

Part 2

PROSPECTUS SUPPLEMENT
NSP-MN \$250 million 1.95% First Mortgage Bonds,
Series due August 15, 2015
\$250 million 4.85% First Mortgage Bonds,
Series due August 15, 2040

\$500,000,000

Northern States Power Company
(a Minnesota corporation)

\$250,000,000, 1.950% First Mortgage Bonds, Series due August 15, 2015

\$250,000,000, 4.850% First Mortgage Bonds, Series due August 15, 2040

This is an offering of \$250,000,000 of 1.950% first mortgage bonds, series due August 15, 2015 and \$250,000,000 of 4.850% first mortgage bonds, series due August 15, 2040 to be issued by Northern States Power Company, a Minnesota corporation. We will pay interest on the first mortgage bonds on February 15 and August 15 of each year, commencing February 15, 2011. The 1.950% first mortgage bonds, series due August 15, 2015 will mature on August 15, 2015. The 4.850% first mortgage bonds, series due August 15, 2040 will mature on August 15, 2040. The first mortgage bonds will be issued only in denominations of \$1,000 and integral multiples thereof. We may redeem either series of the first mortgage bonds at any time, in whole or in part, at the respective redemption price described in this prospectus supplement.

The first mortgage bonds will not be listed on any securities exchange or included in any automated quotation system. Currently, there is no public market for the first mortgage bonds. Please read the information provided under the caption “Supplemental Description of the First Mortgage Bonds” in this prospectus supplement and under the caption “Description of the First Mortgage Bonds” in the accompanying prospectus for a more detailed description of the first mortgage bonds.

The first mortgage bonds will be our senior secured obligations and will be secured equally and ratably with all of our other first mortgage bonds from time to time outstanding.

Investing in the first mortgage bonds involves risks. See “Risk Factors” beginning on page S-6 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Price to Public ⁽¹⁾	Underwriting Discounts	Proceeds to Us ⁽²⁾
Per 1.950% First Mortgage Bond, Series due August 15, 2015	99.801%	0.600%	99.201%
Total	\$249,502,500	\$1,500,000	\$248,002,500
Per 4.850% First Mortgage Bond, Series due August 15, 2040	99.717%	0.875%	98.842%
Total	\$249,292,500	\$2,187,500	\$247,105,000

⁽¹⁾ Plus accrued interest, if any, from August 11, 2010.

⁽²⁾ Before deduction of expenses payable by us estimated at \$1.6 million in the aggregate.

The underwriters are offering the first mortgage bonds subject to various conditions. The underwriters expect to deliver the first mortgage bonds in book-entry form only through the facilities of The Depository Trust Company on or about August 11, 2010.

Joint Book-Running Managers

BNY Mellon Capital Markets, LLC

Citi

RBS

Co-Managers

Mitsubishi UFJ Securities

US Bancorp

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the first mortgage bonds we are offering in this prospectus supplement. The second part, the base shelf prospectus, gives more general information, some of which may not apply to the first mortgage bonds we are offering in this prospectus supplement. The accompanying base shelf prospectus dated January 7, 2008 is referred to as the “accompanying prospectus” in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus that we provide to you. We have not authorized anyone to provide you with different information, and if given, you should not rely on it. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference is accurate as of any date other than the date on the front of those documents.

If this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on the information in this prospectus supplement.

It is expected that delivery of the first mortgage bonds will be made against payment for the first mortgage bonds on or about the date specified on the cover page of this prospectus supplement, which is the fifth business day following the date of this prospectus supplement (such settlement cycle being referred to as “T+5”). You should be advised that trading of the first mortgage bonds may be affected by the T+5 settlement. See “Underwriting” in this prospectus supplement.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents they incorporate by reference contain statements that are not historical fact and constitute “forward-looking statements.” These statements are based on management’s beliefs as well as assumptions and information currently available to management. When used in this prospectus supplement, the accompanying prospectus and the documents they incorporate by reference, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “objective,” “outlook,” “plan,” “projected,” “possible,” “potential,” “should” and similar expressions are intended to identify forward-looking statements. In addition to any assumptions and other factors referred to specifically in connection with such forward-looking statements, factors that could cause our actual results to differ materially from those contemplated in any forward-looking statements include, among others, the following:

