

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, and the findings contained in Section III.D. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

A. Fresia, age 52, is and has been a certified public accountant holding an inactive license to practice in the State of Colorado. Fresia served as the chief financial officer of the Expanets, Inc. (“Expanets”) subsidiary of NorthWestern Corporation (“NorthWestern”) from April 2002 through May 2003.

B. NorthWestern was, at all relevant times, a Delaware corporation with its principal place of business in Sioux Falls, South Dakota. NorthWestern operates a regulated utility business in South Dakota, Nebraska and Montana. During the period of conduct described herein, NorthWestern consolidated the financial results of Expanets. At all relevant times, NorthWestern’s common stock was registered with the Commission pursuant to Section 12(b) of the Securities Exchange Act of 1934 (“Exchange Act”), and traded on the New York Stock Exchange.

C. Expanets, formerly headquartered in Englewood, Colorado, provided networked telecommunications equipment and services to medium-sized businesses nationwide. Expanets was comprised of approximately 26 small telecommunications equipment resellers and a former sales division of Lucent Technologies. NorthWestern wrote off substantially all of its investment in Expanets in its 2002 Form 10-K and announced its intent to sell Expanets in April 2003. In the second quarter of 2003, Expanets’ operations were discontinued, and in May 2004, Expanets filed for bankruptcy. Proceeds from the sale of Expanets’ assets were distributed in bankruptcy.

D. On July 23, 2007, the Commission filed a complaint against Fresia in Securities and Exchange Commission v. Richard E. Fresia, Civil Action Number 1:07-CV-01549-JKL-BNB in the United States District Court for the District of Colorado. On February 22, 2008 the court entered a final judgment permanently enjoining Fresia, by consent, from future violations of Section 13(b)(5) of the Exchange Act and Rule 13b2-1 thereunder, and aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-11 and 13a-13 thereunder. Fresia was also ordered to pay a \$20,000 civil money penalty.

E. The Commission's Complaint alleged, among other things, that during the second and third quarters of 2002, Respondent participated in concealing from the public Expanets' ongoing operational problems and poor financial performance. First, the Complaint alleged that Respondent knew that Expanets improperly accounted for accounts receivable and adjustments to customers' bills, causing overstatements of NorthWestern's reported income from continuing operations of 90% and 109% in the second and third quarters of 2002, respectively. Second, the Commission's Complaint alleged that Respondent knew that NorthWestern had not disclosed the nature of Expanets' reported income during the second and third quarters of 2002, including the magnitude of Expanets' reserve reductions and its receipt of unusual non-compete payments. Finally, the Commission's Complaint alleged that the misstatement of Expanets' and NorthWestern's financial results facilitated more than \$800 million in securities offerings by NorthWestern in September and October 2002, including an \$87.5 million equity offering that raised badly needed operating capital for the company.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Respondent is suspended from appearing or practicing before the Commission as an accountant.

B. After three years from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms

of or potential defects in the Respondent's or the firm's quality control system that would indicate that the Respondent will not receive appropriate supervision.

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Nancy M. Morris
Secretary