

THOMPSON  
HINE & FLORY LLP

*Attorneys at Law*

July 28, 2000

**VIA HAND DELIVERY**

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, DC 20423-0001

RECORDATION NO. 23028 FILED  
JUL 28 '00 1-37 PM  
TS  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a primary document not previously recorded entitled Memorandum of Equipment Leasing Agreement (the "Memorandum of Lease") between BTM Capital Corporation, a Delaware corporation, (the "Lessor"), and Northern States Power Company, a Minnesota corporation (the "Lessee"), dated as of July 28, 2000.

The parties to the Memorandum of Lease are:

LESSOR — BTM Capital Corporation  
125 Summer Street  
Boston, MA 02110

LESSEE — Northern States Power Company  
414 Nicollet Mall  
Minneapolis, MN 55401-1927

The said Memorandum of Lease evidences of record that certain Equipment Leasing Agreement dated as of July 28, 2000 (the "Lease"), pursuant to which the Lessor is leasing to the Lessee 220 rotary coal hopper railcars identified therein.

The units of Equipment covered by the instant Memorandum of Lease are the said rotary coal hopper railcars identified as NSPX 20001-20220.

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Honorable Vernon A. Williams  
Secretary, STB  
July 28, 2000  
Page 2

A short summary of the Memorandum of Lease to appear in the STB Index is as follows:

“Memorandum of Lease dated as of July 28, 2000  
between BTM Capital Corporation, as Lessor, and  
NORTHERN STATES POWER COMPANY, as  
Lessee, covering 220 rotary coal hopper cars  
bearing Nos. NSPX 20001-20220.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterpart not needed for your files, together with the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,



John K. Maser III  
*Attorney for purposes of this filing for  
BTM Capital Corporation and  
Northern States Power Company*

Enclosure

105275  
049885.02

MEMORANDUM OF

JUL 28 '00 1-37 PM

EQUIPMENT LEASING AGREEMENT

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASING AGREEMENT dated as of July 28, 2000 (together with all amendments and supplements hereto, this "Memorandum") between BTM CAPITAL CORPORATION, a Delaware corporation (together with its successors and permitted assigns, the "Lessor"), and NORTHERN STATES POWER COMPANY, a Minnesota corporation (with its successors and permitted assigns, herein called the "Lessee").

WHEREAS, the Lessor and the Lessee are entering into the Equipment Leasing Agreement dated as of July 28, 2000, covering the coal railcars described in Schedule A attached hereto.

IN WITNESS WHEREOF, the parties hereto wish to show for public record the ownership of such railcars in favor of the Lessor and the leasehold interest in such railcars of the Lessee and, accordingly, have caused this memorandum to be duly executed by their respective duly authorized officers, on this 28<sup>th</sup> of July, 2000.

BTM CAPITAL CORPORATION, as Lessor

By: Rory P. Laughna mfl  
Name: Rory P. Laughna  
Title: Senior Vice President

NORTHERN STATES POWER COMPANY, as Lessee

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

**MEMORANDUM OF  
EQUIPMENT LEASING AGREEMENT**

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BTM CAPITAL CORPORATION, as Lessor

By: \_\_\_\_\_  
Name:  
Title: Senior Vice President

NORTHERN STATES POWER COMPANY, as Lessee

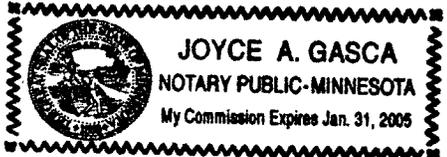
By: Paul E. Pender  
Name: Paul E. Pender  
Title: Vice President & Treasurer

STATE OF Minnesota )  
 )  
COUNTY OF Hennepin ) ss:

On the 25th day of July, 2000, before me personally appeared the within named Paul E. Pender, to personally known, who, being by me duly sworn, says that he/she is V.P. Finance & Treasurer, of Northern States Power Company ("Lessee"), that he/she is duly authorized to execute the foregoing instrument on behalf of Lessee and that the said instrument was signed on behalf of the said Lessee by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Lessee.

Joyce A. Gasca  
Notary Public

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) ss:



On the \_\_\_\_\_ day of July, 2000, before me personally appeared the within named \_\_\_\_\_, to personally known, who, being by me duly sworn, says that he/she is \_\_\_\_\_, of BTM Capital Corporation ("Lessor"), that he/she is duly authorized to execute the foregoing instrument on behalf of Lessor and that the said instrument was signed on behalf of the said Lessor by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Lessor.

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



## SCHEDULE A

Two Hundred Twenty (220) 4,400 Cubic Foot, Rotary Aluminum AutoFlood II railcars, Johnstown America Corporation Specification number 1400-872AS, Car Numbers NSPX 20001- NSPX 20220