- economic conditions, including inflation rates, monetary fluctuations and their impact on capital expenditures;
- the risk of a significant slowdown in growth or decline in the U.S. economy, the risk of delay in growth recovery in the U.S. economy or the risk of increased cost for insurance premiums, security and other items as a consequence of past or future terrorist attacks;
- trade, monetary, fiscal, taxation and environmental policies of governments, agencies and similar organizations in geographic areas where we have a financial interest;
- customer business conditions, including demand for their products or services and supply of labor and materials used in creating their products and services;
- financial or regulatory accounting principles or policies imposed by the Financial Accounting Standards Board, the Securities and Exchange Commission, or the SEC, the Federal Energy Regulatory Commission, or FERC, and similar entities with regulatory oversight;
- availability or cost of capital such as changes in: interest rates; market perceptions of the utility industry, us, our parent company, Xcel Energy Inc., or Xcel Energy, or any of its other subsidiaries; or security ratings;
- factors affecting utility and nonutility operations such as unusual weather conditions; catastrophic weather-related damage; unscheduled generation outages, maintenance or repairs; unanticipated changes to fossil fuel, nuclear fuel or natural gas supply costs or availability due to higher demand, shortages, transportation problems or other developments; nuclear or environmental incidents; or electric transmission or natural gas pipeline constraints;
- employee workforce factors, including loss or retirement of key executives, collective bargaining agreements with union employees or work stoppages;
- increased competition in the utility industry or additional competition in the markets served by us;
- state, federal and foreign legislative and regulatory initiatives that affect cost and investment recovery, have an impact on rate structures and affect the speed and degree to which competition enters the electric and natural gas markets; industry restructuring initiatives; transmission system operation and/or administration initiatives; recovery of investments made under traditional regulation; nature of competitors entering the industry; retail wheeling; a new pricing structure; and former customers entering the generation market;
- environmental laws and regulations, including legislation and regulations relating to climate change and the associated costs of compliance;

- rate-setting policies or procedures of regulatory entities, including environmental externalities, which are values established by regulators assigning environmental costs to each method of electricity generation when evaluating generation resource options;
- nuclear regulatory policies and procedures, including operating regulations and spent nuclear fuel storage;
- social attitudes regarding the utility and power industries;
- cost and other effects of legal and administrative proceedings, settlements, investigations and claims;
- technological developments that result in competitive disadvantages and create the potential for impairment of existing assets;
- risks associated with implementations of new technologies; and
- other business or investment considerations that may be disclosed from time to time in our SEC filings or in other publicly disseminated written documents.

You are cautioned not to rely unduly on any forward-looking statements. These risks and uncertainties associated with forward-looking statements are discussed in detail under “Risk Factors,” “Business,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Notes to Consolidated Financial Statements” in our Annual Report on Form 10-K for the year ended December 31, 2009 and in our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010, and in other documents on file with the SEC and incorporated by reference in this prospectus supplement and the accompanying prospectus. You may obtain copies of these documents as described in the accompanying prospectus under the caption “Where You Can Find More Information.”

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors should not be construed as exhaustive.

PROSPECTUS SUPPLEMENT SUMMARY

The following information supplements, and should be read together with, the information contained or incorporated by reference in other parts of this prospectus supplement and the accompanying prospectus. This summary highlights selected information from this prospectus supplement and the accompanying prospectus. As a result, it does not contain all of the information you should consider before investing in the first mortgage bonds offered by this prospectus supplement. You should carefully read this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, which are described under the caption "Where You Can Find More Information" in the accompanying prospectus. In this prospectus supplement, except as otherwise indicated or as the context otherwise requires, the "Company," "we," "us" and "our" refer to Northern States Power Company, a Minnesota corporation.

The Company**General**

We were incorporated in 2000 under the laws of Minnesota. We are an operating utility engaged in the generation, purchase, transmission, distribution and sale of electricity in Minnesota, North Dakota and South Dakota. We also purchase, transport, distribute and sell natural gas to retail customers and transport customer-owned gas in Minnesota and North Dakota. As of December 31, 2009, we provided electric utility service to approximately 1.4 million customers and gas utility service to approximately 500,000 customers.

