

PARTIAL ASSIGNMENT OF AGREEMENT

Northern Natural Gas Company ("Northern") and Minnesota Energy Resources Corporation ("MERC," successor in interest to Peoples Natural Gas Company, Division of UtiliCorp United Inc.) are parties to an Agreement dated April 1, 1987, under which MERC performs certain services (as identified in Exhibit 1 of the Agreement) for Northern in connection with natural gas sales to customers located in several counties in the States of Kansas, Michigan and South Dakota (the "Agreement").

Pursuant to Section 6 of the Agreement, MERC ("Assignor") requests Northern's written consent to assignment of the portion of the Agreement pertinent to services that MERC provides to customers located in the South Dakota counties identified in Exhibit 2 of the Agreement, and MERC hereby notifies Northern that it wishes to assign a portion of its rights and obligations under the Agreement to NorthWestern Energy ("Assignee"), as further described below. Subject to Assignee's written acceptance of this Partial Assignment of Agreement, as indicated by its signature below, and Northern's consent to this Partial Assignment of Agreement, as indicated by its signature below, the assignment shall be effective as of June 1, 2011.

Assignee hereby agrees to this Partial Assignment of Agreement and agrees, as of the effective date hereof, to assume and perform all of the responsibilities of Assignor under the Agreement with respect to the customers located in the state of South Dakota; provided that Assignee shall not be assuming or responsible for any of the obligations set forth in paragraph 2 (concerning appliance purchase or service, fuel line or irrigation equipment) of Exhibit 1 of the Agreement; provided, further, that Assignee shall not be assuming or responsible for the obligation to check delivery pressure as set forth in paragraph 3 of Exhibit 1 to the Agreement. This Partial Assignment of Agreement does not release Assignor with respect to any rights that Northern may have by reason of Assignor's past performance under the Agreement. This Partial Assignment of Agreement does not release Assignor with respect to any rights that Northern may have under the Agreement for services to customers outside of South Dakota. Except as expressly modified by this Partial Assignment of Agreement, the terms and conditions of the Agreement shall remain in full force and effect.

If Assignee and Northern do not each sign this Partial Assignment of Agreement, then this Partial Assignment of Agreement shall be void and of no effect.

Minnesota Energy Resources Corporation  
(Assignor)

By: *[Signature]*  
Name: CHARLES CROWINGER  
Title: PRESIDENT  
Date: 5/18/11

NorthWestern Energy  
(Assignee)

By: *[Signature]*  
Name: Curt Pohl  
Title: Vice President  
Retail Operations  
Date: 5-17-11

Consented to this 19 day of May, 2011

Northern Natural Gas Company

By: *[Signature]*  
Name: ROYCE A. RAMSAY  
U.P. OPERATIONS