

Counter part - Kim Barton

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OF COUNSEL
URBAN A. LESTER

September 18, 1996

23257

SEP 18 1996 AM

Mr Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

23257-A

Dear Mr Williams

SEP 18 11 10 AM '96
RECEIVED
SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies each of a Memorandum of Lease (with Schedule 01 attached), dated as of March 18, 1996, a primary document as defined in the Board's Rules for the Recordation of Documents and a Memorandum of Lease (with Schedule 02 attached), a secondary document related thereto

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

Lessor. Fleet Capital Corporation
59 Kennedy Plaza, 5th Floor
Providence, Rhode Island 02903

Lessees. Otter Tail Power Company
215 S. Cascade Street
Fergus Falls, Minnesota 56538

Northwestern Public Service Company
33 Third Street, S.E.
Huron, South Dakota 57350

MDU Resources Group, Inc.
400 North 4th Street
Bismarck, North Dakota 58501

Mr. Vernon A. Williams
September 17, 1996
Page 2

A description of the railroad equipment covered by the enclosed document is:

Schedule 01:	125 gondolas cars	BSPX 1501- 1623 BSPX 1747 - 1748
Schedule 02:	125 gondolas cars	BSPX 1624 - 1746 BSPX 1749 - 1750

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 20267-A

SEP 18 1996 - 11:15 AM

02

MEMORANDUM OF LEASE

Filed and Recorded

on _____
at _____
and given Recordation No. _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of March 18, 1996 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Otter Tail Power Company, Northwestern Public Service Company and MDU Resources Group, Inc. ("Lessee"), as such agreement relates to Lease Schedule No. 32085-02 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, 125 new Thrall Car Manufacturing Company 121 Ton 4530 C/F Aluminum Gondola Cars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: March 18, 1996

Lessor:
FLEET CAPITAL CORPORATION

By: [Signature]
Name: LISA D. WARDLE
Title: Assistant Vice-President

Lessee:
OTTER TAIL POWER COMPANY
a Minnesota corporation

By: [Signature]
Name: Ward Uggerud
Title: VP, Operations



SWORN AND SUSCRIBED TO before me on this 30 day of July, 1996.

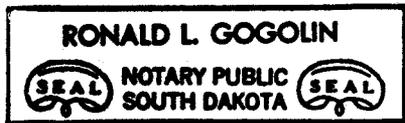
[Signature]
Notary Public
My Commission expires on 7/31/2003

NORTHWESTERN PUBLIC SERVICE COMPANY
a Delaware corporation

By: [Signature]
Name: ARTHUR R. DOWELL
Title: VP ENERGY OPERATIONS

SWORN AND SUSCRIBED TO before me on this 6th day of SEPT, 1996.

[Signature]
Notary Public
My Commission expires on July 30, 2004



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

By: [Signature]
Name: Bruce Imsdahl
Title: Vice President-Energy Supply

SWORN AND SUSCRIBED TO before me on this 4th day of September, 1996.

[Signature]
Notary Public
My Commission expires on 2-5-98



Fleet Capital Leasing

SCHEDULE A EQUIPMENT

Attached to and made part of the following Memorandum of Lease

with Otter Tail Power Company
Northwestern Public Service Company
MDU Resources Group, Inc.

QTY	DESCRIPTION	MODEL NO	SERIAL NO
The depreciable life of the property is 7 years			

Loc # (01)

Vendor THRALL CAR MANUFACTURING COMPANY
Invoice No 36667

125	121 Ton 4530 C/F Aluminum Gondola Cars	Max-Gon	BSPX 1624 - 1746 BSPX 1749 - 1750
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with all standard and accessory equipment

FLEET CAPITAL CORPORATION

By _____
Name _____
Title _____

OTTER TAIL POWER COMPANY

By Ward Ugerud
Name Ward Ugerud
Title VP, Operations

NORTHWESTERN PUBLIC SERVICE COMPANY

By Arthur R. Donnell
Name Arthur R. Donnell
Title VP, Energy Operations

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

By Bruce Imsdahl
Name Bruce Imsdahl
Title Vice President-Energy Supply

Lessor's Notary Page

STATE OF: Rhode Island

COUNTY OF: Providence

SS.

On September 16, 1996 before me, Debra Lucchesi, Notary
(Notary Name and Title)

personally appeared Lisa D. Wardle personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Debra Lucchesi

(Notarial Seal)