We are a wholly owned subsidiary of Xcel Energy Inc., a Minnesota corporation. Xcel Energy was incorporated under the laws of the State of Minnesota in 1909. Among Xcel Energy's other subsidiaries are Public Service Company of Colorado, a Colorado corporation, Southwestern Public Service Company, a New Mexico corporation, and Northern States Power Company, a Wisconsin corporation. Xcel Energy is a publicly held company and files periodic reports and other documents with the SEC. All of the members of our board of directors and many of our executive officers also are executive officers of Xcel Energy.

The Offering

The following summary contains basic information about this offering. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read this entire prospectus supplement, including the information under the caption “Supplemental Description of the First Mortgage Bonds,” the accompanying prospectus, including the information under the caption “Description of the First Mortgage Bonds,” and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Issuer	Northern States Power Company, a Minnesota corporation.
Securities Offered	\$250,000,000 principal amount of 1.950% first mortgage bonds, series due August 15, 2015, or the 2015 Bonds. \$250,000,000 principal amount of 4.850% first mortgage bonds, series due August 15, 2040, or the 2040 Bonds.
Maturity	August 15, 2015 for the 2015 Bonds. August 15, 2040 for the 2040 Bonds.
Interest Rate	1.950% per year for the 2015 Bonds. 4.850% per year for the 2040 Bonds.
Interest Payment Dates	February 15 and August 15 of each year, beginning on February 15, 2011.
Ranking	Each series of the first mortgage bonds will be our senior secured obligations and will be secured equally and ratably with all of our other outstanding first mortgage bonds and any first mortgage bonds hereafter issued under our Trust Indenture dated February 1, 1937, as supplemented and restated, or the Mortgage Indenture, from us to The Bank of New York Mellon Trust Company, N.A., as successor trustee, or the Mortgage Trustee. As of August 2, 2010, there were 11 series of first mortgage bonds outstanding under the Mortgage Indenture in an approximate aggregate principal amount of \$2.8 billion.
Collateral	Each series of the first mortgage bonds is secured by a first mortgage lien on substantially all of our real properties, subject to limited exceptions.

Optional Redemption	<p>At any time prior to May 15, 2015, we may redeem, in whole or in part, the 2015 Bonds at a “make whole” redemption price equal to the greater of (i) 100% of the principal amount of such bonds being redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the bonds being redeemed (excluding the portion of any such interest accrued to the date fixed for redemption), discounted to the date fixed for redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Yield (as defined below) plus 5 basis points, plus, in each case, accrued and unpaid interest thereon to but excluding the date of redemption. At any time on or after May 15, 2015, we may redeem, in whole or in part, the 2015 Bonds, at 100% of the principal amount of the bonds being redeemed plus accrued and unpaid interest thereon to but excluding the date of redemption.</p> <p>At any time prior to February 15, 2040, we may redeem, in whole or in part, the 2040 Bonds at a “make whole” redemption price equal to the greater of (i) 100% of the principal amount of such bonds being redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the bonds being redeemed (excluding the portion of any such interest accrued to the date fixed for redemption), discounted to the date fixed for redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Yield (as defined below) plus 10 basis points, plus, in each case, accrued and unpaid interest thereon to but excluding the date of redemption. At any time on or after February 15, 2040, we may redeem, in whole or in part, the 2040 Bonds, at 100% of the principal amount of the bonds being redeemed plus accrued and unpaid interest thereon to but excluding the date of redemption.</p> <p>We may redeem, in whole or in part, one series of the first mortgage bonds offered hereby without redeeming the other series.</p>
Sinking Fund	None.
Use of Proceeds	<p>We intend to add the net proceeds from the sale of the first mortgage bonds offered by this prospectus supplement to our general corporate funds and apply a portion of such net proceeds to the repayment of short-term debt, including short-term debt incurred to fund the repayment at maturity of \$175 million of 4.75% first mortgage bonds due August 1, 2010. The balance of the net proceeds will be used for general corporate purposes, including the funding of our capital expenditure program. At July 28, 2010 we had approximately \$164 million of short term debt outstanding with a weighted average annual interest rate of 0.4%.</p>
Trustee	<p>The Bank of New York Mellon Trust Company, N.A. (as successor to Harris Trust and Savings Bank and BNY Midwest Trust Company).</p>

RISK FACTORS

You should carefully consider the risks and uncertainties described below as well as any cautionary language or other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the information under the caption “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009, as modified by our quarterly reports on Form 10-Q and other SEC filings filed after such annual report, and the information under the caption “Critical Accounting Policies” in this prospectus supplement, before purchasing the first mortgage bonds offered by this prospectus supplement. Those risks and the risks set forth below are those that we consider to be the most significant to your decision whether to invest in our first mortgage bonds. If any of the events described therein or set forth below occurs, our business, financial condition or results of operations could be materially harmed. In addition, we may not be able to make payments on the first mortgage bonds, and this could result in your losing all or part of your investment.

