance-Beginning of Year (Debit or Credit) | | | |
| 50 | Equity in Earnings for Year (Credit) (Account 418.1) | | | |
| 51 | (Less) Dividends Received (Debit) | | | |
| 52 | | | | |
| 53 | Balance-End of Year (Total lines 49 thru 52) | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

STATEMENT OF CASH FLOWS

(1) Codes to be used:(a) Net Proceeds or Payments;(b)Bonds, debentures and other long-term debt; (c) Include commercial paper; and (d) Identify separately such items as investments, fixed assets, intangibles, etc.
(2) Information about noncash investing and financing activities must be provided in the Notes to the Financial statements. Also provide a reconciliation between "Cash and Cash Equivalents at End of Period" with related amounts on the Balance Sheet.
(3) Operating Activities - Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show in the Notes to the Financials the amounts of interest paid (net of amount capitalized) and income taxes paid.
(4) Investing Activities: Include at Other (line 31) net cash outflow to acquire other companies. Provide a reconciliation of assets acquired with liabilities assumed in the Notes to the Financial Statements. Do not include on this statement the dollar amount of leases capitalized per the USofA General Instruction 20; instead provide a reconciliation of the dollar amount of leases capitalized with the plant cost.

| Line No. | Description (See Instruction No. 1 for Explanation of Codes) (a) | Current Year to Date Quarter/Year (b) | Previous Year to Date Quarter/Year (c) |
|----------|-----------------------------------------------------------------------|---------------------------------------------|----------------------------------------------|
| 1 | Net Cash Flow from Operating Activities: | | |
| 2 | Net Income (Line 78(c) on page 117) | 142,137,732 | 130,467,980 |
| 3 | Noncash Charges (Credits) to Income: | | |
| 4 | Depreciation and Depletion | 107,708,356 | 115,733,737 |
| 5 | Amortization | 21,742,317 | 14,811,713 |
| 6 | Other Noncash Charges to Income, Net | 8,255,166 | 8,346,137 |
| 7 | | | |
| 8 | Deferred Income Taxes (Net) | -16,350,367 | 6,278,299 |
| 9 | Investment Tax Credit Adjustment (Net) | -8,256 | -25,306 |
| 10 | Net (Increase) Decrease in Receivables | 12,687,387 | 23,803,678 |
| 11 | Net (Increase) Decrease in Inventory | -4,276,446 | -306,885 |
| 12 | Net (Increase) Decrease in Allowances Inventory | | |
| 13 | Net Increase (Decrease) in Payables and Accrued Expenses | 7,007,162 | 29,725,319 |
| 14 | Net (Increase) Decrease in Other Regulatory Assets | 3,630,564 | -7,609,973 |
| 15 | Net Increase (Decrease) in Other Regulatory Liabilities | -2,887,459 | 14,898,378 |
| 16 | (Less) Allowance for Other Funds Used During Construction | 4,118,479 | 2,736,495 |
| 17 | (Less) Undistributed Earnings from Subsidiary Companies | -925,851 | -294,083 |
| 18 | Other Assets and Liabilities, Net | -22,415,158 | 13,313,317 |
| 19 | | | |
| 20 | | | |
| 21 | | | |
| 22 | Net Cash Provided by (Used in) Operating Activities (Total 2 thru 21) | 254,038,370 | 346,993,982 |
| 23 | | | |
| 24 | Cash Flows from Investment Activities: | | |
| 25 | Construction and Acquisition of Plant (including land): | | |
| 26 | Gross Additions to Utility Plant (less nuclear fuel) | -231,427,277 | -209,202,065 |
| 27 | Gross Additions to Nuclear Fuel | | |
| 28 | Gross Additions to Common Utility Plant | -15,688,643 | -5,375,714 |
| 29 | Gross Additions to Nonutility Plant | | |
| 30 | (Less) Allowance for Other Funds Used During Construction | -4,118,479 | -2,736,495 |
| 31 | Other (provide details in footnote): | | |
| 32 | | | |
| 33 | | | |
| 34 | Cash Outflows for Plant (Total of lines 26 thru 33) | -242,997,441 | -211,841,284 |
| 35 | | | |
| 36 | Acquisition of Other Noncurrent Assets (d) | | |
| 37 | Proceeds from Disposal of Noncurrent Assets (d) | | 70,671 |
| 38 | | | |
| 39 | Investments in and Advances to Assoc. and Subsidiary Companies | | |
| 40 | Contributions and Advances from Assoc. and Subsidiary Companies | | |
| 41 | Disposition of Investments in (and Advances to) | | |
| 42 | Associated and Subsidiary Companies | | |
| 43 | | | |
| 44 | Purchase of Investment Securities (a) | | |
| 45 | Proceeds from Sales of Investment Securities (a) | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

STATEMENT OF CASH FLOWS

(1) Codes to be used:(a) Net Proceeds or Payments;(b)Bonds, debentures and other long-term debt; (c) Include commercial paper; and (d) Identify separately such items as investments, fixed assets, intangibles, etc.
(2) Information about noncash investing and financing activities must be provided in the Notes to the Financial statements. Also provide a reconciliation between "Cash and Cash Equivalents at End of Period" with related amounts on the Balance Sheet.
(3) Operating Activities - Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show in the Notes to the Financials the amounts of interest paid (net of amount capitalized) and income taxes paid.
(4) Investing Activities: Include at Other (line 31) net cash outflow to acquire other companies. Provide a reconciliation of assets acquired with liabilities assumed in the Notes to the Financial Statements. Do not include on this statement the dollar amount of leases capitalized per the USofA General Instruction 20; instead provide a reconciliation of the dollar amount of leases capitalized with the plant cost.

| Line No. | Description (See Instruction No. 1 for Explanation of Codes) (a) | Current Year to Date Quarter/Year (b) | Previous Year to Date Quarter/Year (c) |
|----------|---------------------------------------------------------------------|---------------------------------------------|----------------------------------------------|
| 46 | Loans Made or Purchased | | |
| 47 | Collections on Loans | | |
| 48 | | | |
| 49 | Net (Increase) Decrease in Receivables | | |
| 50 | Net (Increase) Decrease in Inventory | | |
| 51 | Net (Increase) Decrease in Allowances Held for Speculation | | |
| 52 | Net Increase (Decrease) in Payables and Accrued Expenses | | |
| 53 | Other (provide details in footnote): | | |
| 54 | | | |
| 55 | | | |
| 56 | Net Cash Provided by (Used in) Investing Activities | | |
| 57 | Total of lines 34 thru 55) | -242,997,441 | -211,770,613 |
| 58 | | | |
| 59 | Cash Flows from Financing Activities: | | |
| 60 | Proceeds from Issuance of: | | |
| 61 | Long-Term Debt (b) | 150,000,000 | 1,433,000,000 |
| 62 | Preferred Stock | | |
| 63 | Common Stock | | 44,796,849 |
| 64 | Other (provide details in footnote): | | |
| 65 | | | |
| 66 | Net Increase in Short-Term Debt (c) | | |
| 67 | Treasury Stock Activity | 1,219,824 | 2,056,425 |
| 68 | | | |
| 69 | | | |
| 70 | Cash Provided by Outside Sources (Total 61 thru 69) | 151,219,824 | 1,479,853,274 |
| 71 | | | |
| 72 | Payments for Retirement of: | | |
| 73 | Long-term Debt (b) | | -1,211,000,000 |
| 74 | Preferred Stock | | |
| 75 | Common Stock | | |
| 76 | Debt Financing Costs | -1,074,320 | -90,896 |
| 77 | Line of Credit Repayments, Net | -76,000,000 | |
| 78 | Net Decrease in Short-Term Debt (c) | | -319,555,991 |
| 79 | | | |
| 80 | Dividends on Preferred Stock | | |
| 81 | Dividends on Common Stock | -86,343,011 | -81,723,225 |
| 82 | Net Cash Provided by (Used in) Financing Activities | | |
| 83 | (Total of lines 70 thru 81) | -12,197,507 | -132,516,838 |
| 84 | | | |
| 85 | Net Increase (Decrease) in Cash and Cash Equivalents | | |
| 86 | (Total of lines 22,57 and 83) | -1,156,578 | 2,706,531 |
| 87 | | | |
| 88 | Cash and Cash Equivalents at Beginning of Period | 13,398,331 | 9,301,993 |
| 89 | | | |
| 90 | Cash and Cash Equivalents at End of period | 12,241,753 | 12,008,524 |
| | | | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------|

NOTES TO FINANCIAL STATEMENTS

1. Use the space below for important notes regarding the Balance Sheet, Statement of Income for the year, Statement of Retained Earnings for the year, and Statement of Cash Flows, or any account thereof. Classify the notes according to each basic statement, providing a subheading for each statement except where a note is applicable to more than one statement.
2. Furnish particulars (details) as to any significant contingent assets or liabilities existing at end of year, including a brief explanation of any action initiated by the Internal Revenue Service involving possible assessment of additional income taxes of material amount, or of a claim for refund of income taxes of a material amount initiated by the utility. Give also a brief explanation of any dividends in arrears on cumulative preferred stock.
3. For Account 116, Utility Plant Adjustments, explain the origin of such amount, debits and credits during the year, and plan of disposition contemplated, giving references to Commission orders or other authorizations respecting classification of amounts as plant adjustments and requirements as to disposition thereof.
4. Where Accounts 189, Unamortized Loss on Reacquired Debt, and 257, Unamortized Gain on Reacquired Debt, are not used, give an explanation, providing the rate treatment given these items. See General Instruction 17 of the Uniform System of Accounts.
5. Give a concise explanation of any retained earnings restrictions and state the amount of retained earnings affected by such restrictions.
6. If the notes to financial statements relating to the respondent company appearing in the annual report to the stockholders are applicable and furnish the data required by instructions above and on pages 114-121, such notes may be included herein.
7. For the 3Q disclosures, respondent must provide in the notes sufficient disclosures so as to make the interim information not misleading. Disclosures which would substantially duplicate the disclosures contained in the most recent FERC Annual Report may be omitted.
8. For the 3Q disclosures, the disclosures shall be provided where events subsequent to the end of the most recent year have occurred which have a material effect on the respondent. Respondent must include in the notes significant changes since the most recently completed year in such items as: accounting principles and practices; estimates inherent in the preparation of the financial statements; status of long-term contracts; capitalization including significant new borrowings or modifications of existing financing agreements; and changes resulting from business combinations or dispositions. However were material contingencies exist, the disclosure of such matters shall be provided even though a significant change since year end may not have occurred.
9. Finally, if the notes to the financial statements relating to the respondent appearing in the annual report to the stockholders are applicable and furnish the data required by the above instructions, such notes may be included herein.

PAGE 122 INTENTIONALLY LEFT BLANK
SEE PAGE 123 FOR REQUIRED INFORMATION.

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| NorthWestern Corporation | (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | (Mo, Da, Yr) 09/30/2019 | 2019/Q3 |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

NOTES TO FINANCIAL STATEMENTS

**(Reference is made to Notes to Financial Statements included in NorthWestern Corporation's Annual FERC Form 1 Report)
(Unaudited)**

(1) Nature of Operations and Basis of Consolidation

NorthWestern Corporation, doing business as NorthWestern Energy, provides electricity and/or natural gas to approximately 726,400 customers in Montana, South Dakota and Nebraska.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that may affect the reported amounts of assets, liabilities, revenues and expenses during the reporting period. Actual results could differ from those estimates. The unaudited Financial Statements reflect all adjustments (which unless otherwise noted are normal and recurring in nature) that are, in the opinion of management, necessary to fairly present our financial position, results of operations and cash flows. The actual results for the interim periods are not necessarily indicative of the operating results to be expected for a full year or for other interim periods. Events occurring subsequent to September 30, 2019, have been evaluated as to their potential impact to the Financial Statements through the date of issuance.

The Financial Statements included herein have been prepared by NorthWestern, without audit, pursuant to the rules and regulations of the Federal Energy Regulatory Commission (FERC) as set forth in its applicable Uniform System of Accounts. Certain information and footnote disclosures normally included in financial statements prepared in accordance with the accounting requirements of the FERC as set forth in its applicable Uniform System of Accounts and published accounting releases have been condensed or omitted pursuant to such rules and regulations; however, management believes that the condensed disclosures provided are adequate to make the information presented not misleading. Management recommends that these Financial Statements be read in conjunction with the audited financial statements and related footnotes included in our Annual FERC Form 1 Report for the year ended December 31, 2018.

Financial Statement Presentation

The financial statements are presented on the basis of the accounting requirements of the FERC as set forth in its applicable Uniform System of Accounts and published accounting releases, which is a comprehensive basis of accounting other than GAAP. This report differs from GAAP due to FERC requiring the presentation of subsidiaries on the equity method of accounting, which differs from Accounting Standards Codification (ASC) 810, Consolidation. ASC 810 requires that all majority-owned subsidiaries be consolidated (see Note 4). The other significant differences consist of the following:

- Earnings per share and footnotes for revenue from contracts with customers and segment and related information, are not presented;
- Removal and decommissioning costs of generation, transmission and distribution assets are reflected in the Balance Sheets as a component of accumulated depreciation of \$441.0 million and \$428.5 million as of September 30, 2019 and December 31, 2018, respectively, in accordance with regulatory treatment as compared to regulatory liabilities for GAAP purposes;
- Goodwill is reflected in the Balance Sheets as a utility plant adjustment of \$357.6 million as of September 30, 2019 and December 31, 2018 in accordance with regulatory treatment, as compared to goodwill for GAAP purposes;

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

- The write-down of plant values associated with the 2002 acquisition of the Montana operations is reflected in the Balance Sheets as a component of accumulated depreciation of \$147.6 million for September 30, 2019 and December 31, 2018 in accordance with regulatory treatment, as compared to plant for GAAP purposes;
- The current portion of gas stored underground is reflected in the Balance Sheets as current and accrued assets, as compared to inventory for GAAP purposes;
- Operating lease right of use assets are classified in the Balance Sheets as capital leases in accordance with regulatory treatment, as compared to non-current assets for GAAP purposes;
- Operating lease liabilities are reflected as current and long term obligations under capital lease in the Balance Sheets, as compared to accrued expenses and long term liabilities for GAAP purposes;
- Unamortized debt expense is classified in the Balance Sheets as deferred debits in accordance with regulatory treatment, as compared to long-term debt for GAAP purposes;
- Current and long-term debt is classified in the Balance Sheets as all long-term debt in accordance with regulatory treatment, while current and long-term debt are presented separately for GAAP reporting;
- The current portion of the provision for injuries and damages and the expected insurance proceeds receivable related to the provision for injuries and damages are reported as a current liability for GAAP purposes, as compared to a non-current liability for FERC purposes;
- Accumulated deferred tax assets and liabilities are classified in the Balance Sheets as gross non-current deferred debits and credits, respectively, while GAAP presentation reflects a net non-current deferred tax liability;
- Deficient and excess accumulated deferred tax assets and liabilities associated with the Tax Cuts and Jobs Act are classified in the Balance Sheets as gross regulatory assets and liabilities, respectively, while GAAP presentation reflects a net non-current regulatory deferred tax asset;
- Stranded tax effects associated with the Tax Cuts and Jobs Act are included in accumulated other comprehensive income (AOCI) in accordance with regulatory treatment, while included in retained earnings for GAAP purposes;
- Uncertain tax positions related to temporary differences are classified in the Balance Sheets within the deferred tax accounts in accordance with regulatory treatment, as compared to other noncurrent liabilities for GAAP purposes. In addition, interest related to uncertain tax positions is recognized in interest expense in accordance with regulatory treatment, as compared to income tax expense for GAAP purposes;
- Net periodic benefit costs and net periodic postretirement benefit costs are reflected in operating expense for FERC purposes, as compared to the GAAP presentation, which reflects the current service costs component of the net periodic benefit costs in operating expenses and the other components outside of income from operations. In addition, only the service cost component of net periodic benefit cost is eligible for capitalization for GAAP purposes, as compared to the total net periodic benefit costs for FERC purposes;
- Regulatory assets and liabilities are reflected in the Balance Sheets as non-current items, while current and non-current

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

amounts are presented separately for GAAP; and

- GAAP revenue differs from FERC revenue primarily due to the equity method of accounting as discussed above, netting of electric purchases and sales for resale in revenue for the GAAP presentation as compared to a gross presentation for FERC purposes (with the exception of those transactions in a regional transmission organization (RTO)), the netting of RTO transmission transactions for the GAAP presentation as compared to a gross presentation for FERC purposes, and the classification of regulatory amortizations in revenue for GAAP purposes as compared to expense for FERC purposes.

The following table reconciles GAAP revenues to FERC revenues by segment for the nine months ended September 30, 2019 (in millions):

| | <u>Total</u> | <u>Electric</u> | <u>Natural Gas</u> | <u>Other</u> |
|-------------------------------------|-----------------|-----------------|--------------------|---------------|
| GAAP Revenues | \$ 929.8 | \$ 734.0 | \$ 195.8 | \$ - |
| Revenue from equity investments | (2.1) | - | (2.1) | - |
| Grossing revenues / power purchases | 30.6 | 30.6 | - | - |
| Regulatory amortizations | (24.8) | (27.7) | 2.9 | - |
| Other | (2.3) | (1.8) | (1.1) | 0.6 |
| FERC Revenues | <u>\$ 931.2</u> | <u>\$ 735.1</u> | <u>\$ 195.5</u> | <u>\$ 0.6</u> |

Accounting Standards Adopted

Leases - In February 2016, the Financial Accounting Standards Board (FASB) issued revised guidance requiring substantially all leases to be recognized on the balance sheet as right-of-use assets and lease liabilities. Leases with a term of 12 months or less may be excluded from the balance sheet and continue to be reflected in the income statement. Recognition, measurement and presentation of expenses depends on classification as a finance or operating lease.

We adopted this standard on January 1, 2019, using the modified retrospective method of adoption. Adoption of this standard had minimal impact on our Financial Statements and disclosures. We elected a package of practical expedients that allow us to carry forward historical conclusions related to (1) whether any expired or existing contract is a lease or contains a lease, (2) the lease classification of any expired or existing leases and easements, and (3) the initial direct costs for any existing leases. In addition, as our easements are entered into in perpetuity, they do not meet the definition of a lease in accordance with this guidance. We did not restate comparative periods upon adoption. We had one finance lease that was already included on our balance sheets prior to adoption of the lease standard, consistent with previous guidance for capital leases. We also lease office equipment and facilities under various long-term operating leases. The recognition of right-of-use assets and lease liabilities for operating leases increased our assets and liabilities by approximately \$3.6 million and are classified in the Balance Sheets as follows (in thousands):

| | <u>Affected Line Item in the Balance Sheets</u> | <u>September 30, 2019</u> |
|------------------------------------------|------------------------------------------------------|---------------------------|
| Operating lease assets | Utility plant (101.1) | <u>\$ 3,598</u> |
| Operating lease liabilities, current | Obligations under capital leases-current (243) | 1,356 |
| Operating lease liabilities, noncurrent | Obligations under capital leases-noncurrent (227) | 2,242 |
| Total operating lease liabilities | | <u>\$ 3,598</u> |

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| NorthWestern Corporation | | | |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

Supplemental Cash Flow Information

The following table provides a reconciliation of cash, cash equivalents, other special funds, and special deposits reported within the Balance Sheets that sum to the total of the same such amounts shown in the Statements of Cash Flows (in thousands):

| | September 30, 2019 | December 31, 2018 | September 30, 2018 | December 31, 2017 |
|------------------------------------------------------------------------------------------------|-----------------------|----------------------|-----------------------|----------------------|
| Cash (131) | \$ 4,648 | \$ 7,420 | \$ 6,315 | \$ 7,358 |
| Working funds (135) | 23 | 23 | 23 | 24 |
| Special funds (125-128) | 250 | 250 | 250 | 250 |
| Other special deposits | 7,321 | 5,705 | 5,421 | 1,671 |
| Total cash, cash equivalents, and restricted cash shown in the Statements of Cash Flows | \$ 12,242 | \$ 13,398 | \$ 12,009 | \$ 9,302 |

Utility Plant Adjustment

We completed our annual utility plant adjustment impairment test as of April 1, 2019 and no impairment was identified. We calculate the fair value of our reporting units by considering various factors, including valuation studies based primarily on a discounted cash flow analysis, with published industry valuations and market data as supporting information. Key assumptions in the determination of fair value include the use of an appropriate discount rate and estimated future cash flows. In estimating cash flows, we incorporate expected long-term growth rates in our service territory, regulatory stability, and commodity prices (where appropriate), as well as other factors that affect our revenue, expense and capital expenditure projections.

(2) Regulatory Matters

Montana General Electric Rate Case

In September 2018, we filed an electric rate case with the Montana Public Service Commission (MPSC) requesting an annual increase to electric rates of approximately \$34.9 million. The MPSC issued an order approving an interim increase in revenue of approximately \$10.5 million effective April 1, 2019, which remains in effect until the MPSC issues a final order. In May 2019, we reached a settlement with all parties who filed comprehensive revenue requirement, cost allocation, and rate design testimony in our Montana electric rate case. If the MPSC approves the settlement, it will result in an annual increase to electric revenue of approximately \$6.5 million (based upon a 9.65% return on equity (ROE) and rate base and capital structure as filed) and an annual decrease in depreciation expense of approximately \$9 million. A hearing was held in May 2019 and briefing was completed in late August 2019. In September 2019, the MPSC staff recommended that the MPSC approve and adopt the settlement as filed. On October 30, 2019, the MPSC voted to adopt staff's recommendation. We expect a final order from the MPSC during the fourth quarter of 2019.

During the three and nine months ended September 30, 2019, we recognized revenue of approximately \$1.6 million and \$2.8 million, respectively, and reduced depreciation expense by approximately \$2.2 million and \$6.7 million, respectively, in the Statements of Income consistent with the proposed settlement above. As of September 30, 2019, we have deferred approximately \$1.8 million of the interim revenues. Any difference between interim and final approved rates will be refunded to customers.

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| NorthWestern Corporation | | | |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

FERC Filing

In May 2019, we submitted a filing with the FERC for our Montana transmission assets. The revenue requirement associated with our Montana FERC assets is reflected in our Montana MPSC-jurisdictional rates as a credit to retail customers. We expect to submit a compliance filing with the MPSC upon resolution of our Montana FERC case adjusting the proposed credit in our Montana retail rates. In June 2019, the FERC issued an order accepting our filing, granting interim rates (subject to refund) effective July 1, 2019, establishing settlement procedures and terminating our related Tax Cuts and Jobs Act filing. A settlement judge has been appointed. We hosted technical conferences regarding the filing attended by intervenors, FERC and MPSC staff in September and October 2019. We expect to engage in settlement discussions during the fourth quarter of 2019.

