

RECORDATION NO. 20267-B
FILED SEPTEMBER 27, 2016 2:09 PM
LAW OFFICES OF SURFACE TRANSPORTATION BOARD
LOUIS E. GITOMER, LLC

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September 27, 2016

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301. The document is a Partial Lease Termination, a secondary document, dated as of September 27, 2016. The primary document to which this is connected is recorded under Recordation No. 20267. We request that this document be recorded under Recordation No. 20267-B

The names and addresses of the parties to the Partial Lease Termination are:

Lessor:

Banc of America Leasing & Capital, LLC, successor by merger to Fleet Capital Corporation
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessees:

Otter Tail Power Company
215 South Cascade Street
Fergus Falls, MN 56538-0496

Ms. Cynthia T. Brown

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Northwestern Corporation
3010 W. 69th Street
Sioux Falls, SD 57108

MDU Resources Group, Inc., acting by and through its division Montana-Dakota
Utilities Co.
400 North Fourth Street
Bismarck, ND 58501

A description of the equipment covered by the Partial Lease Termination consists of 12 gondola rail cars numbered BSPX 1612-1614, inclusive, and 1616-1623, inclusive.

A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Partial Lease Termination between Banc of America Leasing & Capital, LLC, successor by merger to Fleet Capital Corporation, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Otter Tail Power Company, 215 South Cascade Street, Fergus Falls, MN 56538-0496, Northwestern Corporation, 3010 W. 69th Street, Sioux Falls, SD 57108, and MDU Resources Group, Inc., acting by and through its division Montana-Dakota Utilities Co., 400 North Fourth Street, Bismarck, ND 58501, covering 12 gondola rail cars numbered BSPX 1612-1614, inclusive, and 1616-1623, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

PARTIAL LEASE TERMINATION

This Partial Lease Termination, dated as of September 27, 2016, is between Banc of America Leasing & Capital, LLC, successor by merger to Fleet Capital Corporation (“BALC”), as 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 “Lessees”), as lessees.

WHEREAS, BALC and Lessees entered into a Lease Schedule No. 32085-01 pursuant to that certain Master Equipment Lease Agreement and a Memorandum of Master Equipment Lease Agreement dated as of March 18, 1996 (collectively, the “Lease”), which was recorded at the Surface Transportation Board on September 18, 1996 at 11:15 am under Recordation No. 20267, including the twelve (12) railcars identified on the Attachment (the “Released Cars”); and

WHEREAS, the duties and obligations of the parties to the Lease with respect to the Released Cars have been satisfied and discharged; and

WHEREAS, as of the date hereof, all amounts due for the Released Cars under the Lease have been paid in full; and

WHEREAS, this Partial Lease Termination does not apply to any railcar subject to the Lease other than the Released Cars.

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and the authority to issue and execute this document, intending to be legally bound, BALC and Lessees hereby terminate and cancel the Lease with respect to the Released Cars as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

This Partial Lease Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Partial Lease Termination to be duly executed as of the date hereinabove first written.

BANC OF AMERICA LEASING &
CAPITAL, LLC, successor by merger to
FLEET CAPITAL CORPORATION,
as lessor

OTTER TAIL POWER COMPANY,
as lessee

By: Terry D. Hunter

By: _____

Name: Terry D. Hunter

Name: _____

Title: Vice President

Title: _____

NORTHWESTERN CORPORATION,
as lessee

By: _____

Name: _____

Title: _____

MDU RESOURCES GROUP, INC.
acting by and through its division
MONTANA-DAKOTA UTILITIES CO.,
as lessee

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Partial Lease Termination to be duly executed as of the date hereinabove first written.

BANC OF AMERICA LEASING &
CAPITAL, LLC, successor by merger to
FLEET CAPITAL CORPORATION,
as lessor

OTTER TAIL POWER COMPANY,
as lessee

By: _____

By: Brian Carlson

Name: _____

Name: Brian Carlson

Title: _____

Title: Assistant Treasurer

NORTHWESTERN CORPORATION,
as lessee

By: _____

Name: _____

Title: _____

MDU RESOURCES GROUP, INC.
acting by and through its division
MONTANA-DAKOTA UTILITIES CO.,
as lessee

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Partial Lease Termination to be duly executed as of the date hereinabove first written.