Risks Related to the First Mortgage Bonds

Any lowering of the credit ratings on the first mortgage bonds would likely reduce their value.

As described under the caption “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2009, our credit ratings could be lowered or withdrawn entirely by a rating agency in the future. Any lowering of the credit ratings on our first mortgage bonds would likely reduce the value of the first mortgage bonds offered by this prospectus supplement.

The first mortgage bonds offered by this prospectus supplement have no prior public market, and we cannot assure you that any public market will develop or be sustained after the offering.

Although the first mortgage bonds offered by this prospectus supplement generally may be resold or otherwise transferred by holders who are not our affiliates, each series of first mortgage bonds will constitute a new issue of securities without an established trading market. We have been advised by the underwriters that they may make a market in both series of the first mortgage bonds, but they have no obligation to do so and may discontinue market making at any time for either or both series without providing notice. There can be no assurance that a market for either or both series of the first mortgage bonds will develop or, if it does develop, that it will continue. If an active public market does not develop, the market price and liquidity of the first mortgage bonds may be adversely affected. Furthermore, we do not intend to apply for listing of either series of the first mortgage bonds on any securities exchange or automated quotation system.

USE OF PROCEEDS

We estimate that our proceeds from the sale of the first mortgage bonds, less underwriting discounts and other offering expenses, will be approximately \$493,500,000. We intend to add the net proceeds from the sale of the first mortgage bonds offered by this prospectus supplement to our general corporate funds and apply a portion of such net proceeds to the repayment of short-term debt, including short-term debt incurred to fund the repayment at maturity of \$175 million of 4.75% first mortgage bonds due August 1, 2010. The balance of the net proceeds will be used for general corporate purposes, including the funding of our capital expenditure program described on page S-15 of this prospectus supplement. At July 28, 2010 we had approximately \$164 million of short-term debt outstanding with a weighted average annual interest rate of 0.4%.

RATIOS OF CONSOLIDATED EARNINGS TO CONSOLIDATED FIXED CHARGES

The table below sets forth our ratios of consolidated earnings to consolidated fixed charges for the periods indicated.

	Six Months Ended June 30, 2010	Year Ended December 31,				
		2009	2008	2007	2006	2005
Ratio of Consolidated Earnings to Consolidated Fixed Charges(1)	2.5	3.0	2.9	3.1	3.3	3.2

(1) Included in the ratio of earnings to fixed charges for the years ended December 31, 2009, 2008 and 2007 are \$20.0 million, \$29.0 million and \$15.4 million, respectively, of payments made pursuant to two purchased power agreements that were accounted for as operating leases. These payments relate to a Minnesota electric generating facility that became operational in June 2006.

For purposes of computing the ratio of consolidated earnings to consolidated fixed charges,
(1) earnings consist of income from continuing operations before income taxes plus fixed charges; and
(2) fixed charges consist of interest charges, including interest on long-term debt, the interest component on leases, other interest charges and amortization of debt discount, premium and expense.

SELECTED CONSOLIDATED FINANCIAL DATA

The following selected consolidated financial data as of December 31, 2009 and 2008, and for the years ended December 31, 2009, 2008 and 2007 have been derived from our audited consolidated financial statements and the related notes. The selected consolidated financial data as of June 30, 2010 and 2009 and for the six months ended June 30, 2010 and 2009 have been derived from our unaudited consolidated financial statements and the related notes. The information set forth below should be read together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” our audited and unaudited consolidated financial statements and related notes and other information contained in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the period ended June 30, 2010, which we incorporate by reference in this prospectus supplement and the accompanying prospectus. See “Where You Can Find More Information” in the accompanying prospectus. The historical financial information may not be indicative of our future performance.