Cost Recovery Mechanisms - Montana

Each year we submit an electric and natural gas tracker filing for recovery of supply costs for the 12-month period ended June 30. The MPSC reviews such filings and makes its cost recovery determination based on whether or not our supply procurement activities were prudent. The MPSC approved our electric tracker filings for the 12-month periods ended June 30, 2016 and 2017, on an interim basis. In August 2019, the MPSC established a procedural schedule for adjudication of these dockets with a final order expected in the first quarter of 2020.

Montana Electric Tracker - In 2017, the Montana legislature revised the statute regarding our recovery of electric supply costs. In response, the MPSC approved a new design for our electric tracker in 2018, effective July 1, 2017. The revised electric tracker, or Power Costs and Credits Adjustment Mechanism (PCCAM), established a baseline of power supply costs and tracks the differences between the actual costs and revenues. Variances in supply costs above or below the baseline are allocated 90% to customers and 10% to shareholders, with an annual adjustment. From July 2017 to May 2019, the PCCAM also included a "deadband" which required us to absorb the variances within +/- \$4.1 million from the base, with 90% of the variance above or below the deadband collected from or refunded to customers. In 2019, the Montana legislature revised the statute effective May 7, 2019, prohibiting a deadband, allowing 100% recovery of QF purchases, and maintaining the 90% / 10% sharing ratio for other purchases.

The Statements of Income during the nine months ended September 30, 2019, include the recovery of approximately \$4.6 million of electric supply costs consistent with the change in statute. Our cumulative under collection of electric supply costs is approximately \$25.7 million as of September 30, 2019, and is reflected in deferred debits in the Balance Sheets. We submitted a filing in September 2019, requesting recovery of costs above the base for the period July 1, 2018 to June 30, 2019, with the under recovery collected over the next 12-month period. The MPSC has not established a procedural schedule in this docket.

Montana QF Power Purchase Cases

Under the Public Utility Regulatory Policies Act (PURPA), electric utilities are required, with certain exceptions, to purchase energy and capacity from independent power producers that are QFs. We track the costs of these purchases through our PCCAM. These purchases are also the subject of proceedings before the MPSC, whose orders are subject to judicial review by Montana state courts.

In May 2016, we filed our biennial update of standard rates for small QFs (3 MW or less). In November 2017, the PSC approved new, lower rates, reduced the maximum contract term from 25 to 15 years, and ordered that it would apply the same 15-year contract term to our future owned and contracted electric supply resources (Symmetry Finding). We sought judicial review with the Montana State District Court (District Court) of the Symmetry Finding. Cypress Creek Renewables, LLC, Vote Solar, and Montana

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

Environmental Information Center, sought judicial review with the District Court of the rates and contract term.

The District Court reversed and modified the MPSC’s decisions on rates, contract term, and the Symmetry Finding. We appealed the District Court’s order regarding rates and contract term to the Montana Supreme Court. The MPSC did not appeal the District Court’s Symmetry Finding. The Montana Supreme Court granted our motion to stay the District Court’s decisions regarding rates and contract term. We are awaiting a decision from the Montana Supreme Court.

The MPSC also issued the same Symmetry Finding in another docket when setting the rates and contract term for a large QF - MT Sun, LLC (MTSun). We, as well as MTSun, sought judicial review of the MPSC’s order. The District Court reversed and modified the MPSC’s order regarding rates, contract length, and the Symmetry Finding. We appealed the District Court’s order to the Montana Supreme Court on the issues of rates and contract length, and the MPSC did not appeal the District Court’s reversal of the Symmetry Finding. We expect briefing to be completed in November 2019.

(3) Income Taxes

We compute income tax expense for each quarter based on the estimated annual effective tax rate for the year, adjusted for certain discrete items. Our effective tax rate typically differs from the federal statutory tax rate due to the regulatory impact of flowing through the federal and state tax benefit of repairs deductions, state tax benefit of accelerated tax depreciation deductions (including bonus depreciation when applicable) and production tax credits. The regulatory accounting treatment of these deductions requires immediate income recognition for temporary tax differences of this type, which is referred to as the flow-through method. When the flow-through method of accounting for temporary differences is reflected in regulated revenues, we record deferred income taxes and establish related regulatory assets and liabilities.

The following table summarizes the significant differences in income tax expense based on the differences between our effective tax rate and the federal statutory rate (in thousands):

| | | | |
|-------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------|-----------------------|
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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

Three Months Ended September 30,

| | 2019 | | 2018 | |
|----------------------------------------------------|----------------|---------------|-----------------|---------------|
| Income Before Income Taxes | \$ 21,670 | | \$ 27,059 | |
| Income tax calculated at federal statutory rate | 4,551 | 21.0% | 5,683 | 21.0% |
| Permanent or flow-through adjustments: | | | | |
| State income, net of federal provisions | 86 | 0.4 | 634 | 2.3 |
| Flow-through repairs deductions | (2,606) | (12.0) | (2,394) | (8.6) |
| Production tax credits | (1,414) | (6.5) | (1,656) | (6.0) |
| Amortization of excess deferred income tax | (374) | (1.7) | (418) | (1.5) |
| Plant and depreciation of flow-through items | (263) | (1.2) | (95) | (0.3) |
| Prior year permanent return to accrual adjustments | 559 | 2.5 | (2,978) | (10.7) |
| Other, net | (1) | 0.0 | 518 | 1.9 |
| | <u>(4,013)</u> | <u>(18.5)</u> | <u>(6,389)</u> | <u>(23.6)</u> |
| Income tax expense (benefit) | \$ 538 | 2.5% | \$ (706) | (2.6)% |

Nine Months Ended September 30,

| | 2019 | | 2018 | |
|----------------------------------------------------|--------------------|----------------|-----------------|---------------|
| Income Before Income Taxes | \$ 142,138 | | \$ 134,151 | |
| Income tax calculated at federal statutory rate | 29,849 | 21.0% | 28,172 | 21.0% |
| Permanent or flow through adjustments: | | | | |
| State income, net of federal provisions | 1,230 | 0.9 | 2,148 | 1.6 |
| Release of unrecognized tax benefit | (22,825) | (16.1) | — | — |
| Flow-through repairs deductions | (12,694) | (8.9) | (13,075) | (9.7) |
| Production tax credits | (7,252) | (5.1) | (8,103) | (6.0) |
| Plant and depreciation of flow through items | (2,449) | (1.7) | (1,582) | (1.2) |
| Amortization of excess deferred income tax | (1,939) | (1.4) | (2,045) | (1.5) |
| Prior year permanent return to accrual adjustments | 559 | 0.4 | (2,978) | (2.2) |
| Share-based compensation | 186 | 0.1 | 275 | 0.2 |
| Other, net | (2,108) | (1.5) | 871 | (0.6) |
| | <u>(47,292)</u> | <u>(33.3)</u> | <u>(24,489)</u> | <u>(18.3)</u> |
| Income tax (benefit) expense | \$ (17,443) | (12.3)% | \$ 3,683 | 2.7% |

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| NorthWestern Corporation | | | |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

The income tax benefit for the nine months ended September 30, 2019 reflects the release of approximately \$22.8 million of unrecognized tax benefits, including approximately \$2.7 million of accrued interest, net of tax, due to the lapse of statutes of limitation in the second quarter of 2019.

Uncertain Tax Positions

We recognize tax positions that meet the more-likely-than-not threshold as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. After the release above, we have unrecognized tax benefits of approximately \$35.3 million as of September 30, 2019, including approximately \$27.8 million that, if recognized, would impact our effective tax rate. We do not anticipate that total unrecognized tax benefits will significantly change due to the settlement of audits or the expiration of statutes of limitation within the next twelve months.

Our policy is to recognize interest related to uncertain tax positions in interest expense. As discussed above, during the nine months ended September 30, 2019, we released \$2.7 million of accrued interest in the Statements of Income. As of September 30, 2019, we do not have any amounts accrued for the payment of interest. During the nine months ended September 30, 2018, we recognized \$0.9 million of expense for interest in the Statements of Income. As of December 31, 2018, we had \$2.7 million of interest accrued in the Balance Sheets.

Our federal tax returns from 2000 forward remain subject to examination by the Internal Revenue Service.

(4) Equity Investments

The following table presents our equity investments reflected in the investments in subsidiary companies on the Balance Sheets (in thousands):

| | September 30, 2019 | December 31, 2018 |
|--------------------------------------------------|-------------------------------|------------------------------|
| Havre Pipeline Company, LLC | \$ 12,909 | \$ 13,700 |
| Canadian Montana Pipeline Corporation | 4,317 | 4,213 |
| NorthWestern Energy Solutions, Inc. | 2,461 | 2,474 |
| NorthWestern Services, LLC | 1,974 | 1,946 |
| Risk Partners Assurance, Ltd. | 1,313 | 1,349 |
| Total Investments in Subsidiary Companies | \$ 22,974 | \$ 23,682 |

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

(5) Comprehensive Income

The following tables display the components of Other Comprehensive Income, after-tax, and the related tax effects (in thousands):

| | Three Months Ended | | | | | |
|-----------------------------------------------------------------|------------------------------|------------------------|------------------------------|------------------------------|------------------------|------------------------------|
| | September 30, 2019 | | | September 30, 2018 | | |
| | Before-Tax Amount | Tax Expense | Net-of-Tax Amount | Before-Tax Amount | Tax Expense | Net-of-Tax Amount |
| Foreign currency translation adjustment | \$ 42 | \$ — | \$ 42 | \$ (68) | \$ — | \$ (68) |
| Reclassification of net income (loss) on derivative instruments | 153 | (40) | 113 | 153 | (40) | 113 |
| Other comprehensive income | <u>\$ 195</u> | <u>\$ (40)</u> | <u>\$ 155</u> | <u>\$ 85</u> | <u>\$ (40)</u> | <u>\$ 45</u> |

| | Nine Months Ended | | | | | |
|-----------------------------------------------------------------|------------------------------|------------------------|------------------------------|------------------------------|------------------------|------------------------------|
| | September 30, 2019 | | | September 30, 2018 | | |
| | Before-Tax Amount | Tax Expense | Net-of-Tax Amount | Before-Tax Amount | Tax Expense | Net-of-Tax Amount |
| Foreign currency translation adjustment | \$ 18 | \$ — | \$ 18 | \$ 113 | \$ — | \$ 113 |
| Reclassification of net income (loss) on derivative instruments | 460 | (121) | 339 | 460 | (121) | 339 |
| Other comprehensive income | <u>\$ 478</u> | <u>\$ (121)</u> | <u>\$ 357</u> | <u>\$ 573</u> | <u>\$ (121)</u> | <u>\$ 452</u> |

Balances by classification included within accumulated other comprehensive income (AOCI) on the Balance Sheets are as follows, net of tax (in thousands):

| | September 30, 2019 | December 31, 2018 |
|-------------------------------------------------------|-------------------------------|------------------------------|
| Foreign currency translation | \$ 1,464 | \$ 1,446 |
| Derivative instruments designated as cash flow hedges | (9,145) | (9,484) |
| Postretirement medical plans | 246 | 246 |
| Accumulated other comprehensive income | <u>\$ (7,435)</u> | <u>\$ (7,792)</u> |

| | | | |
|-------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------|-----------------------|
| Name of Respondent | This Report is: | Date of Report | Year/Period of Report |
| NorthWestern Corporation | (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | (Mo, Da, Yr) 09/30/2019 | 2019/Q3 |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

The following tables display the changes in AOCI by component, net of tax (in thousands):

**Three Months Ended
September 30, 2019**

| | Affected Line Item in the Statements of Income | Interest Rate Derivative Instruments Designated as Cash Flow Hedges | Pension and Postretirement Medical Plans | Foreign Currency Translation | Total |
|--------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------|--------------|
| Beginning balance | | \$ (9,258) | \$ 246 | \$ 1,422 | \$ (7,590) |
| Other comprehensive income before reclassifications | | — | — | 42 | 42 |
| Amounts reclassified from AOCI | Interest on long-term debt | 113 | — | — | 113 |
| Net current-period other comprehensive income | | 113 | — | 42 | 155 |
| Ending balance | | \$ (9,145) | \$ 246 | \$ 1,464 | \$ (7,435) |

**Three Months Ended
September 30, 2018**

| | Affected Line Item in the Statements of Income | Interest Rate Derivative Instruments Designated as Cash Flow Hedges | Pension and Postretirement Medical Plans | Foreign Currency Translation | Total |
|---------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------|--------------|
| Beginning balance | | \$ (9,756) | \$ 33 | \$ 1,358 | \$ (8,365) |
| Other comprehensive loss before reclassifications | | — | — | (68) | (68) |
| Amounts reclassified from AOCI | Interest on long-term debt | 113 | — | — | 113 |
| Net current-period other comprehensive income (loss) | | 113 | — | (68) | 45 |
| Ending balance | | \$ (9,643) | \$ 33 | \$ 1,290 | \$ (8,320) |

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

**Nine Months Ended
September 30, 2019**

| | Affected Line Item in the Statements of Income | Interest Rate Derivative Instruments Designated as Cash Flow Hedges | Pension and Postretirement Medical Plans | Foreign Currency Translation | Total |
|--------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------|--------------|
| Beginning balance | | \$ (9,484) | \$ 246 | \$ 1,446 | (7,792) |
| Other comprehensive income before reclassifications | | — | — | 18 | 18 |
| Amounts reclassified from AOCI | Interest on long-term debt | 339 | — | — | 339 |
| Net current-period other comprehensive income | | 339 | — | 18 | 357 |
| Ending balance | | \$ (9,145) | \$ 246 | \$ 1,464 | \$ (7,435) |

**Nine Months Ended
September 30, 2018**

| | Affected Line Item in the Statements of Income | Interest Rate Derivative Instruments Designated as Cash Flow Hedges | Pension and Postretirement Medical Plans | Foreign Currency Translation | Total |
|--------------------------------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------|--------------|
| Beginning balance | | \$ (9,982) | \$ 33 | \$ 1,177 | \$ (8,772) |
| Other comprehensive income before reclassifications | | — | — | 113 | 113 |
| Amounts reclassified from AOCI | Interest on long-term debt | 339 | — | — | 339 |
| Net current-period other comprehensive income | | 339 | — | 113 | 452 |
| Ending balance | | \$ (9,643) | \$ 33 | \$ 1,290 | \$ (8,320) |

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

(6) Related Party Transactions

Accounts receivable from and payables to associated companies primarily include intercompany billings for direct charges, overhead, and income tax obligations. The following table reflects our accounts receivable from and accounts payable to associated companies (in thousands):

| | September 30, 2019 | December 31, 2018 |
|-------------------------------------------------------|-----------------------|----------------------|
| Accounts Receivable from Associated Companies: | | |
| Havre Pipeline Company, LLC | \$ 514 | \$ 308 |
| NorthWestern Energy Solutions, Inc. | 49 | 33 |
| Risk Partners Assurance, Ltd. | 18 | 18 |
| | <u>\$ 581</u> | <u>\$ 359</u> |
| Accounts Payable to Associated Companies: | | |
| Canadian Montana Pipeline Corporation | \$ 4,038 | \$ 3,718 |
| NorthWestern Services, LLC | 1,720 | 1,679 |
| | <u>\$ 5,758</u> | <u>\$ 5,397</u> |

(7) Financing Activities

In June 2019, we priced \$150 million aggregate principal amount of Montana First Mortgage Bonds, at a fixed interest rate of 3.98% maturing in 2049. We issued \$50 million of these bonds in June 2019 and the remaining \$100 million of these bonds in September 2019 in transactions exempt from the registration requirements of the Securities Act of 1933, as amended. Proceeds were used to repay a portion of our outstanding borrowings under our revolving credit facilities and for other general corporate purposes. The bonds are secured by our electric and natural gas assets in Montana.

(8) Employee Benefit Plans

We sponsor and/or contribute to pension and postretirement health care and life insurance benefit plans for eligible employees. Net periodic benefit cost (income) for our pension and other postretirement plans consists of the following (in thousands):

| | Pension Benefits | | Other Postretirement Benefits | |
|---------------------------------------------------------|-------------------------------------|-----------------|-------------------------------------|-----------------|
| | Three Months Ended September 30, | | Three Months Ended September 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Components of Net Periodic Benefit Cost (Income) | | | | |
| Service cost | \$ 2,409 | \$ 2,944 | \$ 82 | \$ 100 |
| Interest cost | 6,622 | 6,105 | 152 | 145 |
| Expected return on plan assets | (6,360) | (7,051) | (217) | (239) |
| Amortization of prior service cost (credit) | 1,636 | 1 | (471) | (471) |
| Recognized actuarial loss (gain) | — | 1,090 | (24) | (19) |
| Plan settlements | 715 | — | — | — |
| Net Periodic Benefit Cost (Income) | <u>\$ 5,022</u> | <u>\$ 3,089</u> | <u>\$ (478)</u> | <u>\$ (484)</u> |

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

| | Pension Benefits | | Other Postretirement Benefits | |
|--------------------------------------------------|--------------------------------------------|-------------|--------------------------------------------|-------------|
| | Nine Months Ended September 30, | | Nine Months Ended September 30, | |
| | 2019 | 2018 | 2019 | 2018 |
| Components of Net Periodic Benefit Cost (Income) | | | | |
| Service cost | \$ 7,228 | \$ 8,832 | \$ 248 | \$ 299 |
| Interest cost | 19,866 | 18,315 | 457 | 434 |
| Expected return on plan assets | (19,082) | (21,155) | (652) | (716) |
| Amortization of prior service cost | 4,908 | 3 | (1,412) | (1,412) |
| Recognized actuarial loss (gain) | — | 3,270 | (72) | (59) |
| Plan settlements | 715 | — | — | — |
| Net Periodic Benefit Cost (Income) | \$ 13,635 | \$ 9,265 | \$ (1,431) | \$ (1,454) |

We have contributed \$7.2 million to our pension plans during the nine months ended September 30, 2019. We expect to contribute an additional \$3 million to \$5 million to our pension plans during the fourth quarter of 2019.

(9) Commitments and Contingencies

ENVIRONMENTAL LIABILITIES AND REGULATION

Environmental Matters

The operation of electric generating, transmission and distribution facilities, and gas gathering, storage, transportation and distribution facilities, along with the development (involving site selection, environmental assessments, and permitting) and construction of these assets, are subject to extensive federal, state, and local environmental and land use laws and regulations. Our activities involve compliance with diverse laws and regulations that address emissions and impacts to the environment, including air and water, protection of natural resources, avian and wildlife. We monitor federal, state, and local environmental initiatives to determine potential impacts on our financial results. As new laws or regulations are implemented, our policy is to assess their applicability and implement the necessary modifications to our facilities or their operation to maintain ongoing compliance.

Our environmental exposure includes a number of components, including remediation expenses related to the cleanup of current or former properties, and costs to comply with changing environmental regulations related to our operations. At present, our environmental reserve, which relates primarily to the remediation of former manufactured gas plant sites owned by us, is estimated to range between \$26.6 million to \$34.6 million. As of September 30, 2019, we have a reserve of approximately \$28.7 million, which has not been discounted. Environmental costs are recorded when it is probable we are liable for the remediation and we can reasonably estimate the liability. We use a combination of site investigations and monitoring to formulate an estimate of environmental remediation costs for specific sites. Our monitoring procedures and development of actual remediation plans depend not only on site specific information but also on coordination with the different environmental regulatory agencies in our respective jurisdictions; therefore, while remediation exposure exists, it may be many years before costs are incurred.

Over time, as costs become determinable, we may seek authorization to recover such costs in rates or seek insurance reimbursement as available and applicable; therefore, although we cannot guarantee regulatory recovery, we do not expect these costs

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| NorthWestern Corporation | | | |
| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

to have a material effect on our consolidated financial position or results of operations.

Manufactured Gas Plants - Approximately \$21.7 million of our environmental reserve accrual is related to manufactured gas plants. A formerly operated manufactured gas plant located in Aberdeen, South Dakota, has been identified on the Federal Comprehensive Environmental Response, Compensation, and Liability Information System list as contaminated with coal tar residue. We are currently conducting feasibility studies, implementing remedial actions pursuant to work plans approved by the South Dakota Department of Environment and Natural Resources, and conducting ongoing monitoring and operation and maintenance activities. As of September 30, 2019, the reserve for remediation costs at this site is approximately \$8.0 million, and we estimate that approximately \$3.2 million of this amount will be incurred during the next five years.

We also own sites in North Platte, Kearney, and Grand Island, Nebraska on which former manufactured gas facilities were located. We are currently working independently to fully characterize the nature and extent of potential impacts associated with these Nebraska sites. Our reserve estimate includes assumptions for site assessment and remedial action work. At present, we cannot determine with a reasonable degree of certainty the nature and timing of any risk-based remedial action at our Nebraska locations.

In addition, we own or have responsibility for sites in Butte, Missoula, and Helena, Montana on which former manufactured gas plants were located. The Butte and Helena sites, both listed as high priority sites on Montana's state superfund list, were placed into the Montana Department of Environmental Quality (MDEQ) voluntary remediation program for cleanup due to soil and groundwater impacts. Soil and coal tar were removed at the sites in accordance with the MDEQ requirements. Groundwater monitoring is conducted semiannually at both sites. At this time, we cannot estimate with a reasonable degree of certainty the nature and timing of additional remedial actions and/or investigations, if any, at the Butte site. In August 2016, the MDEQ sent us a Notice of Potential Liability and Request for Remedial Action regarding the Helena site. In October 2019, we submitted a third revised Remedial Investigation Work Plan (RIWP) for the Helena site addressing MDEQ comments on previously submitted drafts of the RIWP. The RIWP requires additional investigation including vapor intrusion and investigation of potential contamination from transformers and treated poles. MDEQ is expected to complete its review of the RIWP by the fourth quarter of 2019.

An investigation conducted at the Missoula site did not require remediation activities, but required preparation of a groundwater monitoring plan. Monitoring wells were installed and groundwater is monitored semiannually. At the request of Missoula Valley Water Quality District (MVWQD), a draft risk assessment was prepared for the Missoula site and presented to the MVWQD. We and the MVWQD agreed additional site investigation work is appropriate. Analytical results from an October 2016 sampling exceeded the Montana Maximum Contaminant Level for benzene and/or total cyanide in certain monitoring wells. These results were forwarded to MVWQD which shared the same with the MDEQ. MDEQ requested that MVWQD file a formal complaint with MDEQ's Enforcement Division, which MVWQD filed in July 2017. On April 2, 2019, MDEQ requested our participation at a stakeholders' meeting for the Missoula site. At the meeting, MDEQ indicated they expect to proceed in listing the site as a Montana superfund site. After researching historical ownership we have identified another potentially responsible party with whom we have initiated communications regarding the site. At this time, we cannot estimate with a reasonable degree of certainty the nature and timing of risk-based remedial action, if any, at the Missoula site.

