

**FIRST AMENDMENT TO THE CONTRACT  
BETWEEN  
QSI CONSULTING  
AND  
THE SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

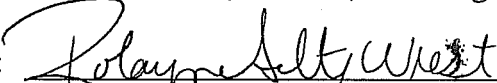
This document is an addendum changing paragraph two (2) and paragraph twenty-one (21) of the original contract to read as follows:

2. Maximum reimbursement. The Commission agrees to reimburse the Contractor for satisfactory completion of Contractor's services in an amount not to exceed Seventy-Eight Thousand Two Hundred Twenty Dollars (\$78,220.00). Services shall be paid for on the basis of time actually spent working on the case and for actual out-of-pocket costs at rates consistent with Contractor's proposal to Commission Staff dated December 12, 2001, and Contractor's Request for Contract Restructure dated January 8, 2003, which are incorporated by reference into this document.

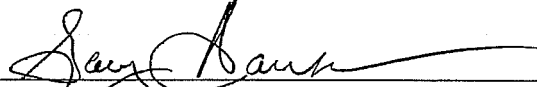
If the Contractor desires to increase the maximum reimbursement under this paragraph, Contractor must notify the South Dakota Public Utilities Commission Executive Director in writing not less than thirty (30) days before monthly billings reach the maximum reimbursement. The Commission reserves the right to deny any request for an increase and may hold the Contractor to the maximum reimbursement in the original contract or amendment.

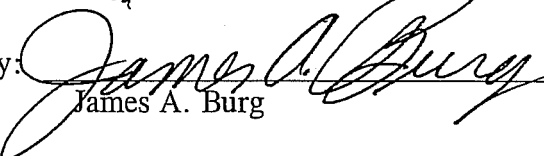
21. Duration of Contract: Unless otherwise specifically provided by the terms of this Contract or by amendment thereof, the duration of this Contract shall be two years from the contract date.

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION  
Commissioners Sahr, Hanson, and Burg

By:  1-21-03  
Rolayne Ailts Wiest, Approved as to Form DATE

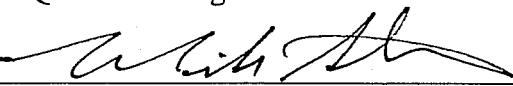
By:  1/22/03  
Robert K. Sahr DATE

By:  1-22-03  
Gary Hanson DATE

By:  1-22-03  
James A. Burg DATE

CONTRACTOR:

QSI Consulting

By:  1-27-03  
Michael Starkey, President QSI DATE