	Six months ended June 30,		Year ended December 31,		
	2010	2009	2009	2008	2007
	(unaudited)				
	(Thousands of Dollars)				
Consolidated Statements of Income					
Data:					
Operating revenues	\$2,043,397	\$2,069,787	\$4,066,689	\$4,493,636	\$4,272,214
Operating expenses	1,794,035	1,795,513	3,451,170	3,886,435	3,681,859
Operating income	249,362	274,274	615,519	607,201	590,355
Other income, net	17,144	14,229	30,420	37,405	27,931
Interest charges and financing costs . .	90,056	90,960	177,048	181,229	168,959
Income taxes	68,271	71,446	175,121	178,236	182,025
Net income	\$ 108,179	\$ 126,097	\$ 293,770	\$ 285,141	\$ 267,302

	June 30, 2010	December 31,	
		2009	2008
	(unaudited)		
	(Thousands of Dollars)		
Consolidated Balance Sheet Data:			
Current assets	\$ 909,978	\$ 1,057,006	\$ 1,177,621
Property, plant and equipment, net	7,328,995	6,958,656	6,804,794
Other assets	2,216,027	2,203,147	2,064,410
Total assets	<u>\$10,455,000</u>	<u>\$10,218,809</u>	<u>\$10,046,825</u>
Current portion of long-term debt	\$ 175,027	\$ 175,037	\$ 250,060
Short-term debt	45,000	—	65,000
Borrowings under utility money pool arrangement	60,000	—	63,500
Other current liabilities	676,822	822,118	780,065
Total current liabilities	<u>956,849</u>	<u>997,155</u>	<u>1,158,625</u>
Deferred credits and other liabilities	3,214,510	3,142,304	3,109,606
Long-term debt	2,838,597	2,838,141	2,712,689
Common stockholder's equity	<u>3,445,044</u>	<u>3,241,209</u>	<u>3,065,905</u>
Total liabilities and equity	\$10,455,000	\$10,218,809	\$10,046,825

CRITICAL ACCOUNTING POLICIES

You should consider the financial data and other information contained in our audited and unaudited consolidated financial statements and related notes, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and other financial information contained in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2010 and June 30, 2010, which we incorporate by reference in this prospectus supplement and the accompanying prospectus, before making a decision to invest in the first mortgage bonds.

Preparation of the consolidated financial statements and related disclosures in compliance with generally accepted accounting principles requires the application of accounting rules and guidance, as well as the use of estimates. The application of these policies necessarily involves judgments regarding future events, including the likelihood of success of particular projects, legal and regulatory challenges and anticipated recovery of costs. These judgments could materially impact the consolidated financial statements and disclosures, based on varying assumptions. In addition, the financial and operating environment also may have a significant effect on the operation of the business and on the results reported even if the nature of the accounting policies applied have not changed. The accounting policies described below are the most critical to the portrayal of our financial condition and results, and require management’s most difficult, subjective or complex judgments. Each of these has a higher potential likelihood of resulting in materially different reported amounts under different conditions or using different assumptions. Each critical accounting policy has been discussed with the audit committee of Xcel Energy’s board of directors.

Regulatory Accounting

We are a rate-regulated entity that is subject to the Financial Accounting Standards Board’s, or FASB, Accounting Standards Codification 980 “Regulated Operations,” or ASC 980. ASC 980 provides that rate-regulated entities account for and report assets and liabilities consistent with the recovery of those incurred costs in rates if the rates established are designed to recover the costs of providing the regulated service and if the competitive environment makes it probable that such rates could be charged and collected. Our rates are derived through the ratemaking process, which results in the recording of regulatory assets and liabilities based on the probability of current and future cash flows. Regulatory assets represent incurred or accrued costs that have been deferred because they are probable of future recovery from customers. Regulatory liabilities represent incurred or accrued credits that have been deferred because they will be returned to customers in future rates. In other businesses or industries, regulatory assets would be charged to expense and regulatory liabilities would be recorded as income. As of June 30, 2010 and December 31, 2009, we have recorded regulatory assets of approximately \$821.3 million and \$797.7 million, respectively, and regulatory liabilities of approximately \$464.1 million and \$469.8 million, respectively. We are subject to regulation that varies from jurisdiction to jurisdiction. If future recovery of costs, in any such jurisdiction, ceases to be probable, we would be required to charge these assets to current earnings. However, there are no current or expected proposals or changes in the regulatory environment that impact the probability of future recovery of these assets. In addition, deregulation would be a change that occurs over time, due to legal processes and procedures, which could moderate the impact on our consolidated financial statements.

