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2-070A037

RECORDATION NO 17726-A  
FILED 1425  
MAR 10 1992 11:35 AM  
INTERSTATE COMMERCE COMMISSION

March 10, 1992

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO 17726  
FILED 1425  
MAR 10 1992 11:35 AM  
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are two executed counterparts each of (i) Equipment Leasing Agreement ("Lease") between BOT Financial Corporation, a Delaware corporation ("Lessor") and Northern States Power Company, a Minnesota corporation ("Lessee"), a primary document, dated as of January 15, 1992; and (ii) Lease Supplement No. 1 between Lessor and Lessee relating to the aforesaid Lease, a secondary document, dated March 10, 1992.

The names and addresses of the parties to the enclosed documents are as follows:

Equipment Leasing Agreement and Lease Supplement No. 1

LESSOR: BOT Financial Corporation  
125 Summer Street  
Boston, MA 02110

LESSEE: Northern States Power Company  
414 Nicollet Mall  
Minneapolis, MN 55401

A general description of the railroad equipment covered by the enclosed documents is as follows:

MAR 10 11 27 AM '92  
MAIL ROOM UNIT

*Handwritten signature/initials on the left margin.*

DONELAN, CLEARY, WOOD & MASER, P. C.  
Letter to Secretary Strickland  
March 10, 1992  
Page 2

Two hundred twenty (220) 4,155 Cubic Foot, 5 Pocket, Aluminum Body-Steel Underframe Mechanized Rapid Discharge II Coal Cars, Trinity Industries, Inc. design number HK-40103, car numbers NSPX 91001-91220

The undersigned is the attorney-in-fact of BOT Financial Corporation, Northern States Power Company and Aid Association for Lutherans mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the extra copies of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005, or to the bearer hereof.

Also enclosed is a remittance in the amount of \$32.00 for the required recording fees.

A short summary of the documents to appear in the index follows:

Equipment Leasing Agreement, dated as of January 15, 1992, between BOT Financial Corporation ("Lessor") and Northern States Power Company ("Lessee") and Lease Supplement No. 1, dated March 10, 1992, between Lessor and Lessee, relating to two hundred twenty (220) 4,155 Cubic Foot, 5 Pocket, Aluminum Body-Steel Underframe Mechanized Rapid Discharge II Coal Cars, Trinity Industries, Inc. design number HK-40103, car numbers NSPX 91001-91220.

Very truly yours,

BOT FINANCIAL CORPORATION  
NORTHERN STATES POWER COMPANY

By:   
John K. Maser III  
Attorney-In-Fact

Interstate Commerce Commission  
Washington, D.C. 20423

3/10/92

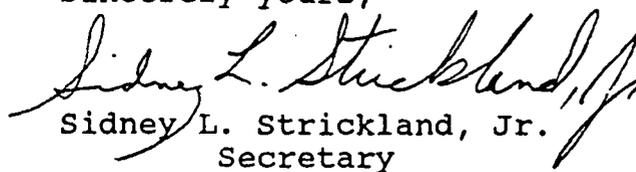
OFFICE OF THE SECRETARY

John K. Maser  
Donelan Cleary, Wood & Maser  
1275 K Street N.W. Suite 850  
Washington, D.C. 20005-4078

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/10/92 at 11:35am, and assigned recordation number(s). 17726 & 17726-A 17727

