

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Transfer by Operation of Law		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NorthWestern Energy Development, LLC		04/05/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NorthWestern Services, LLC		
<b>Street Address:</b>	3010 West 69th Street		
<b>City:</b>	Sioux Falls		
<b>State/Country:</b>	SOUTH DAKOTA		
<b>Postal Code:</b>	57108		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2861693	NORTHWESTERN ENERGY	
<b>Registration Number:</b>	2972600	NORTHWESTERN ENERGY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)335-1657		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	612-335-1448		
<b>Email:</b>	eric.paulsrud@leonard.com		
<b>Correspondent Name:</b>	Eric D. Paulsrud		
<b>Address Line 1:</b>	150 South 5th Street		
<b>Address Line 2:</b>	Suite 2300		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	52323.00040		
<b>NAME OF SUBMITTER:</b>	Eric D. Paulsrud		
<b>Signature:</b>	/Eric D. Paulsrud/		

OP \$65.00 2861693

**TRADEMARK**

**900158883**

**REEL: 004180 FRAME: 0321**

Date:

04/05/2010

Total Attachments: 1

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**NORTHWESTERN SERVICES, LLC  
OFFICER'S CERTIFICATE  
REGARDING TRANSFER OF MARKS HELD BY  
NORTHWESTERN ENERGY DEVELOPMENT, LLC**

I, Timothy P. Olson, do hereby certify that I am the duly appointed, qualified and acting Secretary of NorthWestern Services, LLC, a Delaware limited liability company ("NW Services"), and hereby further certify on behalf of NW Services and solely in my capacity as Secretary of NW Services that:

- (i) on April 11, 2001, the certificate of formation of NorthWestern Energy Development, LLC, a Delaware limited liability company ("**Subsidiary**") was filed with the Office of the Secretary of State, Division of Corporations, of the State of Delaware;
- (ii) on July 6, 2004, the U.S. Patent and Trademark Office approved the registration of the service mark "NORTHWESTERN ENERGY" (Registration No. 2861693) owned by Subsidiary;
- (iii) on July 19, 2005, the U.S. Patent and Trademark Office approved the registration of the service mark "NORTHWESTERN ENERGY" (Registration No. 2972600) owned by Subsidiary;
- (iv) on March 30, 2007, the certificate of cancellation of Subsidiary was filed with the Office of the Secretary of State, Division of Corporations, of the State of Delaware;
- (v) from the date of formation of Subsidiary until the date of cancellation of Subsidiary, NW Services was the sole member of Subsidiary;
- (vi) immediately prior to Subsidiary's dissolution and cancellation, Subsidiary owned all right, title, and interest in and to the marks described above; Subsidiary did not distribute either of the marks described above to any third party in connection with the dissolution, winding up, or cancellation of Subsidiary;
- (vii) at the time of Subsidiary's dissolution and cancellation, there were no creditors of Subsidiary; and
- (viii) therefore, pursuant to Section 18-804 of the Delaware Limited Liability Company Act, all right, title, and interest in and to each of the marks described above was transferred by operation of law to Subsidiary's sole member, NW Services, upon the dissolution and cancellation of Subsidiary.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date set forth below.

Dated: April 5, 2010

By: \_\_\_\_\_

as Secretary of NorthWestern Services, LLC