

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 62007 / April 29, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13874**

**In the Matter of**

**Bart A. Thielbar**

**Respondent.**

**ORDER INSTITUTING CEASE-AND-DESIST  
PROCEEDINGS PURSUANT TO SECTION  
21C OF THE SECURITIES EXCHANGE ACT  
OF 1934, MAKING FINDINGS, AND  
IMPOSING A CEASE-AND-DESIST ORDER**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”), against Bart A. Thielbar (“Thielbar” or “Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-and-Desist Order (“Order”) , as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds<sup>1</sup> that:

1. From approximately April 2000 through approximately mid-June, 2002, Thielbar was a Vice President of NorthWestern Services Group, Inc., a wholly owned subsidiary of NorthWestern Corporation ("NorthWestern") that oversaw an operating division of NorthWestern known as NorthWestern Communications Solutions ("NCS"). Part of Thielbar's duties included oversight of the operations of NCS.

2. NCS misstated its margins for the fourth quarter of 2001, the first quarter of 2002 and the first half of 2002. As a result of accounting errors at NCS and other subsidiaries and divisions at NorthWestern, NorthWestern materially misstated its income in its annual report on Form 10-K for the fiscal year ended December 31, 2001, in its quarterly reports on Form 10-Q for the first two quarters of fiscal year 2002, and in its reports on Form 8-K containing income statements for the fourth quarter of 2001, the first quarter of 2002, and the first half of 2002.

3. NCS misstated its margins as a result of improper revenue recognition, whereby revenue was recorded for transactions (a) in some cases, before NCS had obtained commitments from customers, and (b) in some cases, in percentage amounts greater than the percentage of work actually completed. During the period that Thielbar had oversight responsibility over NCS, Thielbar failed to identify these accounting problems. As a result of this and failures by others with responsibility for the accounting at NCS, the accounting problems were not corrected by NCS on a timely basis.

4. As a result of the conduct described above, NorthWestern violated Section 13(a) of the Exchange Act and Rules 13a-1, 13a-11, 13a-13 and 12b-20 thereunder, which require every issuer of a security registered pursuant to Section 12 of the Exchange Act to file with the Commission such information, documents, and annual, quarterly and current reports as the Commission may require, and which mandate that periodic reports contain such further material information as may be necessary to make the required statements not misleading.

5. As a result of the conduct described above, NorthWestern violated Section 13(b)(2)(A) of the Exchange Act, which requires reporting companies to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect their transactions and dispositions of their assets.

6. Thielbar's conduct described above was a cause of these violations by NorthWestern.

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<sup>1</sup> The findings herein are made pursuant to Respondent's Offer of Settlement and are not binding on any other person or entity in this or any other proceeding.

#### **IV.**

In view of the foregoing, the Commission deems it appropriate to impose the sanctions agreed to in Respondent Thielbar's Offer.

Accordingly, it is hereby ORDERED that:

Pursuant to Section 21C of the Exchange Act, Respondent Thielbar cease and desist from causing any violations and any future violations of Sections 13(a) and 13(b)(2)(A) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder.

By the Commission.

Elizabeth M. Murphy  
Secretary

Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Cease-And-Desist Proceedings Pursuant to Section 21C of the Securities Exchange Act of 1934, Making Findings, and Imposing a Cease-And-Desist Order (“Order”), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

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