BANC OF AMERICA LEASING &
CAPITAL, LLC, successor by merger to
FLEET CAPITAL CORPORATION,
as lessor

OTTER TAIL POWER COMPANY,
as lessee

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

NORTHWESTERN CORPORATION,
as lessee

By: John H. Brown

Name: John H. Brown

Title: VP Security

MDU RESOURCES GROUP, INC.
acting by and through its division
MONTANA-DAKOTA UTILITIES CO.,
as lessee

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this Partial Lease Termination to be duly executed as of the date hereinabove first written.

BANC OF AMERICA LEASING &
CAPITAL, LLC, successor by merger to
FLEET CAPITAL CORPORATION,
as lessor

OTTER TAIL POWER COMPANY,
as lessee

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

NORTHWESTERN CORPORATION,
as lessee

By: _____

Name: _____

Title: _____

MDU RESOURCES GROUP, INC.
acting by and through its division
MONTANA-DAKOTA UTILITIES CO.,
as lessee

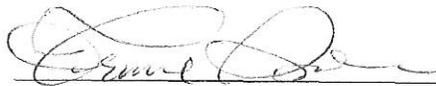
xl By:  _____

Name: Jay Skabo _____

Title: Vice President - Electric Supply _____

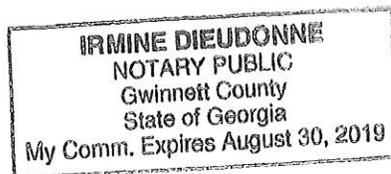
STATE OF Georgia)
) ss.
County of Gwinnett)

On this 20 day of September, 2016, before me, the undersigned Notary Public, personally appeared Terry D. Hunter personally known to me to be the person who executed the within instrument as Vice President on behalf of Banc of America Leasing & Capital, LLC, successor by merger to Fleet Capital Corporation, and acknowledged to me that the limited liability company executed it.



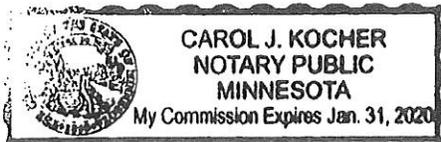
Notary Public for GA

My Commission expires Aug 30, 2019



STATE OF MINNESOTA)
) ss.
County of OTTER TAIL)

On this 19th day of September, 2016, before me, the undersigned Notary Public, personally appeared Brian Carlson personally known to me to be the person who executed the within instrument as Assistant Treasurer on behalf of the Otter Tail Power Company, and acknowledged to me that the corporation executed it.



Carol J. Kocher
Notary Public for Minnesota
My Commission expires Jan. 31, 2020

STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of NorthWestern Corporation, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of MDU Resources Group, Inc. acting by and through its division Montana-Dakota Utilities Co., and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

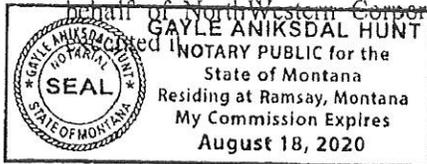
STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the Otter Tail Power Company, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF Montana)
) ss.
County of Silver Bow)

On this 22nd day of September, 2016, before me, the undersigned Notary Public, personally appeared John Hines personally known to me to be the person who executed the within instrument as Vice President on behalf of North Western Corporation, and acknowledged to me that the corporation



Gayle Aniksdal Hunt
Notary Public for _____
My Commission expires _____

STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of MDU Resources Group, Inc. acting by and through its division Montana-Dakota Utilities Co., and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the Otter Tail Power Company, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF _____)
) ss.
County of _____)

On this ___ day of September, 2016, before me, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of NorthWestern Corporation, and acknowledged to me that the corporation executed it.

Notary Public for _____
My Commission expires _____

STATE OF NORTH DAKOTA)
) ss.
County of Burleigh)

On this 22 day of September, 2016, before me, the undersigned Notary Public, personally appeared Jay Skabo personally known to me to be the person who executed the within instrument as Vice President - Electric Supply on behalf of MDU Resources Group, Inc. acting by and through its division Montana-Dakota Utilities Co., and acknowledged to me that the corporation executed it.

Demp Schubert
Notary Public for North Dakota, Burleigh County
My Commission expires 12/31/18

DENYS SCHWARTZ
Notary Public
State of North Dakota
My Commission Expires December 31, 2018

ATTACHMENT

The twelve (12) released cars are as follows:

BSPX 1612 through 1614, inclusive, BSPX 1616 through 1623, inclusive and BSPX 1748.