Global Climate Change - National and international actions have been initiated to address global climate change and the contribution of greenhouse gas (GHG) including, most significantly, carbon dioxide (CO₂). These actions include legislative proposals, Executive and Environmental Protection Agency (EPA) actions at the federal level, actions at the state level, and private party litigation relating to GHG emissions. Coal-fired plants have come under particular scrutiny due to their level of GHG emissions. We have joint ownership interests in four coal-fired electric generating plants, all of which are operated by other companies. We are responsible for our proportionate share of the capital and operating costs while being entitled to our proportionate share of the power

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| NOTES TO FINANCIAL STATEMENTS (Continued) | | | |

generated.

While numerous bills have been introduced that address climate change from different perspectives, including through direct regulation of GHG emissions, the establishment of cap and trade programs and the establishment of federal renewable portfolio standards, Congress has not passed any federal climate change legislation and we cannot predict the timing or form of any potential legislation. In the absence of such legislation, EPA is presently regulating new and existing sources of GHG emissions through regulations. On June 19, 2019, EPA finalized the Affordable Clean Energy Rule (ACE). ACE repeals the 2015 Clean Power Plan (CPP) in regulating GHG emissions from coal-fired plants. Generally, ACE will provide more regulatory flexibility to individual states and likely will not reduce CO₂ emissions as much as the CPP. Numerous parties, including us, filed petitions for review and reconsideration of the CPP. Those CPP proceedings were dismissed as moot by the United States Court of Appeals for the District of Columbia Circuit (D.C. Circuit) on September 17, 2019.

Under the ACE, states must establish unit-specific standards that reflect emissions achievable through heat rate improvements, which EPA designated as the best system of emissions reduction, and if the state chooses, take into account the remaining useful life of the unit and other source specific factors. States generally have three years to submit the standards to EPA and coal-fired plants will have two additional years to comply with the standards. The ACE became effective on September 6, 2019, and various challenges to it are pending in the D.C. Circuit.

We cannot predict whether or how ACE will be applied to our plants, including actions taken by the relevant state authorities. In addition, it is unclear how pending or future litigation relating to GHG matters will impact us. As GHG regulations are implemented, it would result in additional compliance costs that could affect our future results of operations and financial position if such costs are not recovered through regulated rates. We will continue working with federal and state regulatory authorities, other utilities, and stakeholders to seek relief from any GHG regulations that, in our view, disproportionately impact customers in our region.

Future additional environmental requirements could cause us to incur material costs of compliance, increase our costs of procuring electricity, decrease transmission revenue and impact cost recovery. Technology to efficiently capture, remove and/or sequester such GHG emissions may not be available within a timeframe consistent with the implementation of any such requirements. Physical impacts of climate change also may present potential risks for severe weather, such as droughts, fires, floods, ice storms and tornadoes, in the locations where we operate or have interests. These potential risks may impact costs for electric and natural gas supply and maintenance of generation, distribution, and transmission facilities.

Clean Air Act Rules and Associated Emission Control Equipment Expenditures - The EPA has proposed or issued a number of rules under different provisions of the Clean Air Act that could require the installation of emission control equipment at the generation plants in which we have joint ownership.

On January 10, 2017, the EPA published amendments to the requirements under the Clean Air Act for state plans for protection of visibility. Among other things, these amendments revised the process and requirements for the state implementation plans and extended the due date for the next periodic comprehensive regional haze state implementation plan revisions from 2018 to 2021. Therefore, by 2021, Montana, or EPA, must develop a revised plan that demonstrates reasonable progress toward eliminating man-made emissions of visibility impairing pollutants, which could impact Colstrip Unit 4. In March 2017, we filed a Petition for Review of these amendments with the D.C. Circuit, which was consolidated with other petitions challenging the final rule. The D.C. Circuit has granted EPA's request to hold the case in abeyance while EPA considers further administrative action to revisit the rule.

Jointly Owned Plants - We have joint ownership in generation plants located in South Dakota, North Dakota, Iowa, and Montana

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that are or may become subject to the various regulations discussed above that have been issued or proposed. Regarding the ACE, as discussed above, we cannot predict the impact of the ACE on us until the state plans are adopted and any judicial reviews are completed.

Other - We continue to manage equipment containing polychlorinated biphenyl (PCB) oil in accordance with the EPA's Toxic Substance Control Act regulations. We will continue to use certain PCB-contaminated equipment for its remaining useful life and will, thereafter, dispose of the equipment according to pertinent regulations that govern the use and disposal of such equipment.

We routinely engage the services of a third-party environmental consulting firm to assist in performing a comprehensive evaluation of our environmental reserve. Based upon information available at this time, we believe that the current environmental reserve properly reflects our remediation exposure for the sites currently and previously owned by us. The portion of our environmental reserve applicable to site remediation may be subject to change as a result of the following uncertainties:

- We may not know all sites for which we are alleged or will be found to be responsible for remediation; and
- Absent performance of certain testing at sites where we have been identified as responsible for remediation, we cannot estimate with a reasonable degree of certainty the total costs of remediation.

LEGAL PROCEEDINGS

Pacific Northwest Solar Litigation

Pacific Northwest Solar, LLC (PNWS) is a solar QF developer seeking to construct small solar facilities in Montana. We began negotiating with PNWS in early 2016 to purchase the output from 21 of its proposed facilities pursuant to our standard QF-1 Tariff, which is applicable to projects no larger than 3 MWs.

On June 16, 2016, however, the MPSC suspended the availability of the QF-1 Tariff standard rates for that category of solar projects, which included the projects proposed by PNWS. The MPSC exempted from the suspension any projects for which a QF had both submitted a signed power purchase agreement and had executed an interconnection agreement with us by June 16, 2016. Although we had signed four power purchase agreements with PNWS as of that date, we had not entered into interconnection agreements with PNWS for any of those projects. As a result, none of the PNWS projects in Montana qualified for the exemption.

In November 2016, PNWS sued us in state court seeking unspecified damages for breach of contract and a judicial declaration that some or all of the 21 proposed power purchase agreements it had proposed to us were in effect despite the MPSC's Order. We removed the state lawsuit to the United States District Court for the District of Montana.

PNWS also requested the MPSC to exempt its projects from the tariff suspension and allow those projects to receive the QF-1 tariff rate that had been in effect prior to the suspension. We joined in PNWS's request for relief with respect to four of the projects, but the MPSC did not grant any of the relief requested by PNWS or us.

In August 2017, pursuant to a non-monetary, partial settlement with us, PNWS amended its original complaint to limit its claims for enforcement and/or damages to only four of the 21 power purchase agreements. As a result, the amount of damages sought by the plaintiff was reduced to approximately \$8 million in damages for the alleged breach of the four power purchase agreements. We participated in an unsuccessful mediation on January 24, 2019 and there have been no settlement negotiations since then.

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A jury trial was scheduled to begin on October 8, 2019 to address PNWS' remaining breach of contract claims and its request for a declaratory judgment. On October 3, 2019, however, PNWS filed a motion asking the Court to hold another pretrial conference clarifying some of its evidentiary rulings and a second motion asking the Court to issue a final pretrial order more clearly defining the legal and factual issues remaining for trial. On October 4, 2019, the Court vacated the trial date and denied both motions for procedural irregularities, but gave PNWS leave to correct and refile them, which it subsequently did.

On November 1, 2019, the Court entered a Final Pretrial Order addressing various legal and evidentiary issues and leaving intact all of NWE's affirmative defenses, including impossibility of performance. The Court also denied PNWS' motion for an additional pretrial conference. The Court has scheduled a conference on November 7, 2019 to set a new trial date.

We dispute the remaining claims in PNWS' lawsuit and will continue to vigorously defend against them. We cannot currently predict an outcome in this litigation. If the plaintiff prevails and obtains damages for a breach of contract, we may seek to recover those damages in rates from customers, subject to the PCCAM. We cannot predict the outcome of any such effort.

State of Montana - Riverbed Rents

On April 1, 2016, the State of Montana (State) filed a complaint on remand (the State's Complaint) with the Montana First Judicial District Court (State District Court), naming us, along with Talen Montana, LLC (Talen) as defendants. The State claimed it owns the riverbeds underlying 10 of our hydroelectric facilities (dams, along with reservoirs and tailraces) on the Missouri, Madison and Clark Fork Rivers, and seeks rents for Talen's and our use and occupancy of such lands. The facilities at issue include the Hebgen, Madison, Hauser, Holter, Black Eagle, Rainbow, Cochrane, Ryan, and Morony facilities on the Missouri and Madison Rivers and the Thompson Falls facility on the Clark Fork River. We acquired these facilities from Talen in November 2014.

The litigation has a long prior history, which culminated with a 2012 decision by the United States Supreme Court holding that the Montana Supreme Court erred in not considering a segment-by-segment approach to determine navigability and relying on present day recreational use of the rivers. It also held that what it referred to as the Great Falls Reach "at least from the head of the first waterfall to the foot of the last" was not navigable for title purposes, and thus the State did not own the riverbeds in that segment. The United States Supreme Court remanded the case to the Montana Supreme Court for further proceedings not inconsistent with its opinion. Following the 2012 remand, the case laid dormant for four years until the State's Complaint was filed with the State District Court. On April 20, 2016, we removed the case from State District Court to the United States District Court for the District of Montana (Federal District Court). The State filed a motion to remand. Following briefing and argument, on October 10, 2017, the Federal District Court entered an order denying the State's motion.

Because the State's Complaint included a claim that the State owned the riverbeds in the Great Falls Reach, on October 16, 2017, we and Talen renewed our earlier filed motions seeking to dismiss the portion of the State's Complaint concerning the Great Falls Reach in light of the United States Supreme Court's decision. On August 1, 2018, the Federal District Court granted the motions to dismiss the State's Complaint as it pertains to approximately 8.2 miles of riverbed between Black Eagle Falls and the Great Falls. In particular, the dismissal pertains to the Black Eagle Dam, Rainbow Dam and reservoir, Cochrane Dam and reservoir, and Ryan Dam and reservoir. This leaves a portion of the Black Eagle reservoir and Morony Dam and reservoir at issue. On August 22, 2018, we and Talen filed a motion to join the United States as a defendant to the litigation. The Federal District Court granted the motion on February 12, 2019, and ordered the State to name the United States as a party defendant under the Federal Quiet Title Act by October 31, 2019. The State filed its Amended Complaint on October 31, 2019, adding the United States as a defendant. Our next step is to

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file an answer to the State's Amended Complaint, and absent any extension that answer is due November 21, 2019.

We dispute the State's claims and intend to vigorously defend the lawsuit. This matter is still at its early stages, and we cannot predict an outcome. If the Federal District Court determines the riverbeds are navigable under the remaining six facilities that were not dismissed and if it calculates damages as the State District Court did in 2008, we estimate the annual rents could be approximately \$3.8 million commencing when we acquired the facilities in November 2014. We anticipate that any obligation to pay the State rent for use and occupancy of the riverbeds would be recoverable in rates from customers, although there can be no assurances that the MPSC would approve any such recovery.

Other Legal Proceedings

We are also subject to various other legal proceedings, governmental audits and claims that arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to these other actions will not materially affect our financial position, results of operations, or cash flows.

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STATEMENTS OF ACCUMULATED COMPREHENSIVE INCOME, COMPREHENSIVE INCOME, AND HEDGING ACTIVITIES

| Line No. | Other Cash Flow Hedges Interest Rate Swaps (f) | Other Cash Flow Hedges [Insert Footnote at Line 1 to specify] (g) | Totals for each category of items recorded in Account 219 (h) | Net Income (Carried Forward from Page 117, Line 78) (i) | Total Comprehensive Income (j) |
|----------|----------------------------------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------|
| 1 | (9,982,181) | | (8,772,079) | | |
| 2 | 339,096 | | 339,096 | | |
| 3 | | | 113,003 | | |
| 4 | 339,096 | | 452,099 | 130,467,980 | 130,920,079 |
| 5 | (9,643,085) | | (8,319,980) | | |
| 6 | (9,484,423) | | (7,791,798) | | |
| 7 | 339,098 | | 339,098 | | |
| 8 | | | 18,048 | | |
| 9 | 339,098 | | 357,146 | 142,137,732 | 142,494,878 |
| 10 | (9,145,325) | | (7,434,652) | | |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| SUMMARY OF UTILITY PLANT AND ACCUMULATED PROVISIONS FOR DEPRECIATION, AMORTIZATION AND DEPLETION | | | | |
| Report in Column (c) the amount for electric function, in column (d) the amount for gas function, in column (e), (f), and (g) report other (specify) and in column (h) common function. | | | | |
| Line No. | Classification (a) | Total Company for the Current Year/Quarter Ended (b) | Electric (c) | |
| 1 | Utility Plant | | | |
| 2 | In Service | | | |
| 3 | Plant in Service (Classified) | 5,611,859,212 | 4,337,178,808 | |
| 4 | Property Under Capital Leases | 43,807,738 | | |
| 5 | Plant Purchased or Sold | | | |
| 6 | Completed Construction not Classified | | | |
| 7 | Experimental Plant Unclassified | 1,631,264 | 1,631,264 | |
| 8 | Total (3 thru 7) | 5,657,298,214 | 4,338,810,072 | |
| 9 | Leased to Others | | | |
| 10 | Held for Future Use | 4,922,322 | 4,892,457 | |
| 11 | Construction Work in Progress | 206,978,658 | 166,535,177 | |
| 12 | Acquisition Adjustments | 686,328,435 | 686,328,435 | |
| 13 | Total Utility Plant (8 thru 12) | 6,555,527,629 | 5,196,566,141 | |
| 14 | Accum Prov for Depr, Amort, & Depl | 2,394,972,241 | 1,838,845,680 | |
| 15 | Net Utility Plant (13 less 14) | 4,160,555,388 | 3,357,720,461 | |
| 16 | Detail of Accum Prov for Depr, Amort & Depl | | | |
| 17 | In Service: | | | |
| 18 | Depreciation | 2,151,001,927 | 1,693,146,187 | |
| 19 | Amort & Depl of Producing Nat Gas Land/Land Right | 35,958,879 | | |
| 20 | Amort of Underground Storage Land/Land Rights | | | |
| 21 | Amort of Other Utility Plant | 86,928,072 | 24,616,130 | |
| 22 | Total In Service (18 thru 21) | 2,273,888,878 | 1,717,762,317 | |
| 23 | Leased to Others | | | |
| 24 | Depreciation | | | |
| 25 | Amortization and Depletion | | | |
| 26 | Total Leased to Others (24 & 25) | | | |
| 27 | Held for Future Use | | | |
| 28 | Depreciation | | | |
| 29 | Amortization | | | |
| 30 | Total Held for Future Use (28 & 29) | | | |
| 31 | Abandonment of Leases (Natural Gas) | | | |
| 32 | Amort of Plant Acquisition Adj | 121,083,363 | 121,083,363 | |
| 33 | Total Accum Prov (equals 14) (22,26,30,31,32) | 2,394,972,241 | 1,838,845,680 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

SUMMARY OF UTILITY PLANT AND ACCUMULATED PROVISIONS
FOR DEPRECIATION, AMORTIZATION AND DEPLETION

| Gas (d) | Other (Specify) (e) | Other (Specify) (f) | Other (Specify) (g) | Common (h) | Line No. |
|---------------|------------------------|------------------------|------------------------|---------------|-------------|
| | | | | | 1 |
| | | | | | 2 |
| 1,050,902,956 | 1,519,564 | | | 222,257,884 | 3 |
| | | 40,209,537 | 3,598,201 | | 4 |
| | | | | | 5 |
| | | | | | 6 |
| | | | | | 7 |
| 1,050,902,956 | 1,519,564 | 40,209,537 | 3,598,201 | 222,257,884 | 8 |
| | | | | | 9 |
| 29,865 | | | | | 10 |
| 25,475,235 | | | | 14,968,246 | 11 |
| | | | | | 12 |
| 1,076,408,056 | 1,519,564 | 40,209,537 | 3,598,201 | 237,226,130 | 13 |
| 466,735,805 | 963,506 | 26,638,798 | | 61,788,452 | 14 |
| 609,672,251 | 556,058 | 13,570,739 | 3,598,201 | 175,437,678 | 15 |
| | | | | | 16 |
| | | | | | 17 |
| 388,407,523 | 963,506 | 26,638,798 | | 41,845,913 | 18 |
| 35,958,879 | | | | | 19 |
| | | | | | 20 |
| 42,369,403 | | | | 19,942,539 | 21 |
| 466,735,805 | 963,506 | 26,638,798 | | 61,788,452 | 22 |
| | | | | | 23 |
| | | | | | 24 |
| | | | | | 25 |
| | | | | | 26 |
| | | | | | 27 |
| | | | | | 28 |
| | | | | | 29 |
| | | | | | 30 |
| | | | | | 31 |
| | | | | | 32 |
| 466,735,805 | 963,506 | 26,638,798 | | 61,788,452 | 33 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

ELECTRIC PLANT IN SERVICE AND ACCUMULATED PROVISION FOR DEPRECIATION BY FUNCTION

1. Report below the original cost of plant in service by function. In addition to Account 101, include Account 102, and Account 106. Report in column (b) the original cost of plant in service and in column(c) the accumulated provision for depreciation and amortization by function.

| Line No. | Item (a) | Plant in Service Balance at End of Quarter (b) | Accumulated Depreciation and Amortization Balance at End of Quarter (c) |
|----------|--------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------|
| 1 | Intangible Plant | 24,029,531 | 12,272,149 |
| 2 | Steam Production Plant | 375,594,820 | 135,240,576 |
| 3 | Nuclear Production Plant | | |
| 4 | Hydraulic Production - Conventional | 545,487,244 | 127,677,739 |
| 5 | Hydraulic Production - Pumped Storage | | |
| 6 | Other Production | 472,226,227 | 99,612,275 |
| 7 | Transmission | 1,039,022,354 | 442,676,867 |
| 8 | Distribution | 1,734,228,365 | 819,192,852 |
| 9 | Regional Transmission and Market Operation | | |
| 10 | General | 148,221,531 | 81,089,859 |
| 11 | TOTAL (Total of lines 1 through 10) | 4,338,810,072 | 1,717,762,317 |

| | | | |
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| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

Transmission Service and Generation Interconnection Study Costs

1. Report the particulars (details) called for concerning the costs incurred and the reimbursements received for performing transmission service and generator interconnection studies.
2. List each study separately.
3. In column (a) provide the name of the study.
4. In column (b) report the cost incurred to perform the study at the end of period.
5. In column (c) report the account charged with the cost of the study.
6. In column (d) report the amounts received for reimbursement of the study costs at end of period.
7. In column (e) report the account credited with the reimbursement received for performing the study.

| Line No. | Description (a) | Costs Incurred During Period (b) | Account Charged (c) | Reimbursements Received During the Period (d) | Account Credited With Reimbursement (e) |
|-----------|-----------------------------|----------------------------------|---------------------|-----------------------------------------------|-----------------------------------------|
| 1 | Transmission Studies | | | | |
| 2 | FAC Studies | 60,726 | 253 | (90,094) | 253 |
| 3 | SIS Studies | 51,932 | 253 | (62,099) | 253 |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 11 | | | | | |
| 12 | | | | | |
| 13 | | | | | |
| 14 | | | | | |
| 15 | | | | | |
| 16 | | | | | |
| 17 | | | | | |
| 18 | | | | | |
| 19 | | | | | |
| 20 | | | | | |
| 21 | Generation Studies | | | | |
| 22 | FAC Studies | 120,516 | 253 | (484,776) | 253 |
| 23 | FEA Studies | 43,412 | 253 | (88,613) | 253 |
| 24 | Optional Studies | 256 | 253 | (10,000) | 253 |
| 25 | SIS Studies | 99,942 | 253 | (405,999) | 253 |
| 26 | | | | | |
| 27 | | | | | |
| 28 | | | | | |
| 29 | | | | | |
| 30 | | | | | |
| 31 | | | | | |
| 32 | | | | | |
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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

OTHER REGULATORY ASSETS (Account 182.3)

1. Report below the particulars (details) called for concerning other regulatory assets, including rate order docket number, if applicable.
2. Minor items (5% of the Balance in Account 182.3 at end of period, or amounts less than \$100,000 which ever is less), may be grouped by classes.
3. For Regulatory Assets being amortized, show period of amortization.

| Line No. | Description and Purpose of Other Regulatory Assets (a) | Balance at Beginning of Current Quarter/Year (b) | Debits (c) | CREDITS | | Balance at end of Current Quarter/Year (f) |
|----------|---------------------------------------------------------------|-----------------------------------------------------|---------------|----------------------------------------------------------|------------------------------------------|-----------------------------------------------|
| | | | | Written off During the Quarter /Year Account Charged (d) | Written off During the Period Amount (e) | |
| 1 | Montana: | | | | | |
| 2 | | | | | | |
| 3 | FAS 109 & Other | 311,271,563 | 8,177,811 | | | 319,449,374 |
| 4 | | | | | | |
| 5 | Tax Cuts and Jobs Act (TCJA) Deficient Accumulated | 50,112,889 | 128,319 | | | 50,241,208 |
| 6 | Deferred Income Taxes (ADIT) | | | | | |
| 7 | Docket 2018.4.24 - Order 7602c | | | | | |
| 8 | | | | | | |
| 9 | Basin Creek Capital Lease | 7,033,976 | | 243 | 93,309 | 6,940,667 |
| 10 | | | | | | |
| 11 | BPA Residential Exchange Program | 1,143,195 | 1,378,100 | 254 | 1,366,749 | 1,154,546 |
| 12 | Docket 2018.8.49 - Order 7630 | | | | | |
| 13 | Annual Amortization | | | | | |
| 14 | | | | | | |
| 15 | Property Tax Tracker | 4,432,330 | 5,142,403 | (2)407 | 2,574,140 | 7,000,593 |
| 16 | Docket 2017.11.86 - Order 7580a | | | | | |
| 17 | Annual Amortization | | | | | |
| 18 | | | | | | |
| 19 | FAS 106 | 3,737,746 | | (2)926 | 232,788 | 3,504,958 |
| 20 | Docket 93.6.24 and Docket 2009.9.129 | | | | | |
| 21 | | | | | | |
| 22 | FAS 112 | 4,785,838 | | | | 4,785,838 |
| 23 | Docket 93.6.24 and Docket 2009.9.129 | | | | | |
| 24 | | | | | | |
| 25 | CTC QF Over/Under Collections | 688,041 | 565,614 | 407 | 461,805 | 791,850 |
| 26 | Docket 97.7.90 and Docket 2001.1.5 | | | | | |
| 27 | Annual Amortization | | | | | |
| 28 | | | | | | |
| 29 | Compensated Absences | 11,495,485 | | 242 | 690,742 | 10,804,743 |
| 30 | Docket 97.11.219 | | | | | |
| 31 | | | | | | |
| 32 | Excess Refunds Interim General Rate Case | 32,105 | | | | 32,105 |
| 33 | | | | | | |
| 34 | Pension Plan | 122,674,545 | 1,127,847 | | | 123,802,392 |
| 35 | | | | | | |
| 36 | Montana Consumer Counsel Tax | 1,510,788 | 15,928 | Various | 243 | 1,526,473 |
| 37 | Docket 2018.10.67 - Order 7637 | | | | | |
| 38 | | | | | | |
| 39 | Montana Public Service Commission Tax | 2,441,311 | | Various | 30,860 | 2,410,451 |
| 40 | Docket 2018.10.67 - Order 7637 | | | | | |
| 41 | | | | | | |
| 42 | Natural Gas Transmission Verification Program | 2,589,945 | | 2407 | 143,886 | 2,446,059 |
| 43 | Docket 2016.11.88 | | | | | |
| | | | | | | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

