

RECORDED AUGUST 26, 1985 BK 295 PG 430 NO. 938351 MARGARET LEWIS, COUNTY CLERK

PARTIAL ASSIGNMENT OF RIGHT-OF-WAY
EASEMENT AND AGREEMENTS

KNOW ALL MEN BY THESE PRESENTS: That Metro-Vision Properties, Inc., a Delaware corporation, doing business in Sheridan County, Wyoming, as Cablevision, Inc., and a successor in interest to Clouds Peak Radio and Television Corporation, does hereby sell, convey, transfer and assign unto Montana-Dakota Utilities Co., hereinafter MDU, a Division of MDU Resources Group, Inc., a Delaware corporation, 400 North Fourth Street, Bismarck, North Dakota 58501, its successors and assigns, all of its right, title and interest in and to a portion of the following described right-of-way agreements and easement located in Sheridan County, Wyoming, to-wit:

1. Right-of-Way Agreement between George A. Nugent, a single man of Sheridan County, Wyoming, and Clouds Peak Radio and Television Corporation, dated September 14, 1963, and recorded October 25, 1963, in Book 143 of Deeds, page 417, as Document No. 484430, in the office of the County Clerk in and for Sheridan County, Wyoming.

2. Right-of-Way Agreement between Sam Blaney and Isabel M. Blaney, husband and wife, and Clouds Peak Radio and Television Corporation, dated September 6, 1962, and recorded September 23, 1963, in Book 143 of Deeds, page 187, as Document No. 483279, in the Office of the County Clerk in and for Sheridan County, Wyoming.

3. Right-of-way Easement between W. Sherman Burns and Dorothy A. Burns, his wife, and Clouds Peak Radio and Television Corporation, dated July 1, 1958, and recorded November 10, 1958, in Book 119 of Deeds, page 397, as Document No. 418791, in the office of the County Clerk in and for Sheridan County, Wyoming, including any amendments thereto.

IT IS UNDERSTOOD AND AGREED that the above agreements and easement are sold, conveyed, assigned and transferred to MDU only insofar as they relate to the erection, construction, reconstruction, replacement, removal, maintenance, repair, alteration, inspection and use of the line of towers, poles, or other supports with such wires and cables as may be suspended therefrom for the transmission of electrical energy, along with the right to use the roads located on such property for access to the lines, and the right to trim, cut down and clear trees and brush within the easement strips as necessary for line operation and as allowed by the easements and agreements. All other rights and responsibilities under the above agreements and easements including, but not limited to, the responsibility for road maintenance and repair, indemnification, and the responsibility for annual payment, shall remain with Metro-Vision Properties, Inc. MDU, however, shall be liable for any damage to the roads, or for negligent acts caused by its agents and employees.

IN WITNESS WHEREOF, Metro-Vision Properties, Inc., has caused this Partial Assignment to be executed in its corporate name by its President and Secretary on this 2ND day of July, 1985.

METRO-VISION PROPERTIES, INC.,
a Delaware corporation

BY: [Signature]
President

ATTEST:

[Signature]
Secretary

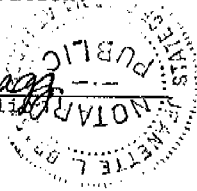
STATE OF Georgia)
COUNTY OF DeKalb) SS

The foregoing instrument was acknowledged before me this 2nd day of July, 1985, by H. W. Harris as President, and Craig F. Magher as Secretary, of Metro-Vision Properties, Inc., a Delaware corporation.

WITNESS my hand and official seal.

Jeanette L. Bragg
Notary Public

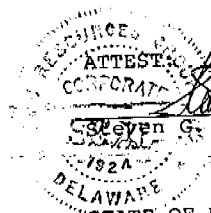
My Commission Expires: Notary Public, Georgia, State at Large
My Commission Expires July 11, 1988



ACCEPTANCE

Montana-Dakota Utilities Co., a Division of MDU Resources Group, Inc., hereby accepts the foregoing Partial Assignment of Right-of-Way Easement and Agreements by Metro-Vision Properties, Inc., according to the terms, rights and liabilities set forth therein.

MONTANA-DAKOTA UTILITIES CO.,
a Division of MDU Resources Group, Inc.



Steven G. Gerhart
Steven G. Gerhart, Secretary

Joseph R. Maichel
BY: Joseph R. Maichel, Group Vice
President and General Manager

STATE OF NORTH DAKOTA)
COUNTY OF BURLEIGH) SS.

On this 30th day of July, 1985, before me personally appeared Joseph R. Maichel and Steven G. Gerhart, known to me to be the Group Vice President and General Manager and the Secretary, respectively, of the corporation described in and which executed the within and foregoing instrument, and acknowledged to me that said corporation executed the same.



Leonie Orchard
Leonie Orchard, Notary Public
Burleigh County, North Dakota
My Commission Expires: 10-22-88