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

MAR 10 1992 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1

This Lease Supplement is executed pursuant to, and incorporates by reference all of the terms, conditions and provisions of, the Equipment Leasing Agreement dated as of January 15, 1992 between the undersigned Lessor and Lessee (herein, as amended and supplemented from time to time, called the " Lease"). Lessee hereby (a) acknowledges and certifies that (i) each Item of Equipment described below or on any Schedule attached hereto has been selected by, delivered to, and inspected by, Lessee, and is located at the location set forth below, (ii) Lessee has reviewed and approved the purchase order, supply contract or purchase agreement covering each such Item, and (iii) that as between Lessor and Lessee, each such Item is of a size, design, capacity and manufacture acceptable to and suitable for Lessee's purposes, has been installed to Lessee's satisfaction, and is in good working order, repair and condition; and (b) unconditionally and irrevocably accepts each such Item for lease under the Lease on the date hereof. Lessor and Lessee hereby agree that each Item of Equipment described below or on any Schedule attached hereto is hereby leased from Lessor to Lessee under and subject to all of the terms, conditions and provisions of the Lease; that the Term of each such Item commences on the date hereof and that such date is the Acceptance Date thereof; and that the Acquisition Cost, Interim Term, Basic Term Commencement Date, Basic Term, Interim Rent, Basic Rent and Related Exhibit A for all Items of Equipment covered by this Lease Supplement is as set forth below. Lessee hereby agrees to pay the Rent for all Items of Equipment covered by this Lease Supplement in the amounts and at the times specified below, reaffirms its acknowledgments and agreements in Section 8 of the Lease and certifies that its representations and warranties set forth in Section 22 of the Lease and in any related certificate delivered to Lessor are true and correct on the date hereof. All capitalized terms used herein which are not defined herein shall have the meaning given to such terms in the Lease.

1. Description of Item(s) of Equipment (include make, model, serial number and quantity): Two Hundred Twenty (220) 4,155 Cubic Foot, 5 Pocket, Aluminum Body-Steel Underframe Mechanized Rapid Discharge II Coal Cars, Trinity design number HK-40103, as more particularly set forth on Schedule A.
2. Location: Minneapolis, Minnesota.
3. Acquisition Cost: \$11,681,224.40 .
4. Interim Term: commencing on date hereof and ending on March 31, 1992.
5. Basic Term Commencement Date: April 1, 1992
6. Basic Term: 12 months, commencing on Basic Term Commencement Date and ending on March 31, 1993.
7. Interim Rent for Interim Term: \$ 55,966.02 (plus applicable sales/use tax) and payable on March 31, 1992.
8. Basic Rent payable during Basic Term: \$107,071.15 (plus applicable sales/use tax) payable on each Rent Payment Date in arrears during Basic Term, commencing May 1, 1992.
9. Related Exhibit A: Exhibit A-1 to the Lease.





SCHEDULE A TO LEASE SUPPLEMENT

Equipment

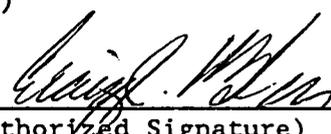
<u>Quantity</u>	<u>Manufacturer</u>	<u>Model</u>	<u>Car Number</u>
220	Trinity Industries, Inc.	HK-40103	NSPX 91001-91220

SCHEDULE B TO LEASE SUPPLEMENT

Sales/Use Tax Addendum to  
Lease Supplement No. 1  
dated March 10, 1992

The Lessor and Lessee hereby agree that, for purposes of the calculation of any state and/or local sales and use tax which may be imposed on the leasing of the Equipment identified on this Individual Leasing Record, the portion of the total rentals payable by the Lessee to Lessor for said Equipment representing finance charges is \$\_\_\_\_\_ plus the amount of Interim Rent, if any, set forth on said Lease Supplement.

Northern States Power Company  
(Lessee)

By:   
(Authorized Signature)

Its: Executive Vice President Power Supply  
(Title)

BOT Financial Corporation  
(Lessor)

By: \_\_\_\_\_  
(Authorized Signature)

Its: Senior Vice President  
(Title)

Approved as to Form  
Del Rice  
Law Department

SCHEDULE B TO LEASE SUPPLEMENT

Sales/Use Tax Addendum to  
Lease Supplement No. 1  
dated March 10, 1992

The Lessor and Lessee hereby agree that, for purposes of the calculation of any state and/or local sales and use tax which may be imposed on the leasing of the Equipment identified on this Individual Leasing Record, the portion of the total rentals payable by the Lessee to Lessor for said Equipment representing finance charges is \$\_\_\_\_\_ plus the amount of Interim Rent, if any, set forth on said Lease Supplement.

Northern States Power Company  
(Lessee)

By: \_\_\_\_\_  
(Authorized Signature)

Its: \_\_\_\_\_  
(Title)

BOT Financial Corporation  
(Lessor)

By: David A. McLean  
(Authorized Signature)

Its: Senior Vice President  
(Title)