OTHER REGULATORY ASSETS (Account 182.3)

1. Report below the particulars (details) called for concerning other regulatory assets, including rate order docket number, if applicable.
2. Minor items (5% of the Balance in Account 182.3 at end of period, or amounts less than \$100,000 which ever is less), may be grouped by classes.
3. For Regulatory Assets being amortized, show period of amortization.

| Line No. | Description and Purpose of Other Regulatory Assets (a) | Balance at Beginning of Current Quarter/Year (b) | Debits (c) | CREDITS | | Balance at end of Current Quarter/Year (f) |
|-----------|---------------------------------------------------------------|-----------------------------------------------------|---------------|----------------------------------------------------------|------------------------------------------|-----------------------------------------------|
| | | | | Written off During the Quarter /Year Account Charged (d) | Written off During the Period Amount (e) | |
| 1 | | | | | | |
| 2 | Study of the Costs & Benefits of | 156,676 | | | | 156,676 |
| 3 | Customer Generators | | | | | |
| 4 | | | | | | |
| 5 | Asset Retirement Obligation | 14,222,524 | 501,868 | | | 14,724,392 |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | South Dakota: | | | | | |
| 9 | | | | | | |
| 10 | FAS 109 & Other | 41,887,854 | 2,407,194 | | | 44,295,048 |
| 11 | | | | | | |
| 12 | Tax Cuts and Jobs Act (TCJA) Deficient Accumulated | 5,898,130 | 360 | | | 5,898,490 |
| 13 | Deferred Income Taxes (ADIT) | | | | | |
| 14 | | | | | | |
| 15 | Pension Plan | 9,570,221 | | (2)407 | 441,827 | 9,128,394 |
| 16 | | | | | | |
| 17 | Manufactured Gas Plants | 10,884,518 | | 2407 | 170,363 | 10,714,155 |
| 18 | Docket NG 11-003 | | | | | |
| 19 | | | | | | |
| 20 | Rate Case Costs | 110,608 | | 407 | 19,521 | 91,087 |
| 21 | Dockets EL 14-106 | | | | | |
| 22 | | | | | | |
| 23 | Field Inventory | 576,897 | | 407 | 22,479 | 554,418 |
| 24 | Docket EL 14-106 | | | | | |
| 25 | | | | | | |
| 26 | Asset Retirement Obligation | 4,469,198 | 157,451 | | | 4,626,649 |
| 27 | | | | | | |
| 28 | | | | | | |
| 29 | | | | | | |
| 30 | | | | | | |
| 31 | | | | | | |
| 32 | | | | | | |
| 33 | | | | | | |
| 34 | | | | | | |
| 35 | | | | | | |
| 36 | | | | | | |
| 37 | | | | | | |
| 38 | | | | | | |
| 39 | | | | | | |
| 40 | | | | | | |
| 41 | | | | | | |
| 42 | | | | | | |
| 43 | | | | | | |
| 44 | TOTAL : | 611,726,383 | 19,602,895 | | 6,248,712 | 625,080,566 |
| | | | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

OTHER REGULATORY LIABILITIES (Account 254)

- Report below the particulars (details) called for concerning other regulatory liabilities, including rate order docket number, if applicable.
- Minor items (5% of the Balance in Account 254 at end of period, or amounts less than \$100,000 which ever is less), may be grouped by classes.
- For Regulatory Liabilities being amortized, show period of amortization.

| Line No. | Description and Purpose of Other Regulatory Liabilities (a) | Balance at Beginning of Current Quarter/Year (b) | DEBITS | | Credits (e) | Balance at End of Current Quarter/Year (f) |
|----------|----------------------------------------------------------------|-----------------------------------------------------|-------------------------|---------------|----------------|-----------------------------------------------|
| | | | Account Credited (c) | Amount (d) | | |
| 1 | Montana: | | | | | |
| 2 | | | | | | |
| 3 | Tax Cuts and Jobs Act (TCJA) Excess Accumulated | 133,210,682 | 411.1 | 212,259 | | 132,998,423 |
| 4 | Deferred Income Taxes (ADIT) | | | | | |
| 5 | Docket 2018.4.24 - Order 7602 | | | | | |
| 6 | | | | | | |
| 7 | Deferred Gas Storage Sales | 8,517,752 | 2407 | 105,129 | | 8,412,623 |
| 8 | Docket 2001.1.1 | | | | | |
| 9 | Amortization 2001-2039 | | | | | |
| 10 | | | | | | |
| 11 | Montana Public Service Commission & | 1,775,470 | Various | 7,921 | 262,957 | 2,030,506 |
| 12 | Montana Consumer Council Taxes | | | | | |
| 13 | Dockets 2018.10.67 - Order 7637 | | | | | |
| 14 | | | | | | |
| 15 | South Dakota: | | | | | |
| 16 | | | | | | |
| 17 | Tax Cuts and Jobs Act (TCJA) Excess Accumulated | 23,120,700 | | | 3,428 | 23,124,128 |
| 18 | Deferred Income Taxes (ADIT) | | | | | |
| 19 | | | | | | |
| 20 | Current Ad Valorem True-Up | 337,835 | (2)407 | 115,331 | 57,820 | 280,324 |
| 21 | Docket GE98-001 | | | | | |
| 22 | | | | | | |
| 23 | Aberdeen Manufactured Gas Plant | 1,336,914 | 2407 | 162,609 | 61,601 | 1,235,906 |
| 24 | Docket NG 11-003 | | | | | |
| 25 | | | | | | |
| 26 | Unbilled Revenues | 8,800,797 | | | 289,010 | 9,089,807 |
| 27 | | | | | | |
| 28 | | | | | | |
| 29 | | | | | | |
| 30 | | | | | | |
| 31 | | | | | | |
| 32 | | | | | | |
| 33 | | | | | | |
| 34 | | | | | | |
| 35 | | | | | | |
| 36 | | | | | | |
| 37 | | | | | | |
| 38 | | | | | | |
| 39 | | | | | | |
| 40 | | | | | | |
| 41 | TOTAL | 177,100,150 | | 603,249 | 674,816 | 177,171,717 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

ELECTRIC OPERATING REVENUES (Account 400)

- The following instructions generally apply to the annual version of these pages. Do not report quarterly data in columns (c), (e), (f), and (g). Unbilled revenues and MWH related to unbilled revenues need not be reported separately as required in the annual version of these pages.
- Report below operating revenues for each prescribed account, and manufactured gas revenues in total.
- Report number of customers, columns (f) and (g), on the basis of meters, in addition to the number of flat rate accounts; except that where separate meter readings are added for billing purposes, one customer should be counted for each group of meters added. The -average number of customers means the average of twelve figures at the close of each month.
- If increases or decreases from previous period (columns (c),(e), and (g)), are not derived from previously reported figures, explain any inconsistencies in a footnote.
- Disclose amounts of \$250,000 or greater in a footnote for accounts 451, 456, and 457.2.

| Line No. | Title of Account (a) | Operating Revenues Year to Date Quarterly/Annual (b) | Operating Revenues Previous year (no Quarterly) (c) |
|----------|-------------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------------|
| 1 | Sales of Electricity | | |
| 2 | (440) Residential Sales | 273,636,429 | |
| 3 | (442) Commercial and Industrial Sales | | |
| 4 | Small (or Comm.) (See Instr. 4) | 321,182,506 | |
| 5 | Large (or Ind.) (See Instr. 4) | 50,428,306 | |
| 6 | (444) Public Street and Highway Lighting | 14,166,546 | |
| 7 | (445) Other Sales to Public Authorities | 673,237 | |
| 8 | (446) Sales to Railroads and Railways | | |
| 9 | (448) Interdepartmental Sales | 753,285 | |
| 10 | TOTAL Sales to Ultimate Consumers | 660,840,309 | |
| 11 | (447) Sales for Resale | 27,152,859 | |
| 12 | TOTAL Sales of Electricity | 687,993,168 | |
| 13 | (Less) (449.1) Provision for Rate Refunds | 6,877,720 | |
| 14 | TOTAL Revenues Net of Prov. for Refunds | 681,115,448 | |
| 15 | Other Operating Revenues | | |
| 16 | (450) Forfeited Discounts | 356,906 | |
| 17 | (451) Miscellaneous Service Revenues | 165,178 | |
| 18 | (453) Sales of Water and Water Power | | |
| 19 | (454) Rent from Electric Property | 3,119,509 | |
| 20 | (455) Interdepartmental Rents | | |
| 21 | (456) Other Electric Revenues | 4,553,980 | |
| 22 | (456.1) Revenues from Transmission of Electricity of Others | 45,749,874 | |
| 23 | (457.1) Regional Control Service Revenues | | |
| 24 | (457.2) Miscellaneous Revenues | | |
| 25 | | | |
| 26 | TOTAL Other Operating Revenues | 53,945,447 | |
| 27 | TOTAL Electric Operating Revenues | 735,060,895 | |

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| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

ELECTRIC OPERATING REVENUES (Account 400)

6. Commercial and industrial Sales, Account 442, may be classified according to the basis of classification (Small or Commercial, and Large or Industrial) regularly used by the respondent if such basis of classification is not generally greater than 1000 Kw of demand. (See Account 442 of the Uniform System of Accounts. Explain basis of classification in a footnote.)
7. See pages 108-109, Important Changes During Period, for important new territory added and important rate increase or decreases.
8. For Lines 2,4,5,and 6, see Page 304 for amounts relating to unbilled revenue by accounts.
9. Include unmetered sales. Provide details of such Sales in a footnote.

| MEGAWATT HOURS SOLD | | AVG.NO. CUSTOMERS PER MONTH | | Line No. |
|--------------------------------------|--------------------------------------------|------------------------------------|-------------------------------------|----------|
| Year to Date Quarterly/Annual (d) | Amount Previous year (no Quarterly) (e) | Current Year (no Quarterly) (f) | Previous Year (no Quarterly) (g) | |
| | | | | 1 |
| 2,355,970 | | | | 2 |
| | | | | 3 |
| 3,712,400 | | | | 4 |
| 512,090 | | | | 5 |
| 48,217 | | | | 6 |
| 6,043 | | | | 7 |
| | | | | 8 |
| 6,763 | | | | 9 |
| 6,641,483 | | | | 10 |
| 953,334 | | | | 11 |
| 7,594,817 | | | | 12 |
| | | | | 13 |
| 7,594,817 | | | | 14 |

Line 12, column (b) includes \$ 0 of unbilled revenues.
Line 12, column (d) includes 0 MWH relating to unbilled revenues

| | | | |
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| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of _____ 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|

ELECTRIC PRODUCTION, OTHER POWER SUPPLY EXPENSES, TRANSMISSION AND DISTRIBUTION EXPENSES

Report Electric production, other power supply expenses, transmission, regional control and market operation, and distribution expenses through the reporting period.

| Line No. | Account (a) | Year to Date Quarter (b) |
|----------|----------------------------------------------------------------------|--------------------------------|
| 1 | 1. POWER PRODUCTION AND OTHER SUPPLY EXPENSES | |
| 2 | Steam Power Generation - Operation (500-509) | 40,724,937 |
| 3 | Steam Power Generation - Maintenance (510-515) | 8,924,313 |
| 4 | Total Power Production Expenses - Steam Power | 49,649,250 |
| 5 | Nuclear Power Generation - Operation (517-525) | |
| 6 | Nuclear Power Generation - Maintenance (528-532) | |
| 7 | Total Power Production Expenses - Nuclear Power | |
| 8 | Hydraulic Power Generation - Operation (535-540.1) | 9,986,484 |
| 9 | Hydraulic Power Generation - Maintenance (541-545.1) | 3,259,124 |
| 10 | Total Power Production Expenses - Hydraulic Power | 13,245,608 |
| 11 | Other Power Generation - Operation (546-550.1) | 14,105,862 |
| 12 | Other Power Generation - Maintenance (551-554.1) | 2,527,457 |
| 13 | Total Power Production Expenses - Other Power | 16,633,319 |
| 14 | Other Power Supply Expenses | |
| 15 | Purchased Power (555) | 155,844,395 |
| 16 | System Control and Load Dispatching (556) | 245,973 |
| 17 | Other Expenses (557) | -29,334,536 |
| 18 | Total Other Power Supply Expenses (line 15-17) | 126,755,832 |
| 19 | Total Power Production Expenses (Total of lines 4, 7, 10, 13 and 18) | 206,284,009 |
| 20 | 2. TRANSMISSION EXPENSES | |
| 21 | Transmission Operation Expenses | |
| 22 | (560) Operation Supervision and Engineering | 3,288,385 |
| 23 | | |
| 24 | (561.1) Load Dispatch-Reliability | 679,072 |
| 25 | (561.2) Load Dispatch-Monitor and Operate Transmission System | 749,683 |
| 26 | (561.3) Load Dispatch-Transmission Service and Scheduling | 1,055,537 |
| 27 | (561.4) Scheduling, System Control and Dispatch Services | |
| 28 | (561.5) Reliability, Planning and Standards Development | 55,756 |
| 29 | (561.6) Transmission Service Studies | |
| 30 | (561.7) Generation Interconnection Studies | |
| 31 | (561.8) Reliability, Planning and Standards Development Services | |
| 32 | (562) Station Expenses | 1,222,739 |
| 33 | (563) Overhead Line Expenses | 964,981 |
| 34 | (564) Underground Line Expenses | |
| 35 | (565) Transmission of Electricity by Others | 16,560,155 |
| 36 | (566) Miscellaneous Transmission Expenses | 206,163 |
| 37 | (567) Rents | 507,038 |
| 38 | (567.1) Operation Supplies and Expenses (Non-Major) | |

| | | | |
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| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of _____ 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|

ELECTRIC PRODUCTION, OTHER POWER SUPPLY EXPENSES, TRANSMISSION AND DISTRIBUTION EXPENSES

Report Electric production, other power supply expenses, transmission, regional control and market operation, and distribution expenses through the reporting period.

| Line No. | Account (a) | Year to Date Quarter (b) |
|----------|--------------------------------------------------------------------|--------------------------------|
| 39 | TOTAL Transmission Operation Expenses (Lines 22 - 38) | 25,289,509 |
| 40 | Transmission Maintenance Expenses | |
| 41 | (568) Maintenance Supervision and Engineering | 726,078 |
| 42 | (569) Maintenance of Structures | 22,304 |
| 43 | (569.1) Maintenance of Computer Hardware | 776,044 |
| 44 | (569.2) Maintenance of Computer Software | -3,204 |
| 45 | (569.3) Maintenance of Communication Equipment | 90,618 |
| 46 | (569.4) Maintenance of Miscellaneous Regional Transmission Plant | |
| 47 | (570) Maintenance of Station Equipment | 641,577 |
| 48 | (571) Maintenance Overhead Lines | 3,993,527 |
| 49 | (572) Maintenance of Underground Lines | 375 |
| 50 | (573) Maintenance of Miscellaneous Transmission Plant | |
| 51 | (574) Maintenance of Transmission Plant | |
| 52 | TOTAL Transmission Maintenance Expenses (Lines 41 - 51) | 6,247,319 |
| 53 | Total Transmission Expenses (Lines 39 and 52) | 31,536,828 |
| 54 | 3. REGIONAL MARKET EXPENSES | |
| 55 | Regional Market Operation Expenses | |
| 56 | (575.1) Operation Supervision | |
| 57 | (575.2) Day-Ahead and Real-Time Market Facilitation | 312,658 |
| 58 | (575.3) Transmission Rights Market Facilitation | |
| 59 | (575.4) Capacity Market Facilitation | |
| 60 | (575.5) Ancillary Services Market Facilitation | 89,331 |
| 61 | (575.6) Market Monitoring and Compliance | 44,665 |
| 62 | (575.7) Market Facilitation, Monitoring and Compliance Services | |
| 63 | Regional Market Operation Expenses (Lines 55 - 62) | 446,654 |
| 64 | Regional Market Maintenance Expenses | |
| 65 | (576.1) Maintenance of Structures and Improvements | |
| 66 | (576.2) Maintenance of Computer Hardware | |
| 67 | (576.3) Maintenance of Computer Software | |
| 68 | (576.4) Maintenance of Communication Equipment | |
| 69 | (576.5) Maintenance of Miscellaneous Market Operation Plant | |
| 70 | Regional Market Maintenance Expenses (Lines 65-69) | |
| 71 | TOTAL Regional Control and Market Operation Expenses (Lines 63,70) | 446,654 |
| 72 | 4. DISTRIBUTION EXPENSES | |
| 73 | Distribution Operation Expenses (580-589) | 15,507,128 |
| 74 | Distribution Maintenance Expenses (590-598) | 19,217,448 |
| 75 | Total Distribution Expenses (Lines 73 and 74) | 34,724,576 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of _____ 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------------|

ELECTRIC CUSTOMER ACCOUNTS, SERVICE, SALES, ADMINISTRATIVE AND GENERAL EXPENSES

Report the amount of expenses for customer accounts, service, sales, and administrative and general expenses year to date.

| Line No. | Account (a) | Year to Date Quarter (b) |
|----------|----------------------------------------------------------------------|--------------------------------|
| 1 | (901-905) Customer Accounts Expenses | 9,974,124 |
| 2 | (907-910) Customer Service and Information Expenses | 4,671,389 |
| 3 | (911-917) Sales Expenses | 998,194 |
| 4 | 8. ADMINISTRATIVE AND GENERAL EXPENSES | |
| 5 | Operations | |
| 6 | 920 Administrative and General Salaries | 28,256,008 |
| 7 | 921 Office Supplies and Expenses | 8,449,993 |
| 8 | (Less) 922 Administrative Expenses Transferred-Credit | 4,476,712 |
| 9 | 923 Outside Services Employed | 5,486,794 |
| 10 | 924 Property Insurance | 2,064,944 |
| 11 | 925 Injuries and Damages | 6,974,453 |
| 12 | 926 Employee Pensions and Benefits | 2,576,159 |
| 13 | 927 Franchise Requirements | |
| 14 | 928 Regulatory Commission Expenses | 2,335,402 |
| 15 | (Less) 929 Duplicate Charges-Credit | |
| 16 | 930.1 General Advertising Expenses | 35,394 |
| 17 | 930.2 Miscellaneous General Expenses | 10,731,874 |
| 18 | 931 Rents | 1,391,188 |
| 19 | TOTAL Operation (Total of lines 6 thru 18) | 63,825,497 |
| 20 | Maintenance | |
| 21 | 935 Maintenance of General Plant | 2,424,312 |
| 22 | TOTAL Administrative and General Expenses (Total of lines 19 and 21) | 66,249,809 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

- Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.
- Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).
- Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)
- In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | MONTANA NETWORK TRANSMISSION | | | |
| 2 | Ash Grove Cement | Talen Energy | Ash Grove Cement | FNO |
| 3 | Aspen Air U.S., LLC | Talen Energy | Aspen Air Corporation | FNO |
| 4 | Barretts Minerals, Inc. | Talen Energy | Barretts Minerals, Inc. | FNO |
| 5 | Beartooth Electric Cooperative, Inc. | WAPA | Beartooth Electric Cooperative, . | FNO |
| 6 | Benefis Health System | Energy Keepers, Inc. | Benefis Health Systems | FNO |
| 7 | Big Horn County Electric Coop, Inc. | WAPA | Big Horn County Electric Coop, I | FNO |
| 8 | Bonneville Power Administration | BPA | Bonneville Power Administration | FNO |
| 9 | Basin Electric Power Cooperative | Basic Electric & WAPA | Basin Electric Power Cooperative | FNO |
| 10 | Basin Electric Power Cooperative | Basic Electric & WAPA | Basin Electric Power Cooperative | FNO |
| 11 | CHS, Inc. | Morgan Stanley | CHS, Inc. | FNO |
| 12 | City of Great Falls | Energy Keepers, Inc. | City of Great Falls | FNO |
| 13 | Talen Montana, LLC | Avista Energy | Colstrip Steam Electric Station | FNO |
| 14 | CryptoWatt Mining, LLC | Talen Energy | CryptoWatt Mining, LLC | FNO |
| 15 | Phillips 66 Company | Tenaska | Phillips 66 Company | FNO |
| 16 | ExxonMobil Corporation | Talen Energy | ExxonMobil Corporation | FNO |
| 17 | General Mills Operations, LLC | Talen Energy | General Mills Operations, LLC | FNO |
| 18 | Great Falls Public Schools | Talen Energy | Great Falls Public Schools | FNO |
| 19 | GCC Three Forks, LLC | Energy Keepers, Inc. | GCC Three Forks, LLC | FNO |
| 20 | Imersys Talc America Inc. | Energy Keepers, Inc. | Imersys Talc America Inc. | FNO |
| 21 | Suiza Dairy Group, LLC | Talen Energy | Suiza Dairy Group, LLC | FNO |
| 22 | Calumet Refining, LLC | Talen Energy | Calumet Montana Refining Company, | FNO |
| 23 | Montana Resources | Talen Energy & Energy | Montana Resources | FNO |
| 24 | REC Silicon Company | Morgan Stanley | REC Silicon Company | FNO |
| 25 | Roseburg Forest Products Company | Energy Keepers, Inc. | Roseburg Forest Products Company | FNO |
| 26 | Sibanye-Stillwater | Energy Keepers, Inc. | Stillwater Mining Company | FNO |
| 27 | Town of Philipsburg | Town of Philipsburg | Town of Philipsburg | FNO |
| 28 | Western Area Power Administration | WAPA | Western Area Power Administratio | FNO |
| 29 | HyperBlock, LLC | Energy Keepers, Inc. | HyperBlock, LLC | FNO |
| 30 | | | | |
| 31 | MONTANA | | | |
| 32 | Western Area Power Admin | WAPA | NWMT | NF |
| 33 | Western Area Power Admin | WAPA | WAPA | NF |
| 34 | Western Area Power Admin | WAPA | WAPA | NF |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| | | | | | | 1 |
| Montana OATT | Colstrip | Clancy, MT | 7 | 10,577 | 10,577 | 2 |
| Montana OATT | Colstrip | Billings, MT | 11 | 13,748 | 13,748 | 3 |
| Montana OATT | Colstrip | Dillon, MT | 6 | 8,962 | 8,962 | 4 |
| Montana OATT | Fort Peck | Various in Montana | 18 | 17,941 | 17,941 | 5 |
| Montana OATT | Kerr | Various in Montana | 7 | 9,624 | 9,624 | 6 |
| Montana OATT | Various & Great Falls | Various in Montana | 18 | 16,891 | 16,891 | 7 |
| Montana OATT | BPAT.NWMT | Various in Montana | 185 | 205,406 | 205,406 | 8 |
| Montana OATT | Various in Montana | Various NWMT & WAUW | 181 | 197,276 | 197,276 | 9 |
| Montana OATT | Crossover | Various NWMT & WAUW | 15 | 16,478 | 16,478 | 10 |
| Montana OATT | MATL.NWMT | Various in Montana | 58 | 93,672 | 93,672 | 11 |
| Montana OATT | Kerr | Various in Montana | 6 | 6,331 | 6,331 | 12 |
| Montana OATT | Colstrip | Nichols Pump Sub | 10 | 12,130 | 12,130 | 13 |
| Montana OATT | BPAT.NWMT | Butte, MT | 75 | 132,770 | 132,770 | 14 |
| Montana OATT | BPAT.NWMT | Various in Montana | 70 | 128,162 | 128,162 | 15 |
| Montana OATT | Colstrip | Billings, MT | 35 | 65,673 | 65,673 | 16 |
| Montana OATT | Colstrip | Great Falls, MT | 4 | 4,371 | 4,371 | 17 |
| Montana OATT | Colstrip | Great Falls, MT | 1 | 1,897 | 1,897 | 18 |
| Montana OATT | Kerr | Three Forks, MT | 8 | 11,383 | 11,383 | 19 |
| Montana OATT | Kerr | Three Forks, MT | 6 | 6,630 | 6,630 | 20 |
| Montana OATT | Colstrip | Various in Montana | 2 | 1,573 | 1,573 | 21 |
| Montana OATT | Colstrip | Great Falls, MT | 25 | 28,924 | 28,924 | 22 |
| Montana OATT | Colstrip & Kerr | Butte, MT | 50 | 91,804 | 91,804 | 23 |
| Montana OATT | Hardin | Butte, MT | 117 | 167,299 | 167,299 | 24 |
| Montana OATT | Kerr | Missoula, MT | 8 | 13,194 | 13,194 | 25 |
| Montana OATT | Kerr | Various in Montana | 46 | 67,779 | 67,779 | 26 |
| Montana OATT | Philipsburg Substatn | Philipsburg, MT | | 117 | 117 | 27 |
| Montana OATT | Crossover | Various NWMT & WAUW | 4 | 1 | 1 | 28 |
| Montana OATT | Kerr | Bonner, MT | 20 | 40,380 | 40,380 | 29 |
| | | | | | | 30 |
| | | | | | | 31 |
| Montana OATT | CANYON FERRY | NWMT.SYSTEM | | 1,267 | 1,267 | 32 |
| Montana OATT | CANYON FERRY | CROSSOVER | | 72,147 | 72,147 | 33 |
| Montana OATT | CANYON FERRY | GREAT FALLS | | 14,111 | 14,111 | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | | | | 1 |
| 53,490 | | | 53,490 | 2 |
| 63,126 | | | 63,126 | 3 |
| 47,583 | | | 47,583 | 4 |
| 156,635 | | | 156,635 | 5 |
| 54,529 | | | 54,529 | 6 |
| 140,549 | | | 140,549 | 7 |
| 1,777,271 | | | 1,777,271 | 8 |
| 1,480,253 | | | 1,480,253 | 9 |
| 130,866 | | | 130,866 | 10 |
| 549,609 | | | 549,609 | 11 |
| 31,480 | | | 31,480 | 12 |
| 54,270 | | | 54,270 | 13 |
| 484,228 | | | 484,228 | 14 |
| 767,479 | | | 767,479 | 15 |
| 302,960 | | | 302,960 | 16 |
| 30,090 | | | 30,090 | 17 |
| 14,787 | | | 14,787 | 18 |
| 67,829 | | | 67,829 | 19 |
| 50,025 | | | 50,025 | 20 |
| 8,980 | | | 8,980 | 21 |
| 170,317 | | | 170,317 | 22 |
| 538,814 | | | 538,814 | 23 |
| 1,083,341 | | | 1,083,341 | 24 |
| 79,541 | | | 79,541 | 25 |
| 389,401 | | | 389,401 | 26 |
| 1,293 | | | 1,293 | 27 |
| 6,241 | | | 6,241 | 28 |
| 228,065 | | | 228,065 | 29 |
| | | | | 30 |
| | | | | 31 |
| | | 8,394 | 8,394 | 32 |
| | | 477,973 | 477,973 | 33 |
| | | 93,485 | 93,485 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|--------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Western Area Power Admin | NWMT | NWMT | NF |
| 2 | Western Area Power Admin | WAPA | NWMT | NF |
| 3 | Western Area Power Admin | WAPA | NWMT | NF |
| 4 | Western Area Power Admin | WAPA | WAPA | NF |
| 5 | | | | |
| 6 | PacifiCorp | Colstrip Partners | PacifiCorp | NF |
| 7 | PacifiCorp | PacifiCorp | BPA | NF |
| 8 | PacifiCorp | BPA | PacifiCorp | NF |
| 9 | | | | |
| 10 | Avista Corporation | Avista | NWMT | NF |
| 11 | Avista Corporation | Avista | Avista | NF |
| 12 | Avista Corporation | Avista | Avista | SFP |
| 13 | Avista Corporation | NWMT | NWMT | NF |
| 14 | Avista Corporation | NWMT | NWMT | NF |
| 15 | | | | |
| 16 | Bonneville Power Administration | BPA | NWMT | NF |
| 17 | Bonneville Power Administration | NWMT | NWMT | NF |
| 18 | Bonneville Power Administration | NWMT | NWMT | NF |
| 19 | Bonneville Power Administration | BPA | PacifiCorp | NF |
| 20 | Bonneville Power Administration | BPA | PacifiCorp | NF |
| 21 | Bonneville Power Administration | BPA | WAPA | NF |
| 22 | | | | |
| 23 | Black Hills Power Inc | NWMT | NWMT | NF |
| 24 | Black Hills Power Inc | NWMT | NWMT | NF |
| 25 | Black Hills Power Inc | NWMT | PacifiCorp | NF |
| 26 | Black Hills Power Inc | Colstrip Partners | PacifiCorp | NF |
| 27 | | | | |
| 28 | Basin Electric Power Cooperative | BPA | PacifiCorp | SFP |
| 29 | Basin Electric Power Cooperative | NWMT | NWMT | NF |
| 30 | Basin Electric Power Cooperative | NWMT | PacifiCorp | SFP |
| 31 | Basin Electric Power Cooperative | PacifiCorp | WAPA | NF |
| 32 | Basin Electric Power Cooperative | PacifiCorp | NWMT | NF |
| 33 | Basin Electric Power Cooperative | WAPA | WAPA | LFP |
| 34 | | | | |
| TOTAL | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 1,726 | 1,726 | 1 |
| Montana OATT | GREAT FALLS | NWMT.SYSTEM | | 99 | 99 | 2 |
| Montana OATT | GREAT FALLS | NWMT.SYSTEM | | 4,410 | 4,410 | 3 |
| Montana OATT | GREAT FALLS | CROSSOVER | | 2,419 | 2,419 | 4 |
| | | | | | | 5 |
| Montana OATT | COLSTRIP | YTP | | 3,240 | 3,240 | 6 |
| Montana OATT | YTP | BPAT.NWMT | | 3,000 | 3,000 | 7 |
| Montana OATT | BPAT.NWMT | YTP | | 48 | 48 | 8 |
| | | | | | | 9 |
| Montana OATT | AVAT.NWMT | COLSTRIP | | 1,803 | 1,803 | 10 |
| Montana OATT | COLSTRIP | AVAT.NWMT | | 4,741 | 4,741 | 11 |
| Montana OATT | COLSTRIP | AVAT.NWMT | | 2,016 | 2,016 | 12 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 123 | 123 | 13 |
| Montana OATT | COLSTRIP | NWMT.SYSTEM | | 83 | 83 | 14 |
| | | | | | | 15 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 6,378 | 6,378 | 16 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 182 | 182 | 17 |
| Montana OATT | REGPAYBACK | NWMT.SYSTEM | | 40 | 40 | 18 |
| Montana OATT | BPAT.NWMT | YTP | | 577 | 577 | 19 |
| Montana OATT | BPAT.NWMT | BRDY | | 818 | 818 | 20 |
| Montana OATT | BPAT.NWMT | GREAT FALLS | | 338 | 338 | 21 |
| | | | | | | 22 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | | | 23 |
| Montana OATT | COLSTRIP | NWMT.SYSTEM | | 2 | 2 | 24 |
| Montana OATT | CANYON FERRY | YTP | | 7 | 7 | 25 |
| Montana OATT | COLSTRIP | YTP | | 98 | 98 | 26 |
| | | | | | | 27 |
| Montana OATT | BPAT.NWMT | YTP | | 600 | 600 | 28 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 197 | 197 | 29 |
| Montana OATT | CANYON FERRY | YTP | | 483 | 483 | 30 |
| Montana OATT | YTP | CROSSOVER | | 60 | 60 | 31 |
| Montana OATT | YTP | NWMT.SYSTEM | | 62 | 62 | 32 |
| Montana OATT | CROSSOVER | GREAT FALLS | 31 | 68,448 | 68,448 | 33 |
| | | | | | | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 11,440 | | 11,440 | 1 |
| | 656 | | 656 | 2 |
| | 28,986 | | 28,986 | 3 |
| | 16,026 | | 16,026 | 4 |
| | | | | 5 |
| | 21,465 | | 21,465 | 6 |
| | 19,875 | | 19,875 | 7 |
| | 318 | | 318 | 8 |
| | | | | 9 |
| | 11,945 | | 11,945 | 10 |
| | 31,409 | | 31,409 | 11 |
| | 13,355 | | 13,355 | 12 |
| | 812 | | 812 | 13 |
| | 550 | | 550 | 14 |
| | | | | 15 |
| | 42,254 | | 42,254 | 16 |
| | 1,206 | | 1,206 | 17 |
| | 265 | | 265 | 18 |
| | 3,823 | | 3,823 | 19 |
| | 5,419 | | 5,419 | 20 |
| | 2,239 | | 2,239 | 21 |
| | | | | 22 |
| | 1 | | 1 | 23 |
| | 13 | | 13 | 24 |
| | 46 | | 46 | 25 |
| | 649 | | 649 | 26 |
| | | | | 27 |
| | 3,975 | | 3,975 | 28 |
| | 1,305 | | 1,305 | 29 |
| | 3,339 | | 3,339 | 30 |
| | 398 | | 398 | 31 |
| | 411 | | 411 | 32 |
| 449,314 | | | 449,314 | 33 |
| | | | | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|--------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Shell Energy North America | BPA | NWMT | NF |
| 2 | Shell Energy North America | BPA | WAPA | NF |
| 3 | Shell Energy North America | WAPA | AVISTA | NF |
| 4 | Shell Energy North America | WAPA | NWMT | NF |
| 5 | Shell Energy North America | WAPA | BPA | NF |
| 6 | Shell Energy North America | WAPA | PacifiCorp | NF |
| 7 | Shell Energy North America | NWMT | NWMT | NF |
| 8 | Shell Energy North America | PacifiCorp | BPA | NF |
| 9 | Shell Energy North America | PacifiCorp | BPA | NF |
| 10 | Shell Energy North America | PacifiCorp | NWMT | NF |
| 11 | Shell Energy North America | BPA | PacifiCorp | NF |
| 12 | Shell Energy North America | BPA | PacifiCorp | NF |
| 13 | | | | |
| 14 | EDF Trading North America, LLC | NWMT | BPAT | NF |
| 15 | EDF Trading North America, LLC | NWMT | BPAT | SFP |
| 16 | EDF Trading North America, LLC | NWMT | NWMT | NF |
| 17 | EDF Trading North America, LLC | NWMT | NWMT | NF |
| 18 | EDF Trading North America, LLC | NWMT | MATL.NWMT | NF |
| 19 | EDF Trading North America, LLC | NWMT | MATL.NWMT | SFP |
| 20 | EDF Trading North America, LLC | NWMT | PacifiCorp | SFP |
| 21 | EDF Trading North America, LLC | NWMT | PacifiCorp | NF |
| 22 | EDF Trading North America, LLC | NWMT | PacifiCorp | NF |
| 23 | EDF Trading North America, LLC | NWMT | PacifiCorp | SFP |
| 24 | EDF Trading North America, LLC | NWMT | Avista | NF |
| 25 | EDF Trading North America, LLC | Avista | Avista | NF |
| 26 | EDF Trading North America, LLC | Avista | MLCK | NF |
| 27 | | | | |
| 28 | Energy Keepers, Inc. | NWMT | BPA | NF |
| 29 | Energy Keepers, Inc. | NWMT | BPA | LFP |
| 30 | Energy Keepers, Inc. | NWMT | NWMT | NF |
| 31 | Energy Keepers, Inc. | NWMT | NWMT | NF |
| 32 | Energy Keepers, Inc. | NWMT | PacifiCorp | NF |
| 33 | Energy Keepers, Inc. | NWMT | PacifiCorp | LFP |
| 34 | | | | |
| TOTAL | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 81 | 81 | 1 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 2,707 | 2,707 | 2 |
| Montana OATT | CROSSOVER | AVAT.NWMT | | 1,176 | 1,176 | 3 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 296 | 296 | 4 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 32,347 | 32,347 | 5 |
| Montana OATT | CROSSOVER | JEFF | | 50 | 50 | 6 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 485 | 485 | 7 |
| Montana OATT | BRDY | BPAT.NWMT | | 150 | 150 | 8 |
| Montana OATT | YTP | BPAT.NWMT | | 1,967 | 1,967 | 9 |
| Montana OATT | YTP | NWMT.SYSTEM | | 50 | 50 | 10 |
| Montana OATT | BPAT.NWMT | BRDY | | 487 | 487 | 11 |
| Montana OATT | BPAT.NWMT | YTP | | 833 | 833 | 12 |
| | | | | | | 13 |
| Montana OATT | COLSTRIP | BPAT.NWMT | | 48,014 | 48,014 | 14 |
| Montana OATT | COLSTRIP | BPAT.NWMT | | 29,568 | 29,568 | 15 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 3,105 | 3,105 | 16 |
| Montana OATT | COLSTRIP | COLSTRIP | | 14,919 | 14,919 | 17 |
| Montana OATT | COLSTRIP | MATL.NWMT | | 310 | 310 | 18 |
| Montana OATT | COLSTRIP | MATL.NWMT | | 3,600 | 3,600 | 19 |
| Montana OATT | COLSTRIP | JEFF | | 8,710 | 8,710 | 20 |
| Montana OATT | COLSTRIP | YTP | | 1,310 | 1,310 | 21 |
| Montana OATT | COLSTRIP | BRDY | | 167 | 167 | 22 |
| Montana OATT | COLSTRIP | BRDY | | 1,368 | 1,368 | 23 |
| Montana OATT | COLSTRIP | AVAT.NWMT | | 92 | 92 | 24 |
| Montana OATT | COLSTRIP | AVAT.NWMT | | 617 | 617 | 25 |
| Montana OATT | COLSTRIP | MLCK | | 25 | 25 | 26 |
| | | | | | | 27 |
| Montana OATT | KERR | BPAT.NWMT | | 981 | 981 | 28 |
| Montana OATT | KERR | BPAT.NWMT | 37 | 81,684 | 81,684 | 29 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 844 | 844 | 30 |
| Montana OATT | KERR | NWMT.SYSTEM | | 283 | 283 | 31 |
| Montana OATT | KERR | BRDY | | 88 | 88 | 32 |
| Montana OATT | KERR | BRDY | 25 | 55,200 | 55,200 | 33 |
| | | | | | | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | | 537 | 537 | 1 |
| | | 17,934 | 17,934 | 2 |
| | | 7,791 | 7,791 | 3 |
| | | 1,961 | 1,961 | 4 |
| | | 214,298 | 214,298 | 5 |
| | | 331 | 331 | 6 |
| | | 3,213 | 3,213 | 7 |
| | | 994 | 994 | 8 |
| | | 13,031 | 13,031 | 9 |
| | | 331 | 331 | 10 |
| | | 3,226 | 3,226 | 11 |
| | | 5,519 | 5,519 | 12 |
| | | | | 13 |
| | | 318,092 | 318,092 | 14 |
| | | 195,887 | 195,887 | 15 |
| | | 20,569 | 20,569 | 16 |
| | | 98,838 | 98,838 | 17 |
| | | 2,054 | 2,054 | 18 |
| | | 23,850 | 23,850 | 19 |
| | | 58,035 | 58,035 | 20 |
| | | 8,679 | 8,679 | 21 |
| | | 1,106 | 1,106 | 22 |
| | | 9,063 | 9,063 | 23 |
| | | 610 | 610 | 24 |
| | | 4,088 | 4,088 | 25 |
| | | 166 | 166 | 26 |
| | | | | 27 |
| | | 6,499 | 6,499 | 28 |
| 421,315 | | | 421,315 | 29 |
| | | 5,592 | 5,592 | 30 |
| | | 1,875 | 1,875 | 31 |
| | | 583 | 583 | 32 |
| 362,350 | | | 362,350 | 33 |
| | | | | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Capital Power Energy Marketing, Inc. | BPA | NWMT | NF |
| 2 | Capital Power Energy Marketing, Inc. | BPA | MATL | NF |
| 3 | Capital Power Energy Marketing, Inc. | NWMT | NWMT | NF |
| 4 | Capital Power Energy Marketing, Inc. | WAPA | NWMT | NF |
| 5 | Capital Power Energy Marketing, Inc. | WAPA | MATL | NF |
| 6 | | | | |
| 7 | Idaho Power Company | NWMT | NWMT | NF |
| 8 | Idaho Power Company | AVISTA | PacifiCorp | NF |
| 9 | | | | |
| 10 | Morgan Stanley Capital Group | PacifiCorp | PacifiCorp | NF |
| 11 | Morgan Stanley Capital Group | PacifiCorp | NWMT | NF |
| 12 | Morgan Stanley Capital Group | PacifiCorp | MATL | NF |
| 13 | Morgan Stanley Capital Group | BPA | PacifiCorp | NF |
| 14 | Morgan Stanley Capital Group | BPA | PacifiCorp | NF |
| 15 | Morgan Stanley Capital Group | BPA | PacifiCorp | SFP |
| 16 | Morgan Stanley Capital Group | BPA | PacifiCorp | SFP |
| 17 | Morgan Stanley Capital Group | BPA | PacifiCorp | NF |
| 18 | Morgan Stanley Capital Group | BPA | AVISTA | NF |
| 19 | Morgan Stanley Capital Group | BPA | WAPA | NF |
| 20 | Morgan Stanley Capital Group | BPA | WAPA | NF |
| 21 | Morgan Stanley Capital Group | BPA | NWMT | NF |
| 22 | | | | |
| 23 | Morgan Stanley Capital Group | BPA | NWMT | NF |
| 24 | Morgan Stanley Capital Group | BPA | MATL | SFP |
| 25 | Morgan Stanley Capital Group | BPA | MATL | SFP |
| 26 | Morgan Stanley Capital Group | BPA | MATL | NF |
| 27 | Morgan Stanley Capital Group | BPA | Glacier Wind | NF |
| 28 | Morgan Stanley Capital Group | CNTP | AVISTA | SFP |
| 29 | Morgan Stanley Capital Group | PPLM | AVISTA | NF |
| 30 | Morgan Stanley Capital Group | MATL | AVISTA | NF |
| 31 | Morgan Stanley Capital Group | MATL | AVISTA | SFP |
| 32 | Morgan Stanley Capital Group | MATL | AVISTA | SFP |
| 33 | Morgan Stanley Capital Group | MATL | AVISTA | SFP |
| 34 | Morgan Stanley Capital Group | Colstrip Partners | BPA | NF |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 30 | 30 | 1 |
| Montana OATT | BPAT.NWMT | MATL.NWMT | | 452 | 452 | 2 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 12 | 12 | 3 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 12 | 12 | 4 |
| Montana OATT | CROSSOVER | MATL.NWMT | | 240 | 240 | 5 |
| | | | | | | 6 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 17 | 17 | 7 |
| Montana OATT | AVAT.NWMT | BRDY | | 605 | 605 | 8 |
| | | | | | | 9 |
| Montana OATT | YTP | JEFF | | 280 | 280 | 10 |
| Montana OATT | YTP | COLSTRIP | | 15 | 15 | 11 |
| Montana OATT | BPAT.NWMT | MATL.NWMT | | 924 | 924 | 12 |
| Montana OATT | BPAT.NWMT | YTP | | 407 | 407 | 13 |
| Montana OATT | BPAT.NWMT | BRDY | | 1,455 | 1,455 | 14 |
| Montana OATT | BPAT.NWMT | BRDY | | 96 | 96 | 15 |
| Montana OATT | BPAT.NWMT | BRDY | | 192 | 192 | 16 |
| Montana OATT | BPAT.NWMT | JEFF | | 756 | 756 | 17 |
| Montana OATT | BPAT.NWMT | AVAT.NWMT | | 59 | 59 | 18 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 50 | 50 | 19 |
| Montana OATT | BPAT.NWMT | Great Falls | | 1 | 1 | 20 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 370 | 370 | 21 |
| | | | | | | 22 |
| Montana OATT | BPAT.NWMT | GTFALLSNWMT | | 172 | 172 | 23 |
| Montana OATT | BPAT.NWMT | MATL.NWMT | | 55,584 | 55,584 | 24 |
| Montana OATT | BPAT.NWMT | MATL.NWMT | | 2,300 | 2,300 | 25 |
| Montana OATT | BPAT.NWMT | MATL.NWMT | | 12,289 | 12,289 | 26 |
| Montana OATT | BPAT.NWMT | GLWND1 | | 477 | 477 | 27 |
| Montana OATT | HARDIN | AVAT.NWMT | | 30 | 30 | 28 |
| Montana OATT | JUDITH GAP | AVAT.NWMT | | 12 | 12 | 29 |
| Montana OATT | MATL.NWMT | AVAT.NWMT | | 2,533 | 2,533 | 30 |
| Montana OATT | MATL.NWMT | AVAT.NWMT | | 7,584 | 7,584 | 31 |
| Montana OATT | MATL.NWMT | AVAT.NWMT | | 1,675 | 1,675 | 32 |
| Montana OATT | MATL.NWMT | AVAT.NWMT | | 7,430 | 7,430 | 33 |
| Montana OATT | COLSTRIP | BPAT.NWMT | | 377 | 377 | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 199 | | 199 | 1 |
| | 2,995 | | 2,995 | 2 |
| | 77 | | 77 | 3 |
| | 80 | | 80 | 4 |
| | 1,590 | | 1,590 | 5 |
| | | | | 6 |
| | 112 | | 112 | 7 |
| | 4,008 | | 4,008 | 8 |
| | | | | 9 |
| | 1,855 | | 1,855 | 10 |
| | 99 | | 99 | 11 |
| | 6,122 | | 6,122 | 12 |
| | 2,696 | | 2,696 | 13 |
| | 9,638 | | 9,638 | 14 |
| | 636 | | 636 | 15 |
| | 1,272 | | 1,272 | 16 |
| | 5,009 | | 5,009 | 17 |
| | 391 | | 391 | 18 |
| | 331 | | 331 | 19 |
| | 7 | | 7 | 20 |
| | 2,451 | | 2,451 | 21 |
| | | | | 22 |
| | 1,140 | | 1,140 | 23 |
| | 368,243 | | 368,243 | 24 |
| | 15,900 | | 15,900 | 25 |
| | 81,415 | | 81,415 | 26 |
| | 3,160 | | 3,160 | 27 |
| | 199 | | 199 | 28 |
| | 80 | | 80 | 29 |
| | 16,781 | | 16,781 | 30 |
| | 50,244 | | 50,244 | 31 |
| | 11,150 | | 11,150 | 32 |
| | 48,310 | | 48,310 | 33 |
| | 2,498 | | 2,498 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|--------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Morgan Stanley Capital Group | CNTP | BPA | NF |
| 2 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 3 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 4 | Morgan Stanley Capital Group | NWMT | BPA | SFP |
| 5 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 6 | Morgan Stanley Capital Group | MATL | BPA | NF |
| 7 | Morgan Stanley Capital Group | MATL | BPA | SFP |
| 8 | Morgan Stanley Capital Group | MATL | BPA | NF |
| 9 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 10 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 11 | Morgan Stanley Capital Group | NWMT | BPA | NF |
| 12 | Morgan Stanley Capital Group | Colstrip Partners | PacifiCorp | NF |
| 13 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 14 | Morgan Stanley Capital Group | NWMT | PacifiCorp | SFP |
| 15 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 16 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 17 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 18 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 19 | Morgan Stanley Capital Group | MATL | PacifiCorp | NF |
| 20 | Morgan Stanley Capital Group | MATL | PacifiCorp | SFP |
| 21 | Morgan Stanley Capital Group | MATL | PacifiCorp | NF |
| 22 | Morgan Stanley Capital Group | MATL | PacifiCorp | SFP |
| 23 | Morgan Stanley Capital Group | MATL | PacifiCorp | NF |
| 24 | Morgan Stanley Capital Group | MATL | PacifiCorp | SFP |
| 25 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 26 | Morgan Stanley Capital Group | NWMT | PacifiCorp | NF |
| 27 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| 28 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| 29 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 30 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 31 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| 32 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| 33 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 34 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| TOTAL | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | HARDIN | BPAT.NWMT | | 210 | 210 | 1 |
| Montana OATT | HOLTER | BPAT.NWMT | | 35 | 35 | 2 |
| Montana OATT | KERR | BPAT.NWMT | | 926 | 926 | 3 |
| Montana OATT | KERR | BPAT.NWMT | | 4,752 | 4,752 | 4 |
| Montana OATT | JUDITH GAP | BPAT.NWMT | | 216 | 216 | 5 |
| Montana OATT | MATL.NWMT | BPAT.NWMT | | 33,253 | 33,253 | 6 |
| Montana OATT | MATL.NWMT | BPAT.NWMT | | 12,318 | 12,318 | 7 |
| Montana OATT | MATL.NWMT | BPAT.NWMT | | 2,592 | 2,592 | 8 |
| Montana OATT | CROOKED FALLS | BPAT.NWMT | | 111 | 111 | 9 |
| Montana OATT | STILLWIND | BPAT.NWMT | | 58 | 58 | 10 |
| Montana OATT | TFALLS | BPAT.NWMT | | 45 | 45 | 11 |
| Montana OATT | COLSTRIP | YTP | | 50 | 50 | 12 |
| Montana OATT | KERR | BRDY | | 60 | 60 | 13 |
| Montana OATT | KERR | BRDY | | 240 | 240 | 14 |
| Montana OATT | CROOKED FALLS | BRDY | | 50 | 50 | 15 |
| Montana OATT | JUDITH GAP | JEFF | | 48 | 48 | 16 |
| Montana OATT | CROOKED FALLS | JEFF | | 80 | 80 | 17 |
| Montana OATT | KERR | BRDY | | 48 | 48 | 18 |
| Montana OATT | MATL.NWMT | BRDY | | 2,038 | 2,038 | 19 |
| Montana OATT | MATL.NWMT | BRDY | | 11,535 | 11,535 | 20 |
| Montana OATT | MATL.NWMT | BRDY | | 2,160 | 2,160 | 21 |
| Montana OATT | MATL.NWMT | BRDY | | 19,318 | 19,318 | 22 |
| Montana OATT | MATL.NWMT | JEFF | | 1,929 | 1,929 | 23 |
| Montana OATT | MATL.NWMT | JEFF | | 6,818 | 6,818 | 24 |
| Montana OATT | MATL.NWMT | YTP | | 2,000 | 2,000 | 25 |
| Montana OATT | TFALLS | JEFF | | 32 | 32 | 26 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 5,235 | 5,235 | 27 |
| Montana OATT | BASIN CREEK | NWMT.SYSTEM | | 6 | 6 | 28 |
| Montana OATT | BASIN CREEK | MATL.NWMT | | 3 | 3 | 29 |
| Montana OATT | BGI | MATL.NWMT | | 32 | 32 | 30 |
| Montana OATT | BGI | NWMT.SYSTEM | | 6 | 6 | 31 |
| Montana OATT | DAVE GATES | GTFALLSNWMT | | 14 | 14 | 32 |
| Montana OATT | DAVE GATES | MATL.NWMT | | 17 | 17 | 33 |
| Montana OATT | DAVE GATES | NWMT.SYSTEM | | 26 | 26 | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 1,391 | | 1,391 | 1 |
| | 232 | | 232 | 2 |
| | 6,135 | | 6,135 | 3 |
| | 31,482 | | 31,482 | 4 |
| | 1,431 | | 1,431 | 5 |
| | 220,301 | | 220,301 | 6 |
| | 81,884 | | 81,884 | 7 |
| | 17,172 | | 17,172 | 8 |
| | 735 | | 735 | 9 |
| | 384 | | 384 | 10 |
| | 298 | | 298 | 11 |
| | 331 | | 331 | 12 |
| | 398 | | 398 | 13 |
| | 1,590 | | 1,590 | 14 |
| | 331 | | 331 | 15 |
| | 318 | | 318 | 16 |
| | 530 | | 530 | 17 |
| | 318 | | 318 | 18 |
| | 13,502 | | 13,502 | 19 |
| | 76,797 | | 76,797 | 20 |
| | 14,310 | | 14,310 | 21 |
| | 125,606 | | 125,606 | 22 |
| | 12,780 | | 12,780 | 23 |
| | 43,566 | | 43,566 | 24 |
| | 13,250 | | 13,250 | 25 |
| | 212 | | 212 | 26 |
| | 34,684 | | 34,684 | 27 |
| | 40 | | 40 | 28 |
| | 20 | | 20 | 29 |
| | 212 | | 212 | 30 |
| | 40 | | 40 | 31 |
| | 93 | | 93 | 32 |
| | 113 | | 113 | 33 |
| | 172 | | 172 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 2 | Morgan Stanley Capital Group | NWMT | MATL | SFP |
| 3 | Morgan Stanley Capital Group | CNTP | MATL | NF |
| 4 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 5 | Morgan Stanley Capital Group | NWMT | NWMT | NF |
| 6 | Morgan Stanley Capital Group | MATL | NWMT | NF |
| 7 | Morgan Stanley Capital Group | MATL | NWMT | SFP |
| 8 | Morgan Stanley Capital Group | NWMT | MATL | SFP |
| 9 | Morgan Stanley Capital Group | NWMT | NWMT | SFP |
| 10 | | | | |
| 11 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 12 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 13 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 14 | Morgan Stanley Capital Group | Colstrip Partners | NWMT | NF |
| 15 | Morgan Stanley Capital Group | Colstrip Partners | MATL | NF |
| 16 | Morgan Stanley Capital Group | Colstrip Partners | MATL | SFP |
| 17 | Morgan Stanley Capital Group | NWMT | MATL | NF |
| 18 | Morgan Stanley Capital Group | Colstrip Partners | NWMT | NF |
| 19 | Morgan Stanley Capital Group | Colstrip Partners | MATL | NF |
| 20 | Morgan Stanley Capital Group | Colstrip Partners | NWMT | NF |
| 21 | Morgan Stanley Capital Group | Colstrip Partners | Glacier Wind | NF |
| 22 | Morgan Stanley Capital Group | CNTP | Glacier Wind | NF |
| 23 | Morgan Stanley Capital Group | NWMT | Glacier Wind | NF |
| 24 | Morgan Stanley Capital Group | NWMT | Glacier Wind | NF |
| 25 | Morgan Stanley Capital Group | NWMT | Glacier Wind | NF |
| 26 | Morgan Stanley Capital Group | MATL | Glacier Wind | NF |
| 27 | Morgan Stanley Capital Group | NWMT | Glacier Wind | NF |
| 28 | Morgan Stanley Capital Group | MATL | WAPA | NF |
| 29 | Morgan Stanley Capital Group | Glacier Wind | AVISTA | SFP |
| 30 | Morgan Stanley Capital Group | Glacier Wind | AVISTA | NF |
| 31 | Morgan Stanley Capital Group | Glacier Wind | AVISTA | NF |
| 32 | Morgan Stanley Capital Group | Glacier Wind | AVISTA | NF |
| 33 | Morgan Stanley Capital Group | Glacier Wind | AVISTA | SFP |
| 34 | Morgan Stanley Capital Group | Glacier Wind | BPA | NF |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | COLSTRIP | MATL.NWMT | | 1,392 | 1,392 | 1 |
| Montana OATT | COLSTRIP | MATL.NWMT | | 1,800 | 1,800 | 2 |
| Montana OATT | HARDIN | MATL.NWMT | | 264 | 264 | 3 |
| Montana OATT | NWMTIMBALANCE | MATL.NWMT | | 13 | 13 | 4 |
| Montana OATT | NWMTIMBALANCE | NWMT.SYSTEM | | 25 | 25 | 5 |
| Montana OATT | MATL.NWMT | NWMT.SYSTEM | | 66 | 66 | 6 |
| Montana OATT | MATL.NWMT | NWMT.SYSTEM | | 288 | 288 | 7 |
| Montana OATT | MT1 | MATL.NWMT | | 960 | 960 | 8 |
| Montana OATT | MT1 | NWMT.SYSTEM | | 360 | 360 | 9 |
| | | | | | | 10 |
| Montana OATT | COLSTRIP | MATL.NWMT | | 536 | 536 | 11 |
| Montana OATT | JUDITH GAP | MATL.NWMT | | 59 | 59 | 12 |
| Montana OATT | KERR | MATL.NWMT | | 30 | 30 | 13 |
| Montana OATT | CROOKED FALLS | NWMT.SYSTEM | | 79 | 79 | 14 |
| Montana OATT | CROOKED FALLS | MATL.NWMT | | 821 | 821 | 15 |
| Montana OATT | CROOKED FALLS | MATL.NWMT | | 240 | 240 | 16 |
| Montana OATT | STILLWIND | MATL.NWMT | | 25 | 25 | 17 |
| Montana OATT | STILLWIND | NWMT.SYSTEM | | 15 | 15 | 18 |
| Montana OATT | TFALLS | MATL.NWMT | | 21 | 21 | 19 |
| Montana OATT | TFALLS | NWMT.SYSTEM | | 34 | 34 | 20 |
| Montana OATT | CROOKED FALLS | GLWND1 | | 10 | 10 | 21 |
| Montana OATT | HARDIN | GLWND1 | | 50 | 50 | 22 |
| Montana OATT | JUDITH GAP | GLWND1 | | 67 | 67 | 23 |
| Montana OATT | KERR | GLWND1 | | 3 | 3 | 24 |
| Montana OATT | NWMTIMBALANCE | GLWND1 | | 10 | 10 | 25 |
| Montana OATT | MATL.NWMT | GLWND1 | | 997 | 997 | 26 |
| Montana OATT | STILLWIND | GLWND1 | | 11 | 11 | 27 |
| Montana OATT | MATL.NWMT | CROSSOVER | | 24 | 24 | 28 |
| Montana OATT | GLWND1 | AVAT.NWMT | | 4,776 | 4,776 | 29 |
| Montana OATT | GLWND1 | AVAT.NWMT | | 168 | 168 | 30 |
| Montana OATT | GLWND1 | AVAT.NWMT | | 1,780 | 1,780 | 31 |
| Montana OATT | GLWND2 | AVAT.NWMT | | 1,384 | 1,384 | 32 |
| Montana OATT | GLWND2 | AVAT.NWMT | | 1,968 | 1,968 | 33 |
| Montana OATT | GLWND1 | BPAT.NWMT | | 15,605 | 15,605 | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 9,221 | | 9,221 | 1 |
| | 11,925 | | 11,925 | 2 |
| | 1,749 | | 1,749 | 3 |
| | 86 | | 86 | 4 |
| | 166 | | 166 | 5 |
| | 437 | | 437 | 6 |
| | 1,908 | | 1,908 | 7 |
| | 6,360 | | 6,360 | 8 |
| | 2,385 | | 2,385 | 9 |
| | | | | 10 |
| | 3,551 | | 3,551 | 11 |
| | 391 | | 391 | 12 |
| | 199 | | 199 | 13 |
| | 523 | | 523 | 14 |
| | 5,439 | | 5,439 | 15 |
| | 1,590 | | 1,590 | 16 |
| | 166 | | 166 | 17 |
| | 99 | | 99 | 18 |
| | 139 | | 139 | 19 |
| | 225 | | 225 | 20 |
| | 66 | | 66 | 21 |
| | 331 | | 331 | 22 |
| | 444 | | 444 | 23 |
| | 20 | | 20 | 24 |
| | 66 | | 66 | 25 |
| | 6,605 | | 6,605 | 26 |
| | 73 | | 73 | 27 |
| | 159 | | 159 | 28 |
| | 33,230 | | 33,230 | 29 |
| | 1,113 | | 1,113 | 30 |
| | 11,793 | | 11,793 | 31 |
| | 9,169 | | 9,169 | 32 |
| | 13,038 | | 13,038 | 33 |
| | 103,383 | | 103,383 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|--------------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Morgan Stanley Capital Group | Glacier Wind | BPA | SFP |
| 2 | Morgan Stanley Capital Group | Glacier Wind | BPA | NF |
| 3 | Morgan Stanley Capital Group | Glacier Wind | BPA | SFP |
| 4 | Morgan Stanley Capital Group | Glacier Wind | BPA | NF |
| 5 | Morgan Stanley Capital Group | Glacier Wind | NWMT | NF |
| 6 | Morgan Stanley Capital Group | Glacier Wind | NWMT | NF |
| 7 | Morgan Stanley Capital Group | Glacier Wind | NWMT | SFP |
| 8 | Morgan Stanley Capital Group | Glacier Wind | NWMT | SFP |
| 9 | Morgan Stanley Capital Group | Glacier Wind | MATL | NF |
| 10 | Morgan Stanley Capital Group | Glacier Wind | MATL | NF |
| 11 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 12 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | SFP |
| 13 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 14 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 15 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | SFP |
| 16 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 17 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 18 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | SFP |
| 19 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 20 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | SFP |
| 21 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 22 | Morgan Stanley Capital Group | Glacier Wind | PacifiCorp | NF |
| 23 | Morgan Stanley Capital Group | AVISTA | Glacier Wind | NF |
| 24 | Morgan Stanley Capital Group | AVISTA | MATL | NF |
| 25 | Morgan Stanley Capital Group | AVISTA | MATL | SFP |
| 26 | Morgan Stanley Capital Group | AVISTA | MATL | SFP |
| 27 | Morgan Stanley Capital Group | AVISTA | MATL | SFP |
| 28 | Morgan Stanley Capital Group | AVISTA | BPA | NF |
| 29 | Morgan Stanley Capital Group | WAPA | AVISTA | NF |
| 30 | Morgan Stanley Capital Group | WAPA | BPA | NF |
| 31 | | | | |
| 32 | Morgan Stanley Capital Group | WAPA | BPA | NF |
| 33 | Morgan Stanley Capital Group | WAPA | NWMT | NF |
| 34 | Morgan Stanley Capital Group | WAPA | Glacier Wind | NF |
| TOTAL | | | | |

