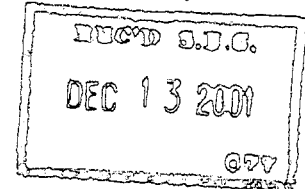


tel: 212.656.5026
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pmadho@nysc.com



1-16843



December 13, 2001

Ms. Krista M. Hughes
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549

PROCESSED
JAN 29 2002
THOMSON
FINANCIAL

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, NorthWestern Capital Financing II, % Trust Preferred Securities (and the Guarantee by NorthWestern Corporation with respect thereto) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on December 13, 2001. Tentative listing date - Not yet determined.

Sincerely,

A handwritten signature in cursive script that reads "Paras Madho".