Nuclear Decommissioning

We own nuclear generation facilities, and regulations require us to decommission our nuclear power plants after each facility is taken out of service. We record future plant removal obligations as a liability at fair value. This liability will be increased over time by applying the interest method of accretion to the liability. Due to regulation, depreciation expense is recorded to match the recovery of future cost of decommissioning, or retirement, of our nuclear generating plants. This recovery is

calculated using an annuity approach designed to provide for full rate recovery of the future decommissioning costs.

Amounts recorded for nuclear asset retirement obligations in excess of decommissioning expense and investment returns, both realized and unrealized, cumulatively are deferred through the establishment of a regulatory asset for future recovery pursuant to ASC 980.

A portion of the rates charged to customers is deposited into an external trust fund, during the facilities' operating lives, in order to provide for this obligation. The fair value of external nuclear decommissioning trust fund investments are estimated based on quoted market prices for those or similar investments. Realized investment returns from these investments and recovery to date is used by regulators when determining future decommissioning recovery.

We conduct periodic decommissioning cost studies to estimate the costs that will be incurred to decommission the facilities. The costs are initially presented in amounts prior to inflation adjustments and then inflated to future periods using decommissioning specific cost inflators. Decommissioning of our nuclear facilities is planned for the period from cessation of operations through 2067 assuming the prompt dismantlement method. The following key assumptions have a significant effect on these estimates:

- *Escalation Rate.* The Minnesota Public Utilities Commission, or MPUC, determines the escalation rate based on various presumptions surrounded by the fact that associated costs will escalate at a certain rate over time. The most recent decommissioning study set the escalation rate at 2.89%. An escalation rate for the cost of disposing of nuclear fuel waste was set at 6.0%. Over the short-term, these rates can differ from the set rates and accrual estimates can be significantly affected by small changes in assumed escalation rates.
- *Life Extension.* Currently, decommissioning recovery periods end in 2030 for our Monticello facility and in 2023 and 2024 for Prairie Island's two facilities. Changes made to decommissioning cost estimates, the escalation rate and the earnings rate can be affected by changes to these life periods. With the recent re-licensing of Monticello and the application for the re-licensing of Prairie Island, any change in license life could have a material effect on the accrual. Current decommissioning cost calculations for Monticello have assumed full life extension, which brings the regulatory recovery period up to 2030. An application to extend the operating licenses for both reactors at Prairie Island by 20 years was submitted to the Nuclear Regulatory Commission in 2008. The Nuclear Regulatory Commission is expected to decide on the application in late 2010 or early in 2011. In the interim, the MPUC has extended the recovery period for Prairie Island Unit 1 to 2023 and Unit 2 to 2024. These changes were effective January 1, 2009.

As a result of the studies for the Monticello and Prairie Island nuclear plants, the nuclear production decommissioning asset retirement obligation and related regulatory asset decreased by \$128.5 million and \$139.3 million, respectively, in the fourth quarter of 2008. It was further reduced by \$315.9 million in the fourth quarter of 2009 for the Prairie Island nuclear plant relating to the approved change in recovery period.

Revisions were made for asbestos, ash containment facilities, nuclear plants, wind turbines, radiation sources and electric transmission and distribution asset retirement obligations due to revised estimates and end of life dates.

- *Cost Estimate with Spent Fuel Disposal.* Federal regulations require the U.S. Department of Energy to provide a permanent repository for the storage of spent nuclear fuel. We have funded our portion of the Department of Energy's permanent disposal program since 1981. The spent fuel storage assumptions have a significant influence on the decommissioning cost estimate. The manner in which spent nuclear fuel is managed and the assumptions used to develop cost estimates of decommissioning programs have a dramatic impact, which in turn can have a corresponding impact on the resulting accrual.