| | | | |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="checked" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

- In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
- Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
- Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
- Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|------------------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | GLWND1 | BPAT.NWMT | | 6,336 | 6,336 | 1 |
| Montana OATT | GLWND2 | BPAT.NWMT | | 12,185 | 12,185 | 2 |
| Montana OATT | GLWND2 | BPAT.NWMT | | 6,456 | 6,456 | 3 |
| Montana OATT | GLWND2 | BPAT.NWMT | | 120 | 120 | 4 |
| Montana OATT | GLWND1 | NWMT.SYSTEM | | 12 | 12 | 5 |
| Montana OATT | GLWND2 | NWMT.SYSTEM | | 15 | 15 | 6 |
| Montana OATT | GLWND2 | NWMT.SYSTEM | | 168 | 168 | 7 |
| Montana OATT | GLWND2 | NWMT.SYSTEM | | 15,435 | 15,435 | 8 |
| Montana OATT | GLWND1 | MATL.NWMT | | 3,902 | 3,902 | 9 |
| Montana OATT | GLWND2 | MATL.NWMT | | 701 | 701 | 10 |
| Montana OATT | GLWND1 | BRDY | | 916 | 916 | 11 |
| Montana OATT | GLWND1 | BRDY | | 480 | 480 | 12 |
| Montana OATT | GLWND1 | BRDY | | 288 | 288 | 13 |
| Montana OATT | GLWND2 | BRDY | | 591 | 591 | 14 |
| Montana OATT | GLWND2 | BRDY | | 624 | 624 | 15 |
| Montana OATT | GLWND2 | BRDY | | 853 | 853 | 16 |
| Montana OATT | GLWND1 | JEFF | | 742 | 742 | 17 |
| Montana OATT | GLWND1 | JEFF | | 6,631 | 6,631 | 18 |
| Montana OATT | GLWND2 | JEFF | | 526 | 526 | 19 |
| Montana OATT | GLWND2 | JEFF | | 480 | 480 | 20 |
| Montana OATT | GLWND1 | YTP | | 1,147 | 1,147 | 21 |
| Montana OATT | GLWND2 | YTP | | 679 | 679 | 22 |
| Montana OATT | AVAT.NWMT | GLWND1 | | 55 | 55 | 23 |
| Montana OATT | AVAT.NWMT | MATL.NWMT | | 562 | 562 | 24 |
| Montana OATT | AVAT.NWMT | MATL.NWMT | | 1,320 | 1,320 | 25 |
| Montana OATT | AVAT.NWMT | MATL.NWMT | | 1,675 | 1,675 | 26 |
| Montana OATT | AVAT.NWMT | MATL.NWMT | | 7,430 | 7,430 | 27 |
| Montana OATT | AVAT.NWMT | BPAT.NWMT | | 88 | 88 | 28 |
| Montana OATT | GREAT FALLS | AVAT.NWMT | | 180 | 180 | 29 |
| Montana OATT | GREAT FALLS | BPAT.NWMT | | 4,241 | 4,241 | 30 |
| | | | | | | 31 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 1,451 | 1,451 | 32 |
| Montana OATT | GREAT FALLS | NWMT.SYSTEM | | 4 | 4 | 33 |
| Montana OATT | CROSSOVER | GLWND1 | | 8 | 8 | 34 |
| | | | | 1,213 | 2,543,133 | 2,543,133 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 41,976 | | 41,976 | 1 |
| | 80,726 | | 80,726 | 2 |
| | 42,771 | | 42,771 | 3 |
| | 795 | | 795 | 4 |
| | 80 | | 80 | 5 |
| | 99 | | 99 | 6 |
| | 1,113 | | 1,113 | 7 |
| | 101,450 | | 101,450 | 8 |
| | 25,851 | | 25,851 | 9 |
| | 4,644 | | 4,644 | 10 |
| | 6,069 | | 6,069 | 11 |
| | 3,180 | | 3,180 | 12 |
| | 1,908 | | 1,908 | 13 |
| | 3,915 | | 3,915 | 14 |
| | 4,134 | | 4,134 | 15 |
| | 5,724 | | 5,724 | 16 |
| | 4,916 | | 4,916 | 17 |
| | 44,361 | | 44,361 | 18 |
| | 3,485 | | 3,485 | 19 |
| | 3,180 | | 3,180 | 20 |
| | 7,599 | | 7,599 | 21 |
| | 4,498 | | 4,498 | 22 |
| | 364 | | 364 | 23 |
| | 3,723 | | 3,723 | 24 |
| | 8,745 | | 8,745 | 25 |
| | 11,150 | | 11,150 | 26 |
| | 48,310 | | 48,310 | 27 |
| | 583 | | 583 | 28 |
| | 1,193 | | 1,193 | 29 |
| | 28,096 | | 28,096 | 30 |
| | | | | 31 |
| | 9,613 | | 9,613 | 32 |
| | 27 | | 27 | 33 |
| | 53 | | 53 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

- Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.
- Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).
- Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)
- In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Morgan Stanley Capital Group | WAPA | MATL | NF |
| 2 | Morgan Stanley Capital Group | WAPA | MATL | NF |
| 3 | Morgan Stanley Capital Group | WAPA | PacifiCorp | NF |
| 4 | Morgan Stanley Capital Group | WAPA | PacifiCorp | NF |
| 5 | Morgan Stanley Capital Group | WAPA | PacifiCorp | NF |
| 6 | Morgan Stanley Capital Group | WAPA | PacifiCorp | NF |
| 7 | Morgan Stanley Capital Group | WAPA | PacifiCorp | NF |
| 8 | | | | |
| 9 | Naturener Power Watch, LLC | Glacier Wind | Glacier Wind | SFP |
| 10 | | | | |
| 11 | MAG Energy Solutions | BPAT | NWMT | NF |
| 12 | MAG Energy Solutions | BPAT | WAPA | NF |
| 13 | MAG Energy Solutions | NWMT | NWMT | NF |
| 14 | MAG Energy Solutions | NWMT | MATL | NF |
| 15 | MAG Energy Solutions | NWMT | MATL | NF |
| 16 | MAG Energy Solutions | PacifiCorp | WAPA | NF |
| 17 | MAG Energy Solutions | WAPA | NWMT | NF |
| 18 | MAG Energy Solutions | WAPA | PacifiCorp | NF |
| 19 | MAG Energy Solutions | WAPA | PacifiCorp | NF |
| 20 | MAG Energy Solutions | WAPA | MATL | NF |
| 21 | MAG Energy Solutions | WAPA | MATL | NF |
| 22 | | | | |
| 23 | Macquarie Energy LLC | AVISTA | PacifiCorp | NF |
| 24 | Macquarie Energy LLC | BPA | NWMT | NF |
| 25 | Macquarie Energy LLC | BPA | WAPA | NF |
| 26 | Macquarie Energy LLC | NWMT.SYSTEM | NWMT.SYSTEM | NF |
| 27 | Macquarie Energy LLC | NWMT | AVISTA | NF |
| 28 | Macquarie Energy LLC | NWMT | AVISTA | NF |
| 29 | Macquarie Energy LLC | NWMT | AVISTA | NF |
| 30 | Macquarie Energy LLC | NWMT | BPA | NF |
| 31 | Macquarie Energy LLC | NWMT | BPA | SFP |
| 32 | Macquarie Energy LLC | NWMT | BPA | NF |
| 33 | Macquarie Energy LLC | NWMT | BPA | SFP |
| 34 | Macquarie Energy LLC | NWMT | BPA | NF |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | GREAT FALLS | MATL.NWMT | | 2,896 | 2,896 | 1 |
| Montana OATT | CROSSOVER | MATL.NWMT | | 958 | 958 | 2 |
| Montana OATT | CROSSOVER | BRDY | | 60 | 60 | 3 |
| Montana OATT | CROSSOVER | JEFF | | 150 | 150 | 4 |
| Montana OATT | GREAT FALLS | YTP | | 121 | 121 | 5 |
| Montana OATT | GREAT FALLS | JEFF | | 80 | 80 | 6 |
| Montana OATT | GREAT FALLS | BRDY | | 195 | 195 | 7 |
| | | | | | | 8 |
| Montana OATT | GLWND1 | GLWND2 | | 11,025 | 11,025 | 9 |
| | | | | | | 10 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 3 | 3 | 11 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 93 | 93 | 12 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 80 | 80 | 13 |
| Montana OATT | MATL.NWMT | BPAT.NWMT | | 25 | 25 | 14 |
| Montana OATT | MATL.NWMT | JEFF | | 152 | 152 | 15 |
| Montana OATT | JEFF | CROSSOVER | | 10 | 10 | 16 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 42 | 42 | 17 |
| Montana OATT | CROSSOVER | BRDY | | 4,267 | 4,267 | 18 |
| Montana OATT | CROSSOVER | JEFF | | 1,762 | 1,762 | 19 |
| Montana OATT | CROSSOVER | MATL.NWMT | | 823 | 823 | 20 |
| Montana OATT | MATL.NWMT | CROSSOVER | | 1 | 1 | 21 |
| | | | | | | 22 |
| Montana OATT | AVAT.NWMT | YTP | | 400 | 400 | 23 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 4 | 4 | 24 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 86 | 86 | 25 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 136 | 136 | 26 |
| Montana OATT | BGI | AVAT.NWMT | | 240 | 240 | 27 |
| Montana OATT | CANYON FERRY | AVAT.NWMT | | 697 | 697 | 28 |
| Montana OATT | TFALLS | AVAT.NWMT | | 960 | 960 | 29 |
| Montana OATT | BGI | BPAT.NWMT | | 1,100 | 1,100 | 30 |
| Montana OATT | BGI | BPAT.NWMT | | 840 | 840 | 31 |
| Montana OATT | CANYON FERRY | BPAT.NWMT | | 1,479 | 1,479 | 32 |
| Montana OATT | CANYON FERRY | BPAT.NWMT | | 600 | 600 | 33 |
| Montana OATT | CANYON FERRY | BPAT.NWMT | | 1,128 | 1,128 | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | 19,186 | | 19,186 | 1 |
| | 6,347 | | 6,347 | 2 |
| | 398 | | 398 | 3 |
| | 994 | | 994 | 4 |
| | 802 | | 802 | 5 |
| | 530 | | 530 | 6 |
| | 1,292 | | 1,292 | 7 |
| | | | | 8 |
| | 72,465 | | 72,465 | 9 |
| | | | | 10 |
| | 20 | | 20 | 11 |
| | 616 | | 616 | 12 |
| | 534 | | 534 | 13 |
| | 166 | | 166 | 14 |
| | 1,007 | | 1,007 | 15 |
| | 66 | | 66 | 16 |
| | 278 | | 278 | 17 |
| | 28,269 | | 28,269 | 18 |
| | 11,673 | | 11,673 | 19 |
| | 5,452 | | 5,452 | 20 |
| | 7 | | 7 | 21 |
| | | | | 22 |
| | 2,650 | | 2,650 | 23 |
| | 27 | | 27 | 24 |
| | 570 | | 570 | 25 |
| | 903 | | 903 | 26 |
| | 1,590 | | 1,590 | 27 |
| | 4,618 | | 4,618 | 28 |
| | 6,360 | | 6,360 | 29 |
| | 7,288 | | 7,288 | 30 |
| | 5,565 | | 5,565 | 31 |
| | 9,797 | | 9,797 | 32 |
| | 3,975 | | 3,975 | 33 |
| | 7,473 | | 7,473 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Macquarie Energy LLC | NWMT | BPA | NF |
| 2 | Macquarie Energy LLC | NWMT | BPA | NF |
| 3 | Macquarie Energy LLC | NWMT | BPA | NF |
| 4 | Macquarie Energy LLC | NWMT | BPA | NF |
| 5 | Macquarie Energy LLC | NWMT | BPA | NF |
| 6 | Macquarie Energy LLC | NWMT | BPA | NF |
| 7 | Macquarie Energy LLC | NWMT | PacifiCorp | SFP |
| 8 | Macquarie Energy LLC | WAPA | BPA | NF |
| 9 | Macquarie Energy LLC | WAPA | BPA | NF |
| 10 | Macquarie Energy LLC | WAPA | NWMT | NF |
| 11 | Macquarie Energy LLC | WAPA | PacifiCorp | NF |
| 12 | Macquarie Energy LLC | WAPA | PacifiCorp | NF |
| 13 | Macquarie Energy LLC | WAPA | PacifiCorp | NF |
| 14 | | | | |
| 15 | Rainbow Energy Marketing Corp | NWMT | NWMT | NF |
| 16 | Rainbow Energy Marketing Corp | Colstrip Partners | NWMT | NF |
| 17 | Rainbow Energy Marketing Corp | Colstrip Partners | BPA | NF |
| 18 | Rainbow Energy Marketing Corp | Colstrip Partners | BPA | SFP |
| 19 | | | | |
| 20 | Talen Energy, LLC | NWMT | PacifiCorp | LFP |
| 21 | | | | |
| 22 | Talen Energy Marketing, LLC | WAPA | PacifiCorp | LFP |
| 23 | Talen Energy Marketing, LLC | NWMT | BPAT | LFP |
| 24 | Talen Energy Marketing, LLC | NWMT | PacifiCorp | LFP |
| 25 | Talen Energy Marketing, LLC | NWMT | PacifiCorp | LFP |
| 26 | | | | |
| 27 | Powerex Corporation | BPA | NWMT | NF |
| 28 | Powerex Corporation | BPA | PacifiCorp | NF |
| 29 | Powerex Corporation | PacifiCorp | BPA | NF |
| 30 | Powerex Corporation | MATL | BPA | NF |
| 31 | Powerex Corporation | BPA | PacifiCorp | NF |
| 32 | Powerex Corporation | BPA | WAPA | NF |
| 33 | Powerex Corporation | NWMT | NWMT | NF |
| 34 | Powerex Corporation | MATL | NWMT | NF |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | CROOKED FALLS | BPAT.NWMT | | 24 | 24 | 1 |
| Montana OATT | CROOKED FALLS | BPAT.NWMT | | 72 | 72 | 2 |
| Montana OATT | HOLTER | BPAT.NWMT | | 200 | 200 | 3 |
| Montana OATT | MT1 | BPAT.NWMT | | 224 | 224 | 4 |
| Montana OATT | TFALLS | BPAT.NWMT | | 200 | 200 | 5 |
| Montana OATT | TFALLS | BPAT.NWMT | | 960 | 960 | 6 |
| Montana OATT | CANYON FERRY | YTP | | 600 | 600 | 7 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 1,200 | 1,200 | 8 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 1,616 | 1,616 | 9 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 15 | 15 | 10 |
| Montana OATT | CROSSOVER | BRDY | | 392 | 392 | 11 |
| Montana OATT | CROSSOVER | JEFF | | 395 | 395 | 12 |
| Montana OATT | CROSSOVER | YTP | | 246 | 246 | 13 |
| | | | | | | 14 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 11 | 11 | 15 |
| Montana OATT | CANYON FERRY | NWMT.SYSTEM | | 16 | 16 | 16 |
| Montana OATT | CANYON FERRY | BPAT.NWMT | | 408 | 408 | 17 |
| Montana OATT | CANYON FERRY | BPAT.NWMT | | 960 | 960 | 18 |
| | | | | | | 19 |
| Montana OATT | MATL.NWMT | BRDY | 7 | 15,456 | 15,456 | 20 |
| | | | | | | 21 |
| Montana OATT | CROSSOVER | BRDY | 15 | 33,120 | 33,120 | 22 |
| Montana OATT | GTFALLSNWMT | BPAT.NWMT | 25 | 55,200 | 55,200 | 23 |
| Montana OATT | BLACK EAGLE | BRDY | 4 | 8,832 | 8,832 | 24 |
| Montana OATT | CROOKED FALLS | JEFF | 7 | 15,456 | 15,456 | 25 |
| | | | | | | 26 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 153 | 153 | 27 |
| Montana OATT | BPAT.NWMT | JEFF | | 422 | 422 | 28 |
| Montana OATT | YTP | BPAT.NWMT | | 153 | 153 | 29 |
| Montana OATT | MATL.NWMT | BPAT.NWMT | | 3,232 | 3,232 | 30 |
| Montana OATT | BPAT.NWMT | YTP | | 996 | 996 | 31 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 220 | 220 | 32 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 624 | 624 | 33 |
| Montana OATT | MATL.NWMT | NWMT.SYSTEM | | 8 | 8 | 34 |
| | | | | | | |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | | 159 | 159 | 1 |
| | | 477 | 477 | 2 |
| | | 1,325 | 1,325 | 3 |
| | | 1,484 | 1,484 | 4 |
| | | 1,325 | 1,325 | 5 |
| | | 6,360 | 6,360 | 6 |
| | | 3,975 | 3,975 | 7 |
| | | 7,950 | 7,950 | 8 |
| | | 10,706 | 10,706 | 9 |
| | | 99 | 99 | 10 |
| | | 2,597 | 2,597 | 11 |
| | | 2,617 | 2,617 | 12 |
| | | 1,630 | 1,630 | 13 |
| | | | | 14 |
| | | 73 | 73 | 15 |
| | | 106 | 106 | 16 |
| | | 2,703 | 2,703 | 17 |
| | | 6,360 | 6,360 | 18 |
| | | | | 19 |
| 101,458 | | | 101,458 | 20 |
| | | | | 21 |
| 217,410 | | | 217,410 | 22 |
| 362,350 | | | 362,350 | 23 |
| 57,976 | | | 57,976 | 24 |
| 101,458 | | | 101,458 | 25 |
| | | | | 26 |
| | | 1,014 | 1,014 | 27 |
| | | 2,796 | 2,796 | 28 |
| | | 1,014 | 1,014 | 29 |
| | | 21,411 | 21,411 | 30 |
| | | 6,599 | 6,599 | 31 |
| | | 1,458 | 1,458 | 32 |
| | | 4,133 | 4,133 | 33 |
| | | 53 | 53 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Powerex Corporation | MATL | PacifiCorp | NF |
| 2 | Powerex Corporation | MATL | PacifiCorp | LFP |
| 3 | Powerex Corporation | BPA | PacifiCorp | NF |
| 4 | Powerex Corporation | WAPA | BPA | NF |
| 5 | Powerex Corporation | WAPA | PacifiCorp | NF |
| 6 | Powerex Corporation | WAPA | AVISTA | NF |
| 7 | Powerex Corporation | WAPA | NWMT | NF |
| 8 | | | | |
| 9 | Puget Sound Energy Marketing | Colstrip Partners | BPA | NF |
| 10 | Puget Sound Energy Marketing | NWMT | NWMT | NF |
| 11 | Puget Sound Energy Marketing | NWMT | NWMT | NF |
| 12 | | | | |
| 13 | Tenaska | BPA | PacifiCorp | NF |
| 14 | Tenaska | BPA | PacifiCorp | NF |
| 15 | Tenaska | NWMT | NWMT | NF |
| 16 | | | | |
| 17 | TransAlta Energy Marketing | BPA | NWMT | NF |
| 18 | TransAlta Energy Marketing | BPA | WAPA | NF |
| 19 | TransAlta Energy Marketing | NWMT | NWMT | NF |
| 20 | TransAlta Energy Marketing | PacifiCorp | BPA | NF |
| 21 | TransAlta Energy Marketing | WAPA | BPA | NF |
| 22 | TransAlta Energy Marketing | WAPA | NWMT | NF |
| 23 | | | | |
| 24 | Cycle Power Partners, LLC | NWMT | PacifiCorp | NF |
| 25 | Cycle Power Partners, LLC | NWMT | PacifiCorp | NF |
| 26 | | | | |
| 27 | The Energy Authority | WAPA | BPAT | NF |
| 28 | The Energy Authority | NWMT | NWMT | NF |
| 29 | The Energy Authority | Colstrip Partners | BPA | NF |
| 30 | The Energy Authority | BPA | PacifiCorp | NF |
| 31 | | | | |
| 32 | SOUTH DAKOTA | | | |
| 33 | Bryant, City of | WAPA | BRYANT | LFP |
| 34 | Groton, City of | WAPA | GROTON | LFP |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| Montana OATT | MATL.NWMT | BRDY | | 87 | 87 | 1 |
| Montana OATT | MATL.NWMT | BRDY | 69 | 152,352 | 152,352 | 2 |
| Montana OATT | BPAT.NWMT | BRDY | | 130 | 130 | 3 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 777 | 777 | 4 |
| Montana OATT | CROSSOVER | BRDY | | 378 | 378 | 5 |
| Montana OATT | CROSSOVER | AVAT.NWMT | | 30 | 30 | 6 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 27 | 27 | 7 |
| | | | | | | 8 |
| Montana OATT | COLSTRIP | BPAT.NWMT | | 42,936 | 42,936 | 9 |
| Montana OATT | NWMT.SYSTEM | NWMT.YSTEM | | 527 | 527 | 10 |
| Montana OATT | COLSTRIP | NWMT.SYSTEM | | 36 | 36 | 11 |
| | | | | | | 12 |
| Montana OATT | BPAT.NWMT | BRDY | | 70 | 70 | 13 |
| Montana OATT | BPAT.NWMT | YTP | | 80 | 80 | 14 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 4 | 4 | 15 |
| | | | | | | 16 |
| Montana OATT | BPAT.NWMT | NWMT.SYSTEM | | 4 | 4 | 17 |
| Montana OATT | BPAT.NWMT | CROSSOVER | | 505 | 505 | 18 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 32 | 32 | 19 |
| Montana OATT | YTP | BPAT.NWMT | | 50 | 50 | 20 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 1,501 | 1,501 | 21 |
| Montana OATT | CROSSOVER | NWMT.SYSTEM | | 14 | 14 | 22 |
| | | | | | | 23 |
| Montana OATT | HORSESHOE | BRDY | | 529 | 529 | 24 |
| Montana OATT | HORSESHOE | JEFF | | 813 | 813 | 25 |
| | | | | | | 26 |
| Montana OATT | CROSSOVER | BPAT.NWMT | | 1 | 1 | 27 |
| Montana OATT | NWMT.SYSTEM | NWMT.SYSTEM | | 13 | 13 | 28 |
| Montana OATT | KERR | BPAT.NWMT | | 50 | 50 | 29 |
| Montana OATT | BPAT.NWMT | BRDY | | 537 | 537 | 30 |
| | | | | | | 31 |
| | | | | | | 32 |
| VOL. 2 | HURON 115 KV BUS | BRYANT 25 KV | | 384 | 384 | 33 |
| VOL. 2 | HURON 115 KV BUS | GROTON 69 KV | | 3,750 | 3,750 | 34 |
| | | | | | | |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| | | 576 | 576 | 1 |
| 1,000,086 | | | 1,000,086 | 2 |
| | | 861 | 861 | 3 |
| | | 5,148 | 5,148 | 4 |
| | | 2,504 | 2,504 | 5 |
| | | 199 | 199 | 6 |
| | | 179 | 179 | 7 |
| | | | | 8 |
| | | 284,451 | 284,451 | 9 |
| | | 3,493 | 3,493 | 10 |
| | | 239 | 239 | 11 |
| | | | | 12 |
| | | 464 | 464 | 13 |
| | | 530 | 530 | 14 |
| | | 28 | 28 | 15 |
| | | | | 16 |
| | | 27 | 27 | 17 |
| | | 3,346 | 3,346 | 18 |
| | | 212 | 212 | 19 |
| | | 331 | 331 | 20 |
| | | 9,944 | 9,944 | 21 |
| | | 93 | 93 | 22 |
| | | | | 23 |
| | | 3,505 | 3,505 | 24 |
| | | 5,386 | 5,386 | 25 |
| | | | | 26 |
| | | 7 | 7 | 27 |
| | | 87 | 87 | 28 |
| | | 331 | 331 | 29 |
| | | 3,557 | 3,557 | 30 |
| | | | | 31 |
| | | | | 32 |
| 8,076 | | | 8,076 | 33 |
| 254 | | | 254 | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456.1)
(Including transactions referred to as 'wheeling')

1. Report all transmission of electricity, i.e., wheeling, provided for other electric utilities, cooperatives, other public authorities, qualifying facilities, non-traditional utility suppliers and ultimate customers for the quarter.

2. Use a separate line of data for each distinct type of transmission service involving the entities listed in column (a), (b) and (c).

3. Report in column (a) the company or public authority that paid for the transmission service. Report in column (b) the company or public authority that the energy was received from and in column (c) the company or public authority that the energy was delivered to. Provide the full name of each company or public authority. Do not abbreviate or truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation the respondent has with the entities listed in columns (a), (b) or (c)

4. In column (d) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNO - Firm Network Service for Others, FNS - Firm Network Transmission Service for Self, LFP - "Long-Term Firm Point to Point Transmission Service, OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point to Point Transmission Reservation, NF - non-firm transmission service, OS - Other Transmission Service and AD - Out-of-Period Adjustments. Use this code for any accounting adjustments or "true-ups" for service provided in prior reporting periods. Provide an explanation in a footnote for each adjustment. See General Instruction for definitions of codes.

| Line No. | Payment By (Company of Public Authority) (Footnote Affiliation) (a) | Energy Received From (Company of Public Authority) (Footnote Affiliation) (b) | Energy Delivered To (Company of Public Authority) (Footnote Affiliation) (c) | Statistical Classification (d) |
|----------|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------|
| 1 | Langford, City of | WAPA | LANGFORD | LFP |
| 2 | Southwest Power Pool (SPP) | SPP | Various | LFP |
| 3 | Southwest Power Pool (SPP) | SPP | Various | FNS |
| 4 | | | | |
| 5 | | | | |
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| 31 | | | | |
| 32 | | | | |
| 33 | | | | |
| 34 | | | | |
| | TOTAL | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456)(Continued)
(Including transactions referred to as 'wheeling')

5. In column (e), identify the FERC Rate Schedule or Tariff Number, On separate lines, list all FERC rate schedules or contract designations under which service, as identified in column (d), is provided.
6. Report receipt and delivery locations for all single contract path, "point to point" transmission service. In column (f), report the designation for the substation, or other appropriate identification for where energy was received as specified in the contract. In column (g) report the designation for the substation, or other appropriate identification for where energy was delivered as specified in the contract.
7. Report in column (h) the number of megawatts of billing demand that is specified in the firm transmission service contract. Demand reported in column (h) must be in megawatts. Footnote any demand not stated on a megawatts basis and explain.
8. Report in column (i) and (j) the total megawatthours received and delivered.

| FERC Rate Schedule of Tariff Number (e) | Point of Receipt (Substation or Other Designation) (f) | Point of Delivery (Substation or Other Designation) (g) | Billing Demand (MW) (h) | TRANSFER OF ENERGY | | Line No. |
|-----------------------------------------|--------------------------------------------------------|---------------------------------------------------------|-------------------------|-----------------------------|------------------------------|----------|
| | | | | MegaWatt Hours Received (i) | MegaWatt Hours Delivered (j) | |
| VOL. 2 | HURON 115 KV BUS | LANGFORD 12.5 KV | | 783 | 783 | 1 |
| SCH 7&8 | Various | Various | | | | 2 |
| SCH 9 | Various | Various | | | | 3 |
| | | | | | | 4 |
| | | | | | | 5 |
| | | | | | | 6 |
| | | | | | | 7 |
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| | | | | | | 31 |
| | | | | | | 32 |
| | | | | | | 33 |
| | | | | | | 34 |
| | | | 1,213 | 2,543,133 | 2,543,133 | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

TRANSMISSION OF ELECTRICITY FOR OTHERS (Account 456) (Continued)
(Including transactions referred to as 'wheeling')

9. In column (k) through (n), report the revenue amounts as shown on bills or vouchers. In column (k), provide revenues from demand charges related to the billing demand reported in column (h). In column (l), provide revenues from energy charges related to the amount of energy transferred. In column (m), provide the total revenues from all other charges on bills or vouchers rendered, including out of period adjustments. Explain in a footnote all components of the amount shown in column (m). Report in column (n) the total charge shown on bills rendered to the entity Listed in column (a). If no monetary settlement was made, enter zero (11011) in column (n). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.

