

**COURT OF CHANCERY
OF THE
STATE OF DELAWARE**

WILLIAM B. CHANDLER III
CHANCELLOR

COURT OF CHANCERY COURTHOUSE
34 THE CIRCLE
GEORGETOWN, DELAWARE 19947

Submitted: February 22, 2006

Decided: February 23, 2006

Allen M. Terrell, Jr.
Daniel M. Silver
Richards, Layton & Finger
920 North King Street
Wilmington, DE 19801

Stephen E. Jenkins
Richard D. Heins
Philip Trainer, Jr.
Ashby & Geddes
P.O. Box 1150
Wilmington, DE 19899

Re: *Harbinger Capital Partners Master Fund I,
Ltd. v. Northwestern Corporation, et al.*
Civil Action No. 1937-N

Dear Counsel:

This will confirm my decision to deny the motion to expedite. I have reviewed your written submissions with regard to plaintiff's application to schedule an expedited preliminary injunction hearing. Plaintiff, Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"), wishes to hold a shareholder referendum measuring shareholder support for a possible sale of the Company and to conduct a proxy contest to replace the current board of directors of Northwestern Corporation. Harbinger also seeks a preliminary injunction prohibiting the directors of Northwestern Corporation from triggering the Company's poison pill on the basis of either of these actions.

Harbinger argues that an expedited hearing is warranted because without an expedited hearing it will suffer irreparable harm. Harbinger wishes to mount its proxy contest at the next shareholder meeting, which is likely to occur in June or July of this year. Pursuant to Northwestern's advance notice bylaw, plaintiff is required to identify its slate of proposed board candidates three months in advance of the meeting. These facts tend to show that there is a risk of irreparable harm. There is a parallel proceeding, however, currently underway in the United States District Court, District

of South Dakota. The federal class action also includes a derivative claim challenging the Company's recent adoption of and failure to redeem its poison pill. Trial in the Federal District Court is scheduled to begin in mid-March.

Based on the existence of a pending federal case that may moot the issues here, and based on defendants' agreement in a February 22, 2006 letter to this Court to extend the notice requirement in the event the Federal Court action does not resolve the issues posed in this litigation, I conclude that there is not an exigent circumstance that warrants inflicting upon the parties the costs of an expedited injunctive proceeding. This Court is also cognizant of the judicial economy and comity concerns where parallel actions are proceeding.

If the Federal Court action does not resolve the issues posed in this litigation, plaintiff is entitled to file a new motion for an expedited hearing. In that event, this Court will be free to use its equitable powers, if necessary, to remedy harms caused by the Court's decision to defer to the District Court at this juncture.

Very truly yours,

A handwritten signature in cursive script that reads "William B. Chandler III". The signature is written in black ink and includes a horizontal line under the "III" at the end.

William B. Chandler III

WBCIII:wbg