

07-02-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

102142382

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Northwestern Public Service Company

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other _____

06/24/02

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Northwestern Corporation

Internal

Address: _____

Street Address: 125 S. Dakota Avenue

City: Sioux Falls State: SD Zip: 57104-6403

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 05/06/1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75388277

B. Trademark Registration No.(s)

2374004

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Eric D. Paulsrud, Esq.

Internal Address: Leonard, Street and Deinard
Suite 2300

Street Address: 150 South Fifth Street

City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Eric D. Paulsrud, Esq.

Name of Person Signing

Signature

June 24, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/01/2002 6TON11 00000256 75388277

01 FC:481

40.00 OP

02 FC:482

25.00 OP

TRADEMARK
REEL: 002535 FRAME: 0744

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION OF
NORTHWESTERN PUBLIC SERVICE COMPANY**

Northwestern Public Service Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), by its Chairman of the Board of Directors, President & CEO and its Corporate Secretary, does hereby certify as follows:

1. That the Board of Directors of the Company at a meeting of said Board duly called, convened and held on February 4, 1998, proposed an amendment to the Restated Certificate of Incorporation of the Company, as previously amended, which amendment affected Article FIRST, of said Restated Certificate of Incorporation, and at said meeting adopted a resolution setting forth the amendment proposed, declaring its advisability, and directing that, at the Annual Meeting of Stockholders to be held on May 6, 1998, the amendment hereinafter set forth be submitted to the holders of shares of Common Stock of the Company, being the only class of stock of the Company having voting rights in respect of said proposed amendment; and that the amendment so proposed and declared advisable by the Board of Directors of the Company was as follows:

That Article FIRST of the Restated Certificate of Incorporation of the Company, as heretofore amended, is hereby amended to read as follows:

"FIRST: The name of this corporation is NORTHWESTERN CORPORATION."

2. That thereafter pursuant to the aforesaid resolution of its Board of Directors, at the Annual Meeting of Stockholders of the Company duly held on May 6, 1998, holders of the necessary number of shares of Common Stock, as required by statute and the Restated Certificate of Incorporation of the Company, as amended, voted in favor of the amendment hereinbefore set forth.

3. That accordingly, the amendment of the Restated Certificate of Incorporation of the Company, as hereinbefore set out, has been duly adopted in accordance with the provisions of Section 242 of Title 8 of the Delaware Code.

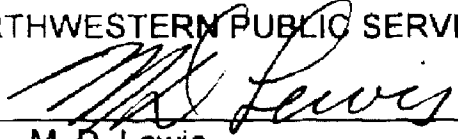
4. The capital of the Company will not be reduced under or by reason of the amendment by subsequent action of the Board of Directors.

*STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 05/06/1998
981173691 - 0161208*

IN WITNESS WHEREOF, said Northwestern Public Service Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by M. D. Lewis, its Chairman of the Board of Directors, President and Chief Executive Officer, and attested by Alan D. Dietrich, its Corporate Secretary, this 6th day of May, 1998.

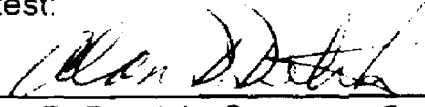
NORTHWESTERN PUBLIC SERVICE COMPANY

By


M. D. Lewis

Chairman, President & CEO

Attest:


Alan D. Dietrich, Corporate Secretary


(Corporate Seal)
Northwestern Public Service Company
1923
Delaware

ACKNOWLEDGMENT

STATE OF SOUTH DAKOTA)
) SS
COUNTY OF BEADLE)

On this the 6th day of May, 1998, before me, Sherry L. Swanson, the undersigned notary public in and for the State of South Dakota, personally appeared M. D. Lewis and Alan D. Dietrich, known to me to be the Chairman of the Board, President and Chief Executive Officer and the Corporate Secretary, respectively, of Northwestern Public Service Company, a Delaware corporation, and that they, as such officers of the corporation being authorized to do so, executed the foregoing Certificate of Amendment of Restated Certificate of Incorporation of Northwestern Public Service Company for the purposes therein contained, by signing and attesting the name and seal of the corporation by themselves as Chairman of the Board, President and Chief Executive Officer and Corporate Secretary, respectively.

In witness whereof, I hereunto set my hand and official seal.



Sherry L. Swanson
Notary Public
State of South Dakota
Commission expires: 5/17/02