

RECORDATION NO. 20267-C  
FILED SEPTEMBER 27, 2016 2:11 PM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**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 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-A. We request that this document be recorded under Recordation No. 20267-C

The names and addresses of the parties to the 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

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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 Lease Termination consists of 125  
gondola rail cars numbered BSPX 1612-1614, inclusive, 1616-1643, inclusive, 1645,  
1647-1677, inclusive, 1679-1682, inclusive, 1685, 1686, 1688-1690, inclusive, 1692-  
1704, inclusive, 1707-1735, inclusive, 1737-1739, inclusive, 1741-1743, inclusive, 1745,  
1746, and 1748-1750, 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

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A short summary of the document to appear in the index follows: a 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 125 gondola rail cars numbered BSPX 1612-1614, inclusive, 1616-1643, inclusive, 1645, 1647-1677, inclusive, 1679-1682, inclusive, 1685, 1686, 1688-1690, inclusive, 1692-1704, inclusive, 1707-1735, inclusive, 1737-1739, inclusive, 1741-1743, inclusive, 1745, 1746, and 1748-1750, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**LEASE TERMINATION**

This 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. 32085-02 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-A, including 125 Gondola Cars numbered BSPX 1624-1746, inclusive, 1749, and 1750 (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.

**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 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 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  
Name: Terry D. Hunter  
Title: Vice President

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
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 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 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 Hines

Name: John Hines

Title: VP Supply

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 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

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

*re* Name: Jay Skabo \_\_\_\_\_

Title: Vice President - Electric Supply \_\_\_\_\_

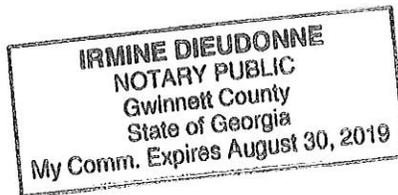
STATE OF Georgia )  
 ) ss.  
County of Gwinnett )

On this 20 day of September, 2016, before me, the undersigned Notary Public, personally appeared Terni 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.



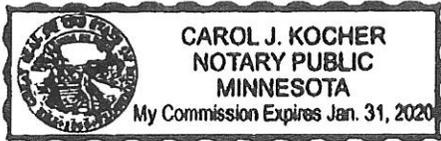
Notary Public for GA

My Commission expires Aug 30, 2019



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

On this 19<sup>th</sup> 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 \_\_\_\_\_

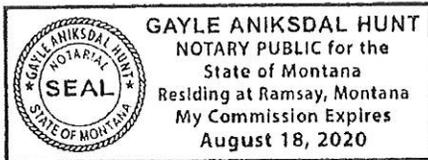
STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

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 23<sup>rd</sup> day of September, 2016, before me, the undersigned Notary Public, personally appeared John Lino personally known to me to be the person who executed the within instrument as Vice President on behalf of NorthWestern Corporation, and acknowledged to me that the corporation executed it.



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 \_\_\_\_\_

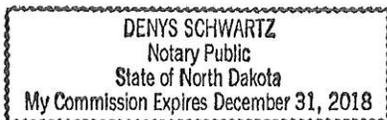
STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )

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 30 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.



Denys Schwartz  
Notary Public for North Dakota, Burleigh County  
My Commission expires 12/31/18