

Manager  
Securities Operations

20 Broad Street  
New York, NY 10005



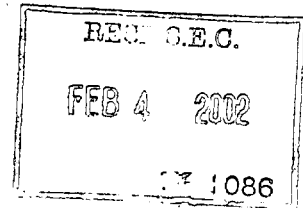
02029405

tel: 212.656.5026  
fax: 212.656.5893  
pmadho@nyse.com

1-31229



February 4, 2002



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  
APR 17 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 III, 8.10% Trust Preferred Securities of NorthWestern Capital Financing III and the Guarantee by NorthWestern Corporation with respect thereto and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on February 4, 2002. Tentative listing date – Not yet determined.

Sincerely,

*Paras Elasho*