10. The total amounts in columns (i) and (j) must be reported as Transmission Received and Transmission Delivered for annual report purposes only on Page 401, Lines 16 and 17, respectively.

11. Footnote entries and provide explanations following all required data.

REVENUE FROM TRANSMISSION OF ELECTRICITY FOR OTHERS

| Demand Charges (\$) (k) | Energy Charges (\$) (l) | (Other Charges) (\$) (m) | Total Revenues (\$) (k+l+m) (n) | Line No. |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|-------------|
| 6,280 | | | 6,280 | 1 |
| | | 73,480 | 73,480 | 2 |
| | | 1,370,509 | 1,370,509 | 3 |
| | | | | 4 |
| | | | | 5 |
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| | | | | 32 |
| | | | | 33 |
| | | | | 34 |
| 11,851,379 | 4,511,350 | 1,443,989 | 17,806,718 | |

| Name of Respondent NorthWestern Corporation | | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-----------------------------|----------------------------------------------|----------------------------------------------------|------------------------|-----------------------|------------------------------------|
| TRANSMISSION OF ELECTRICITY BY OTHERS (Account 565) (Including transactions referred to as "wheeling") | | | | | | | | |
| <p>1. Report all transmission, i.e. wheeling or electricity provided by other electric utilities, cooperatives, municipalities, other public authorities, qualifying facilities, and others for the quarter.</p> <p>2. In column (a) report each company or public authority that provided transmission service. Provide the full name of the company, abbreviate if necessary, but do not truncate name or use acronyms. Explain in a footnote any ownership interest in or affiliation with the transmission service provider. Use additional columns as necessary to report all companies or public authorities that provided transmission service for the quarter reported.</p> <p>3. In column (b) enter a Statistical Classification code based on the original contractual terms and conditions of the service as follows: FNS - Firm Network Transmission Service for Self, LFP - Long-Term Firm Point-to-Point Transmission Reservations. OLF - Other Long-Term Firm Transmission Service, SFP - Short-Term Firm Point-to-Point Transmission Reservations, NF - Non-Firm Transmission Service, and OS - Other Transmission Service. See General Instructions for definitions of statistical classifications.</p> <p>4. Report in column (c) and (d) the total megawatt hours received and delivered by the provider of the transmission service.</p> <p>5. Report in column (e), (f) and (g) expenses as shown on bills or vouchers rendered to the respondent. In column (e) report the demand charges and in column (f) energy charges related to the amount of energy transferred. On column (g) report the total of all other charges on bills or vouchers rendered to the respondent, including any out of period adjustments. Explain in a footnote all components of the amount shown in column (g). Report in column (h) the total charge shown on bills rendered to the respondent. If no monetary settlement was made, enter zero in column (h). Provide a footnote explaining the nature of the non-monetary settlement, including the amount and type of energy or service rendered.</p> <p>6. Enter "TOTAL" in column (a) as the last line.</p> <p>7. Footnote entries and provide explanations following all required data.</p> | | | | | | | | |
| Line No. | Name of Company or Public Authority (Footnote Affiliations) (a) | Statistical Classification (b) | TRANSFER OF ENERGY | | EXPENSES FOR TRANSMISSION OF ELECTRICITY BY OTHERS | | | Total Cost of Transmission (\$)(h) |
| | | | Magawatt-hours Received (c) | Magawatt-hours Delivered (d) | Demand Charges (\$)(e) | Energy Charges (\$)(f) | Other Charges (\$)(g) | |
| 1 | MONTANA | | | | | | | |
| 2 | Vigilante Elec Coop | OLF | 8,965 | 8,965 | 14,780 | | | 14,780 |
| 3 | Bonneville Power Admin | OLF | | | | | 159,914 | 159,914 |
| 4 | Bonneville Power Admin | OLF | | | | | 749,503 | 749,503 |
| 5 | Southwest Power Pool | FNS | 26,394 | 26,394 | 366,587 | | | 366,587 |
| 6 | Glacier Electric Coop | OLF | 2,647 | 2,647 | 8,365 | | | 8,365 |
| 7 | | | | | | | | |
| 8 | SUPPLY | | | | | | | |
| 9 | Avista Utilities | NF | 1,545 | 1,545 | | 9,405 | | 9,405 |
| 10 | Bonneville Power Admin | NF | 14 | 14 | | 368 | | 368 |
| 11 | Seattle City Light | NF | 957 | 957 | | 1,156 | | 1,156 |
| 12 | | | | | | | | |
| 13 | SOUTH DAKOTA | | | | | | | |
| 14 | East River | FNS | | | 5,069 | | | 5,069 |
| 15 | West Central Elect Coop | FNS | | | -323 | | | -323 |
| 16 | Southwest Power Pool | FNS | | | 4,232,997 | | | 4,232,997 |
| | TOTAL | | 40,522 | 40,522 | 4,627,475 | 10,929 | 909,417 | 5,547,821 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

Depreciation, Depletion and Amortization of Electric Plant (Accts 403, 403.1, 404, and 405) (Except Amortization of Acquisition Adjustments)

1. Report the year to date amounts of depreciation expense, asset retirement cost depreciation, depletion and amortization, except amortization of acquisition adjustments for the accounts indicated and classified according to the plant functional groups described.

| Line No. | Functional Classification (a) | Depreciation Expense (Account 403) (b) | Depreciation Expense for Asset Retirement Costs (Account 403.1) (c) | Amortization of Other Limited-Term Electric Plant (Account 404) (e) | Amortization of Other Electric Plant (Account 405) (e) | Total (f) |
|----------|---------------------------------------------|----------------------------------------------|---------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------------------------------------------------|--------------|
| 1 | Intangible Plant | | | 1,083,494 | | 1,083,494 |
| 2 | Steam Production Plant | 5,012,473 | | | | 5,012,473 |
| 3 | Nuclear Production Plant | | | | | |
| 4 | Hydraulic Production Plant Conv | 7,048,896 | | | | 7,048,896 |
| 5 | Hydraulic Production Plant - Pumped Storage | | | | | |
| 6 | Other Production Plant | 12,763,018 | | 2,652 | | 12,765,670 |
| 7 | Transmission Plant | 16,722,958 | | 368,083 | | 17,091,041 |
| 8 | Distribution Plant | 37,612,857 | | -6,325 | | 37,606,532 |
| 9 | General Plant | 7,543,037 | | | | 7,543,037 |
| 10 | Common Plant | 3,578,827 | | 3,923,692 | | 7,502,519 |
| 11 | TOTAL ELECTRIC (lines 2 through 10) | 90,282,066 | | 5,371,596 | | 95,653,662 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

AMOUNTS INCLUDED IN ISO/RTO SETTLEMENT STATEMENTS

1. The respondent shall report below the details called for concerning amounts it recorded in Account 555, Purchase Power, and Account 447, Sales for Resale, for items shown on ISO/RTO Settlement Statements. Transactions should be separately netted for each ISO/RTO administered energy market for purposes of determining whether an entity is a net seller or purchaser in a given hour. Net megawatt hours are to be used as the basis for determining whether a net purchase or sale has occurred. In each monthly reporting period, the hourly sale and purchase net amounts are to be aggregated and separately reported in Account 447, Sales for Resale, or Account 555, Purchased Power, respectively.

| Line No. | Description of Item(s) (a) | Balance at End of Quarter 1 (b) | Balance at End of Quarter 2 (c) | Balance at End of Quarter 3 (d) | Balance at End of Year (e) |
|----------|--------------------------------------|------------------------------------|------------------------------------|------------------------------------|-------------------------------|
| 1 | Energy | | | | |
| 2 | Net Purchases (Account 555) | | | 29,022,952 | |
| 3 | Net Sales (Account 447) | | | 27,515,827 | |
| 4 | Transmission Rights | | | | |
| 5 | Ancillary Services | | | 29,173 | |
| 6 | Other Items (list separately) | | | | |
| 7 | Day Ahead & Real Time Administration | | | 102,104 | |
| 8 | Market Monitoring and Compliance | | | 14,586 | |
| 9 | | | | | |
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| 45 | | | | | |
| 46 | TOTAL | | | 56,684,642 | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of <u>2019/Q3</u> |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------------------|

MONTHLY PEAKS AND OUTPUT

- (1) Report the monthly peak load and energy output. If the respondent has two or more power systems which are not physically integrated, furnish the required information for each non-integrated system. In quarter 1 report January, February, and March only. In quarter 2 report April, May, and June only. In quarter 3 report July, August, and September only.
- (2) Report on column (b) by month the system's output in Megawatt hours for each month.
- (3) Report on column (c) by month the non-requirements sales for resale. Include in the monthly amounts any energy losses associated with the sales.
- (4) Report on column (d) by month the system's monthly maximum megawatt load (60 minute integration) associated with the system.
- (5) Report on columns (e) and (f) the specified information for each monthly peak load reported on column (d).
- (6) Report Monthly Peak Hours in military time; 0100 for 1:00 AM, 1200 for 12 AM, and 1830 for 6:30 PM, etc.

NAME OF SYSTEM: See footnote

| Line No. | Month (a) | Total Monthly Energy (MWH) (b) | Monthly Non-Requirements Sales for Resale & Associated Losses (c) | MONTHLY PEAK | | |
|----------|-----------|--------------------------------|-------------------------------------------------------------------|------------------------------|------------------|----------|
| | | | | Megawatts (See Instr. 4) (d) | Day of Month (e) | Hour (f) |
| 1 | January | | | | 0 | 0 |
| 2 | February | | | | 0 | 0 |
| 3 | March | | | | 0 | 0 |
| 4 | Total | | | | | |
| 5 | April | | | | 0 | 0 |
| 6 | May | | | | 0 | 0 |
| 7 | June | | | | 0 | 0 |
| 8 | Total | | | | | |
| 9 | July | | | | 0 | 0 |
| 10 | August | | | | 0 | 0 |
| 11 | September | | | | 0 | 0 |
| 12 | Total | | | | | |
| | | | | | | |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

MONTHLY TRANSMISSION SYSTEM PEAK LOAD

(1) Report the monthly peak load on the respondent's transmission system. If the respondent has two or more power systems which are not physically integrated, furnish the required information for each non-integrated system.
(2) Report on Column (b) by month the transmission system's peak load.
(3) Report on Columns (c) and (d) the specified information for each monthly transmission - system peak load reported on Column (b).
(4) Report on Columns (e) through (j) by month the system' monthly maximum megawatt load by statistical classifications. See General Instruction for the definition of each statistical classification.

NAME OF SYSTEM: Montana Operations

| Line No. | Month (a) | Monthly Peak MW - Total (b) | Day of Monthly Peak (c) | Hour of Monthly Peak (d) | Firm Network Service for Self (e) | Firm Network Service for Others (f) | Long-Term Firm Point-to-point Reservations (g) | Other Long-Term Firm Service (h) | Short-Term Firm Point-to-point Reservation (i) | Other Service (j) |
|----------|-------------------------|--------------------------------|----------------------------|-----------------------------|--------------------------------------|----------------------------------------|---------------------------------------------------|-------------------------------------|---------------------------------------------------|----------------------|
| 1 | January | | | | | | | | | |
| 2 | February | | | | | | | | | |
| 3 | March | | | | | | | | | |
| 4 | Total for Quarter 1 | | | | | | | | | |
| 5 | April | | | | | | | | | |
| 6 | May | | | | | | | | | |
| 7 | June | | | | | | | | | |
| 8 | Total for Quarter 2 | | | | | | | | | |
| 9 | July | 1,980 | 15 | 16 | 1,119 | 712 | 215 | | 1,757 | |
| 10 | August | 1,987 | 6 | 17 | 1,093 | 728 | 215 | | 2,497 | |
| 11 | September | 1,877 | 17 | 16 | 1,063 | 677 | 215 | | 4,260 | |
| 12 | Total for Quarter 3 | | | | 3,275 | 2,117 | 645 | | 8,514 | |
| 13 | October | | | | | | | | | |
| 14 | November | | | | | | | | | |
| 15 | December | | | | | | | | | |
| 16 | Total for Quarter 4 | | | | | | | | | |
| 17 | Total Year to Date/Year | | | | 3,275 | 2,117 | 645 | | 8,514 | |
| | | | | | | | | | | |

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|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|
| Name of Respondent NorthWestern Corporation | This Report Is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report End of 2019/Q3 |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------------|

MONTHLY ISO/RTO TRANSMISSION SYSTEM PEAK LOAD

- (1) Report the monthly peak load on the respondent's transmission system. If the Respondent has two or more power systems which are not physically integrated, furnish the required information for each non-integrated system.
(2) Report on Column (b) by month the transmission system's peak load.
(3) Report on Column (c) and (d) the specified information for each monthly transmission - system peak load reported on Column (b).
(4) Report on Columns (e) through (i) by month the system's transmission usage by classification. Amounts reported as Through and Out Service in Column (g) are to be excluded from those amounts reported in Columns (e) and (f).
(5) Amounts reported in Column (j) for Total Usage is the sum of Columns (h) and (i).

NAME OF SYSTEM: South Dakota Operations

| Line No. | Month | Monthly Peak MW - Total | Day of Monthly Peak | Hour of Monthly Peak | Imports into ISO/RTO | Exports from ISO/RTO | Through and Out Service | Network Service Usage | Point-to-Point Service Usage | Total Usage |
|----------|-------------------------|-------------------------|---------------------|----------------------|----------------------|----------------------|-------------------------|-----------------------|------------------------------|-------------|
| | (a) | (b) | (c) | (d) | (e) | (f) | (g) | (h) | (i) | (j) |
| 1 | January | | | | | | | | | |
| 2 | February | | | | | | | | | |
| 3 | March | | | | | | | | | |
| 4 | Total for Quarter 1 | | | | | | | | | |
| 5 | April | | | | | | | | | |
| 6 | May | | | | | | | | | |
| 7 | June | | | | | | | | | |
| 8 | Total for Quarter 2 | | | | | | | | | |
| 9 | July | 331 | 15 | 16 | | | | 342 | 11 | 353 |
| 10 | August | 280 | 6 | 17 | | | | 290 | 10 | 300 |
| 11 | September | 231 | 17 | 16 | | | | 245 | 14 | 259 |
| 12 | Total for Quarter 3 | | | | | | | 877 | 35 | 912 |
| 13 | October | | | | | | | | | |
| 14 | November | | | | | | | | | |
| 15 | December | | | | | | | | | |
| 16 | Total for Quarter 4 | | | | | | | | | |
| 17 | Total Year to Date/Year | | | | | | | 877 | 35 | 912 |
| | | | | | | | | | | |

| | | | |
|--------------------------|----------------------------------------------------------------------------------------------------|----------------------------|-----------------------|
| Name of Respondent | This Report is: | Date of Report | Year/Period of Report |
| NorthWestern Corporation | (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | (Mo, Da, Yr) 09/30/2019 | 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 120 Line No.: 6 Column: b

| | 9/30/2019 | 9/30/2018 |
|---------------------------------------------------------------------|--------------|--------------|
| Other Noncash Charges to Income, Net: | | |
| Amortization of debt issue costs, discount, and deferred hedge gain | 3,482,116 | 3,488,671 |
| Gain on disposition of assets | 0 | (71,229) |
| Other noncash gains | (4,797) | (6,514) |
| Stock based compensation costs | 4,777,848 | 4,935,209 |
| | 8,255,167 | 8,346,137 |
| Other Assets and Liabilities, Net: | | |
| Net change - other current assets | (3,483,798) | (871,539) |
| Net change - accrued utility revenues | 23,842,255 | 30,950,225 |
| Net change - deferred debits | (25,251,662) | 4,988,770 |
| Net change - deferred credits | (11,235,579) | 5,861,328 |
| Net change - noncurrent liabilities | (6,286,374) | (27,615,467) |
| | (22,415,158) | 13,313,317 |

Schedule Page: 120 Line No.: 6 Column: c

Refer to footnote at column (b) line 6 for details.

Schedule Page: 120 Line No.: 18 Column: b

Refer to footnote at column (b) line 6 for details.

Schedule Page: 120 Line No.: 18 Column: c

Refer to footnote at column (b) line 6 for details.

Schedule Page: 120 Line No.: 88 Column: b

The following table provides a reconciliation of cash, cash equivalents, other special funds, and other special deposits reported within the Balance Sheets that sum to the total cash and cash equivalents amount reflected in the Statement of Cash Flows:

| | 9/30/2019 | 12/31/2018 | 9/30/2018 | 12/31/2017 |
|------------------------------|------------|------------|------------|------------|
| Cash (131) | 4,648,200 | 7,419,945 | 6,314,662 | 7,357,801 |
| Working Funds (135) | 23,050 | 23,050 | 23,050 | 23,575 |
| Special Funds (125-128) | 250,000 | 250,000 | 250,000 | 250,000 |
| Other Special Deposits (134) | 7,320,503 | 5,705,336 | 5,420,812 | 1,670,617 |
| Total | 12,241,753 | 13,398,331 | 12,008,524 | 9,301,993 |

Schedule Page: 120 Line No.: 88 Column: c

Refer to footnote at column (b) line 88 for details.

Schedule Page: 120 Line No.: 90 Column: b

Refer to footnote at column (b) line 88 for details.

Schedule Page: 120 Line No.: 90 Column: c

Refer to footnote at column (b) line 88 for details.

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
| Name of Respondent NorthWestern Corporation | This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 122(a)(b) Line No.: 2 Column: f

Reclassifications of net losses on derivative instruments.

Schedule Page: 122(a)(b) Line No.: 3 Column: e

Foreign currency translation adjustment.

Schedule Page: 122(a)(b) Line No.: 7 Column: f

Reclassifications of net losses on derivative instruments.

Schedule Page: 122(a)(b) Line No.: 8 Column: e

Foreign currency translation adjustment.

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
| Name of Respondent NorthWestern Corporation | This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 200 Line No.: 1 Column: e

Reclassifications of net losses on derivative instruments.

Schedule Page: 200 Line No.: 1 Column: f

This column represents the write-down of plant values associated with the 2002 acquisition of Montana Operations, and the reduction from fair value to a regulated basis associated with the transfer of Colstrip Unit 4 to the regulated utility in 2009.

Schedule Page: 200 Line No.: 1 Column: g

This column represents an electric default supply capacity and energy sales agreement classified as a capital lease.

Schedule Page: 200 Line No.: 1 Column: e

Footnote Linked. See note on 200, Row: 1, col/item:

Schedule Page: 200 Line No.: 1 Column: f

Footnote Linked. See note on 200, Row: 1, col/item:

Schedule Page: 200 Line No.: 1 Column: g

Footnote Linked. See note on 200, Row: 1, col/item:

| | | | |
|--------------------------|----------------------------------------------------------------------------------------------------|----------------------------|-----------------------|
| Name of Respondent | This Report is: | Date of Report | Year/Period of Report |
| NorthWestern Corporation | (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | (Mo, Da, Yr) 09/30/2019 | 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 300 Line No.: 21 Column: b

| Other Electric Revenue (456) | YTD September 2019 |
|-----------------------------------------|-------------------------------|
| Ancillary Services: | |
| Scheduling, System Control and Dispatch | \$ 1,723,531 |
| Regulation and Frequency Response | 1,501,117 |
| Energy Imbalance | (1,823,070) |
| Other Transmission Revenue | 151,826 |
| Low Income Housing | 2,240,114 |
| Steam Sales | 716,406 |
| Sale of Materials | 42,315 |
| Miscellaneous | 1,741 |
| | \$ 4,553,980 |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
| Name of Respondent NorthWestern Corporation | This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 328.10 Line No.: 2 Column: n

Firm and Non-Firm Point to Point Transmission Service

Schedule Page: 328.10 Line No.: 3 Column: n

Network Integration Transmission Service

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
| Name of Respondent NorthWestern Corporation | This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report 2019/Q3 |
| FOOTNOTE DATA | | | |

| |
|-------------------------------------------------|
| Schedule Page: 332 Line No.: 3 Column: g |
| Monthly system usage fee |
| Schedule Page: 332 Line No.: 4 Column: g |
| Monthly system usage fee. |

| | | | |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|----------------------------------|
| Name of Respondent NorthWestern Corporation | This Report is: (1) <input checked="" type="checkbox"/> An Original (2) <input type="checkbox"/> A Resubmission | Date of Report (Mo, Da, Yr) 09/30/2019 | Year/Period of Report 2019/Q3 |
| FOOTNOTE DATA | | | |

Schedule Page: 399 Line No.: 12 Column: b

Montana Operations

| Monthly Peak Loads and Energy Output (a) | Jul-19 (b) | Aug-19 (c) | Sep-19 (d) | Total (e) |
|------------------------------------------------|---------------|---------------|---------------|--------------|
| Total Monthly Energy (MWH) | 617,291 | 661,246 | 665,144 | 1,943,681 |
| Monthly Non-Requirement Sales for Resale (MWH) | 98,075 | 97,091 | 105,059 | 300,225 |
| Monthly Peak MW | 2,195 | 2,202 | 2,092 | 6,489 |
| Day of Month Peak | 7/23/19 | 8/5/19 | 9/4/19 | N/A |
| Hour of Monthly Peak | 17:00 | 17:00 | 17:00 | N/A |

South Dakota Operations

| Monthly Peak Loads and Energy Output (a) | Jul-19 (b) | Aug-19 (c) | Sep-19 (d) | Total (e) |
|------------------------------------------------|---------------|---------------|---------------|--------------|
| Total Monthly Energy (MWH) | 131,479 | 145,126 | 178,348 | 454,953 |
| Monthly Non-Requirement Sales for Resale (MWH) | | | | |
| Monthly Peak MW | 331 | 280 | 231 | 842 |
| Day of Month Peak | 7/15/19 | 8/6/19 | 9/17/19 | N/A |
| Hour of Monthly Peak | 16:00 | 17:00 | 16:00 | N/A |