

PaulHastings

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AUG 14 2002

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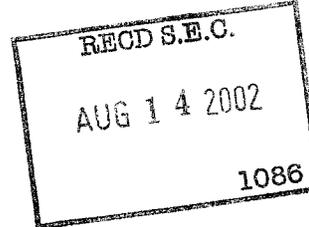
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August 14, 2002

VIA HAND DELIVERY

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC, 20549-0609



31259.00003

Re: NorthWestern Corporation - Sworn Statements Pursuant to Section 21(a)(1) of
the Securities Exchange Act of 1934

Dear Mr. Katz:

On behalf of our client, NorthWestern Corporation (the "Company"), please find enclosed the sworn statements of each of Merle D. Lewis, the Chief Executive Officer, and Kipp D. Orme, the Chief Financial Officer, of the Company as required pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934, as amended, relating to the Company's annual report for the year ended December 31, 2001 on Form 10-K, and all reports on Form 10-Q, reports on Form 8-K, definitive proxy materials and any amendments thereto filed with the Securities and Exchange Commission subsequent to such Form 10-K.

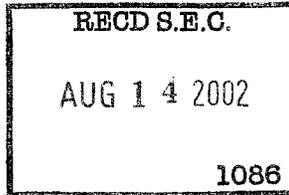
Please date stamp a copy of this letter to evidence receipt of the foregoing sworn statements, and return the signed copy of this letter to our messenger.

Please direct any inquiries regarding this filing to the undersigned at the number listed above.

Very truly yours,

Charles A. Patrizia
of PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures



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Exhibit A

OMB Number: 3235-0569
Expires: January 31, 2003

Statement Under Oath of Principal Executive Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Merle D. Lewis, state and attest that:

1. To the best of my knowledge, based upon a review of the covered reports of NorthWestern Corporation, and, except as corrected or supplemented in a subsequent covered report:
 - (a) no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - (b) no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
2. I have reviewed the contents of this statement with NorthWestern Corporation's audit committee.
3. In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - (a) the annual report on Form 10-K of NorthWestern Corporation for the year ended December 31, 2001;
 - (b) all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of NorthWestern Corporation filed with the Securities and Exchange Commission subsequent to the filing of the Form 10-K identified above; and
 - (c) any amendments to any of the foregoing.

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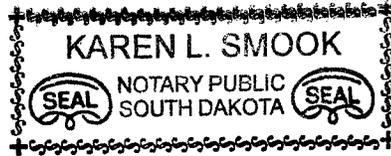
Merle D. Lewis
Chief Executive Officer
Dated: August 14, 2002

Subscribed and sworn to before me
this 14th day of August, 2002.



Karen L. Smook

My Commission Expires: 7-12-2005



STATE OF SOUTH DAKOTA
COUNTY OF MINNEHAHA