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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 Memorandum of Lease Agreement, a primary document, dated as of September 27, 2016. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Midwest Railcar Corporation  
300 Redland Court, #213  
Owings Mills, MD 21117

Lessees:

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

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

Ms. Cynthia T. Brown  
September 27, 2016  
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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 Memorandum of Lease Agreement 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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Midwest Railcar Corporation, 300 Redland Court, #213, Owings Mills, MD 21117, 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

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MEMORANDUM OF LEASE AGREEMENT

dated as of September 27, 2016

between

OTTER TAIL POWER COMPANY,  
NORTHWESTERN CORPORATION  
AND

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

and

MIDWEST RAILCAR CORPORATION,  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on September \_\_, 2016 at \_\_\_\_:\_\_\_\_.m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 27, 2016, by and between OTTER TAIL POWER COMPANY, NORTHWESTERN CORPORATION and MDU RESOURCES GROUP, INC. acting by and through its division MONTANA-DAKOTA UTILITIES CO. ("Lessee") and MIDWEST RAILCAR CORPORATION ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All such Railcars are more fully described in that certain Schedule No. 32085-03 dated as of September 27, 2016 and executed pursuant to, and incorporating by reference the terms and conditions of, that certain Master Equipment Lease Agreement No. 32085 dated as of March 18, 1996 (the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

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

Name: Richard M. Folio

Title: Executive Vice President

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

OTTER TAIL POWER COMPANY

By: Brian Carlson

Name: Brian Carlson

Title: Assistant Treasurer

NORTHWESTERN CORPORATION

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

Name:

Title:

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

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

Name:

Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

OTTER TAIL POWER COMPANY

By: \_\_\_\_\_  
Name:  
Title:

NORTHWESTERN CORPORATION

By: John Henry  
Name: John Henry  
Title: VP General

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

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

OTTER TAIL POWER COMPANY

By: \_\_\_\_\_  
Name:  
Title:

NORTHWESTERN CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

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

*xl* By:  \_\_\_\_\_  
Name: Jay Skabo  
Title: Vice President - Electric Supply

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

I HEREBY CERTIFY, that on this 29<sup>th</sup> day of ~~August~~<sup>July</sup>, 2016, before me, the undersigned, a Notary Public of the State of Maryland, personally appeared Richard M. Folio, who acknowledged himself to be the Executive Vice President of MIDWEST RAILCAR CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Executive Vice President of said company by signing the name of the company by himself as the Executive Vice President.

AS WITNESS my hand and notarial seal.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires ~~September 20, 2016~~

  
\_\_\_\_\_  
Notary Public

My commission expires: 7/8/18.

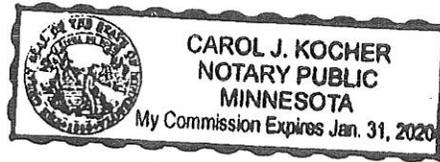
STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF OTTER TAIL )

I HEREBY CERTIFY, that on this 19<sup>th</sup> day of September, 2016, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Brian Carlson, who acknowledged himself to be the Assistant Treasurer of OTTER TAIL POWER COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Treasurer of said company by signing the name of the company by himself as the Assistant Treasurer.

AS WITNESS my hand and notarial seal.

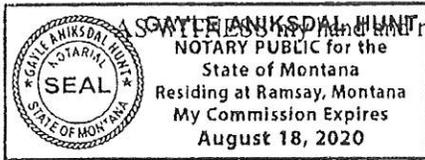
Carol J. Kocher  
Notary Public

My commission expires: Jan. 31, 2020



STATE OF Montana )  
 ) ss.  
COUNTY OF Silver Bow )

I HEREBY CERTIFY, that on this 22nd day of September, 2016, before me, the undersigned, a Notary Public of the State of Montana, personally appeared John Sales, who acknowledged himself to be the Vice President of NORTHWESTERN CORPORATION, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said company by signing the name of the company by himself as the Vice President.



in presence of \_\_\_\_\_ notarial seal.

Gayle Anksdal Hunt  
Notary Public

My commission expires: 08-18-2020.

STATE OF NORTH DAKOTA )  
 ) ss.  
COUNTY OF BURLEIGH )

I HEREBY CERTIFY, that on this 22 day of September, 2016, before me, the undersigned, a Notary Public of the State of North Dakota, personally appeared Jay Skabo, who acknowledged himself to be the Vice President - Electric Supply of MDU RESOURCES GROUP, INC. acting by and through its division MONTANA-DAKOTA UTILITIES CO., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President - Electric Supply of said company by signing the name of the company by himself as the Vice President - Electric Supply

AS WITNESS my hand and notarial seal.

  
\_\_\_\_\_  
Notary Public

My commission expires: 12/31/18.

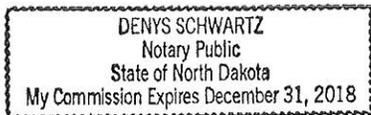


EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS

One Hundred Twenty-Five (125) railcars, bearing the following reporting marks and numbers:

| <u>Car Mark</u><br><u>BSPX</u> |
|--------------------------------|--------------------------------|--------------------------------|--------------------------------|--------------------------------|
| 1612                           | 1638                           | 1665                           | 1695                           | 1722                           |
| 1613                           | 1639                           | 1666                           | 1696                           | 1723                           |
| 1614                           | 1640                           | 1667                           | 1697                           | 1724                           |
| 1616                           | 1641                           | 1668                           | 1698                           | 1725                           |
| 1617                           | 1642                           | 1669                           | 1699                           | 1726                           |
| 1618                           | 1643                           | 1670                           | 1700                           | 1727                           |
| 1619                           | 1645                           | 1671                           | 1701                           | 1728                           |
| 1620                           | 1647                           | 1672                           | 1702                           | 1729                           |
| 1621                           | 1648                           | 1673                           | 1703                           | 1730                           |
| 1622                           | 1649                           | 1674                           | 1704                           | 1731                           |
| 1623                           | 1650                           | 1675                           | 1707                           | 1732                           |
| 1624                           | 1651                           | 1676                           | 1708                           | 1733                           |
| 1625                           | 1652                           | 1677                           | 1709                           | 1734                           |
| 1626                           | 1653                           | 1679                           | 1710                           | 1735                           |
| 1627                           | 1654                           | 1680                           | 1711                           | 1737                           |
| 1628                           | 1655                           | 1681                           | 1712                           | 1738                           |
| 1629                           | 1656                           | 1682                           | 1713                           | 1739                           |
| 1630                           | 1657                           | 1685                           | 1714                           | 1741                           |
| 1631                           | 1658                           | 1686                           | 1715                           | 1742                           |
| 1632                           | 1659                           | 1688                           | 1716                           | 1743                           |
| 1633                           | 1660                           | 1689                           | 1717                           | 1745                           |
| 1634                           | 1661                           | 1690                           | 1718                           | 1746                           |
| 1635                           | 1662                           | 1692                           | 1719                           | 1748                           |
| 1636                           | 1663                           | 1693                           | 1720                           | 1749                           |
| 1637                           | 1664                           | 1694                           | 1721                           | 1750                           |