

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
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1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

19797
DEC 8 1995 2:45 PM

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

December 8, 1995

Via Hand Delivery

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are executed original counterparts of a Memorandum of Equipment Financing Agreement ("Memorandum of Agreement"), a primary document not previously recorded, dated as of November 15, 1995, between First Security Bank of Utah, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of November 15, 1995 (hereinafter referred to as "Obligee"), and Northern States Power Company, a Minnesota corporation (hereinafter referred to as "Obligor").

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

- OBLIGEE: First Security Bank of Utah, N.A.
79 South Main Street, 3rd Floor
Salt Lake City, Utah 84111
- OBLIGOR: Northern States Power Company
414 Nicollet Mall
Minneapolis, Minnesota 55401

The Obligee and the Obligor are entering into that certain Equipment Financing Agreement dated as of November 15, 1995 covering two hundred thirty (230) 4,416 cubic foot, 5-pocket aluminum body-steel underframe mechanized rapid discharge IV coal cars, manufactured by Trinity Industries, Inc., and bearing identification marks and numbers NSPX 95001-95230, as more fully described in the enclosed document. The Obligee and the Obligor wish to show for the public record the interest in the said Coal Cars of the Obligee and, accordingly, have caused this memorandum to be executed by their respective officers and recorded with the Commission.

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

PRIMARY DOCUMENT

Memorandum of Equipment Financing Agreement dated as of November 15, 1995 between First Security Bank of Utah, N.A., not in its individual capacity, but solely as Trustee, as Obligee, and Northern States Power Company, as Obligor covering two hundred thirty (230) 5-pocket aluminum body-steel underframe mechanized rapid discharge IV coal cars, bearing identification marks and car numbers NSPX 95001-95230, inclusive.

Counterparts - J. M. Maser

RECORDED
INDEXED
DEC 15 1995

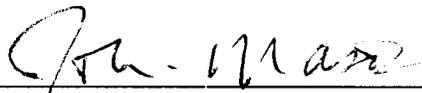
DONELAN, CLEARY, WOOD & MASER, P.C.

Letter to Secretary Williams
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Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and extra copies of this letter of transmittal.

Respectfully submitted,

By: 
John K. Maser III
*Attorney for First Security Bank of
Utah, N.A., as Trustee, and Northern
States Power Company for purposes
of this filing.*

Enclosures

2970-001



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/8/95

Office Of The Secretary

John K. Maser III
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

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 12/8/95 at 2:25PM, and assigned recordation number(s). 19797.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19797

1995

MEMORANDUM OF EQUIPMENT FINANCING AGREEMENT

THIS MEMORANDUM OF EQUIPMENT FINANCING AGREEMENT is dated as of November 15, 1995 between First Security Bank of Utah, N.A., not in its individual capacity, but solely as Trustee under a Trust Agreement dated as of November 15, 1995, (herein called "Obligee"), 79 South Main Street, Salt Lake City, Utah 84111 ("Obligee"), and Northern States Power Company, a Minnesota corporation, having its principal place of business at 414 Nicollet Mall, Minneapolis, MN 55401 (herein called "Obligor").

WHEREAS, the Obligee and Obligor are entering into that certain Equipment Financing Agreement dated as of November 15, 1995 covering two hundred thirty (230) Trinity Industries Inc. 4,416 Cubic Foot, 5-pocket Aluminum Body-Steel Underframe Mechanized Rapid Discharge IV Coal Cars, Trinity Specification Number HK-40215, car numbers NSPX 95001- 95230, including any hereafter acquired replacements thereof or substitutions therefor (the "Coal Cars"),

IN WITNESS WHEREOF, the parties wish to show for the public record the interest in said Coal Cars of the Obligee and, accordingly, have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

Northern States Power Company

First Security Bank of Utah, N.A., not in its individual capacity, but solely as Trustee

By: [Signature]
Title: Vice President - Finance

By: [Signature]
Title: Trust Officer

County of Salt Lake)

ss:

State of Utah)

On this 7th day of December, 1995, before me personally appeared Brett R. King to me personally know, who, being duly sworn, says that (s)he is the Trust Officer of First Security Bank of Utah and that the foregoing instrument was signed on behalf of said corporation by the authority of its board of directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

County of Hennepin)

ss:

State of Minnesota)

[Signature]
Notary Public
My Commission expires _____



NOTARY PUBLIC
ANDREA FREDRICKSON
79 South Main 3rd Fl.
S.L.C., UT 84111
COMMISSION EXPIRES
JUNE 15, 1999
STATE OF UTAH

On this 6th day of December, 1995, before me personally appeared Arland D Bransen to me personally know, who, being duly sworn, says that (s)he is the VP Finance of Northern States Power Co and that the foregoing instrument was signed on behalf of said corporation by the authority of its board of directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My Commission expires 1/31/2000

