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November 23, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of November 23, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Master Lease Agreement previously filed with the Board under Recordation Number 20267.

The name and address of the party to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC  
107 Doubletree Drive  
Venetia, PA 15367

A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the Memorandum of Master Lease Agreement filed under Recordation Number 20267 are TERMINATED.

A short summary of the document to appear in the index is:

Notice of Full Termination of Lease.

Chief, Section of Administration  
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Also enclosed is a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

NOTICE OF FULL TERMINATION OF LEASE

The undersigned, BANC OF AMERICA LEASING & CAPITAL LLC, successor by merger to Fleet Capital Corporation, Lessor, publishes this notice that the certain Lease Schedule No. 32085-01 pursuant to that certain Master Equipment Lease Agreement dated as of March 18, 1996 between Banc of America Leasing & Capital LLC, as lessor ("Lessor"), and Otter Tail Power Company, NorthWestern Corporation f/k/a Northwestern Public Service Company and MDU Resources Group, Inc. acting by and through its division Montana-Dakota Utilities Co, (collectively "Lessee"), as lessee, as subsequently amended or modified (the "Lease"), is hereby fully terminated except with respect to those obligations, if any, of Lessor and Lessee under the Lease which expressly survive any termination thereof.

A Memorandum of Master Lease Agreement with respect to the Lease was originally filed with the Surface Transportation Board ("STB") on September 18, 1996 at 11:15 am under Recordation No. 20267. This document terminates the Lease as to all the railcars described in Recordation Number 20267.

I certify that I hold the title set forth below, that this instrument was signed on behalf of BANC OF AMERICA LEASING & CAPITAL LLC by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of BANC OF AMERICA LEASING & CAPITAL LLC. I further declare under penalty of perjury that the foregoing is true and correct.

BANC OF AMERICA LEASING & CAPITAL LLC,

By:   
\_\_\_\_\_

Printed Name: Michael F. Marks

Title: Vice President – Equipment Management

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: November 23, 2016

*Edward M. Luria*

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Edward M. Luria