The decommissioning calculation covers all expenses, including decontamination and removal of radioactive material, and extends over the estimated lives of the plants. The total obligation for decommissioning currently is expected to be funded 100% by a portion of the rates charged to customers, as approved by the MPUC and other commissions. Decommissioning expense recoveries are based upon the same assumptions and methodologies as the fair value obligations are recorded. In addition to these assumptions discussed previously, assumptions related to future earnings of the nuclear decommissioning fund are utilized by the MPUC in determining the recovery of decommissioning costs. Through utilization of the annuity approach, an assumed rate of return on funding is calculated which provides the earnings rate. With a long period of decommissioning and a funding period over the operating lives of each facility, the ability of the fund to sustain the required payments after inflation while assuring the appropriate investment structure is critical in obtaining the best benefit in the accrual. Currently, an assumption that the external funds will earn a return of 6.3%, after tax, is utilized when setting recovery by the MPUC.

Significant uncertainties exist in estimating the future cost of decommissioning including the method to be utilized, the ultimate costs to decommission and the planned treatment of spent fuel. Materially different results could be obtained if different assumptions were utilized. Currently, our estimates of future decommissioning costs and the obligation to retire the plants have a significant impact on our financial position. The amounts recorded for asset retirement obligations and regulatory assets for unrecovered costs are \$818.8 million and \$155.0 million, respectively, as of June 30, 2010 and \$797.5 million and \$155.8 million, respectively, as of December 31, 2009. If different cost estimates, shorter life assumptions or different cost escalation rates were utilized, this asset retirement obligation and the unrecovered balance in regulatory assets could change materially. If future earnings on the decommissioning fund are lower than that estimated currently, future decommissioning recoveries would need to increase. The significance to our results of operations is reduced due to the fact that we record decommissioning expense based upon recovery amounts approved by our regulators. This treatment reduces the volatility of expense over time. The difference between regulatory funding (including both depreciation expense less returns from the investments fund) and amounts recorded under ASC 410 "Asset Retirement and Environmental Obligations" are deferred as a regulatory asset.

Income Tax Accruals

Judgment, uncertainty and estimates are a significant aspect of the income tax accrual process that accounts for the effects of current and deferred income taxes. Uncertainty associated with the application of tax statutes and regulations and the outcomes of tax audits and appeals require that judgment and estimates be made in the accrual process and in the calculation of effective tax rates.

Effective tax rates are also highly impacted by assumptions. Effective tax rate calculations are revised every quarter based on best available year-end tax assumptions, such as income levels, deductions and credits, by legal entity; adjusted in the following year after returns are filed, with the tax accrual estimates being trued-up to the actual amounts claimed on the tax returns; and further adjusted after examinations by taxing authorities have been completed.

In accordance with the interim reporting rules under ASC 740 "Income Taxes," or ASC 740, a tax expense or benefit is recorded every quarter to eliminate the difference in continuing operations tax expense computed based on the actual year-to-date effective tax rates and the forecasted annual effective tax rates.

ASC 740 also requires that only tax benefits that meet the "more likely than not" recognition threshold can be recognized or continue to be recognized. The change in the unrecognized tax benefits needs to be reasonably estimated based on evaluation of the nature of uncertainty, the nature of event that could cause the change and an estimated range of reasonably possible changes. At any period end, and as new developments occur, management will use prudent business judgment to unrecognized

appropriate amounts of tax benefits. Unrecognized tax benefits can be recognized as issues are favorably resolved and loss exposures decline.

As disputes with the Internal Revenue Service and state tax authorities are resolved over time, we may need to adjust our unrecognized tax benefits and interest accruals to the updated estimates needed to satisfy tax and interest obligations for the related issues. These adjustments may be favorable or unfavorable, increasing or decreasing earnings.

Employee Benefits

Xcel Energy offers various benefit plans to benefit employees, including ours. Xcel Energy's pension costs are based on an actuarial calculation that includes a number of key assumptions, most notably the annual return level that pension investment assets will earn in the future and the interest rate used to discount future pension benefit payments to a present value obligation for financial reporting. In addition, the actuarial calculation uses an asset-smoothing methodology to reduce the volatility of varying investment performance over time. A portion of Xcel Energy's pension costs are allocated to its operating subsidiaries, including us.

Pension costs and funding requirements are expected to increase in the next few years as a result of significantly lower-than-expected investment returns in 2008. While investment returns exceeded the assumed levels from 2004 through 2006, and during 2009, investment returns in 2007 and 2008 were below the assumed levels. The investment gains or losses resulting from the difference between the expected pension returns and actual returns earned are deferred in the year the difference arises and are recognized over the expected average remaining years of service for active employees. Based on current assumptions and the recognition of past investment gains and losses, Xcel Energy currently projects that the pension costs recognized for financial reporting purposes will increase from income of \$3.0 million in 2008 and an expense of \$12.9 million in 2009 to expense of \$48 million in 2010 and expense of \$71 million in 2011, of which \$6 million in 2010 and \$11 million in 2011 is expected to be allocated to us.

Xcel Energy set the discount rate used to value the December 31, 2009 pension and postretirement health care obligations at 6.0%, which is a 75 basis point decrease from December 31, 2008. Xcel Energy uses multiple reference points in determining the discount rate, including Citigroup Pension Liability Discount Curve, the Citigroup Above Median Curve, and bond matching studies. At December 31, 2009, the above reference points supported the selected rate. In addition to the reference points utilized above, Xcel Energy also reviews general survey data provided by our actuaries to assess the reasonableness of the discount rate selected.

The Pension Protection Act of 2006 changed the minimum funding requirements for defined benefit pension plans beginning in 2008. Xcel Energy accelerated its planned 2010 contribution of \$100 million based on available liquidity, bringing its total pension contributions to \$200 million during 2009. While Xcel Energy currently projects no minimum required funding obligations for 2010, it is currently evaluating a voluntary contribution of approximately \$35 million to one of its pension plans by December 31, 2010. At this time, pension funding contributions for 2011, which will be dependent on several factors including realized asset performance, future discount rate, Internal Revenue Service and legislative initiatives, as well as other actuarial assumptions, are estimated to range between \$125 million to \$175 million, of which \$66 million is expected to be allocated to us. For future years, we anticipate that contributions will be made to avoid benefit restrictions and at-risk status.

If Xcel Energy were to use alternative assumptions for December 31, 2009, pension expense determinations, a 1% change would result in the following impact on the estimates recognized by us:

	Pension Costs	
	+1%	−1%
	(Millions of Dollars)	
Effect on December 31, 2009 Benefit Obligations:		
Rate of Return	\$(20.0)	\$20.0
Discount Rate	(6.0)	\$ 8.5

Effective December 31, 2009, Xcel Energy reduced its initial medical trend assumption from 7.4% to 6.8%. The ultimate trend assumption remained unchanged at 5.0%. The period until the ultimate rate is reached is three years. Xcel Energy bases its medical trend assumption on the long-term cost inflation expected in the health care market, considering the levels projected and recommended by industry experts, as well as recent actual medical cost increases experienced by Xcel Energy's retiree medical plan. Xcel Energy contributed \$62.2 million during 2009 and \$55.6 million during 2008 to the postretirement health care plans, of which \$11.3 and \$15.5 were allocated to us. Xcel Energy expects to contribute approximately \$46.1 million during 2010, of which \$12.6 would be allocated to us.

We continually make judgments and estimates related to these critical accounting policy areas, based on an evaluation of the varying assumptions and uncertainties for each area. The information and assumptions underlying many of these judgments and estimates will be affected by events beyond our control, or otherwise change over time. This may require adjustments to recorded results to better reflect the events and updated information that becomes available. The consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2009 reflect management's best estimates and judgments of the impact of these factors as of December 31, 2009.

These policies are further discussed in the "Notes to Consolidated Financial Statements" in our Annual Report on Form 10-K for the year ended December 31, 2009 and our Quarterly Report on Form 10-Q for the quarterly periods ended June 30, 2010.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

	Six months ended June 30,		Year ended December 31,	
	2010	2009	2009	2008
	(Thousands of Dollars)			
Net cash provided by operating activities	\$309,763	\$560,729	\$1,061,077	\$791,379

Net cash provided by operating activities decreased by \$251.0 million, or 44.8%, for the first six months of 2010 compared with the first six months of 2009. This decrease was primarily due to lower net income and changes in working capital due to timing of accounts receivable, inventories and accrued unbilled revenues. Net cash provided by operating activities increased by \$269.7 million, or 34.1%, for the year ended December 31, 2009, compared with the year ended December 31, 2008. This increase was largely due to higher net income, changes in working capital due to timing of accounts receivable, accounts payable and inventory as a result of natural gas prices and an increase in plant-related deferred income taxes.

	Six months ended June 30,		Year ended December 31,	
	2010	2009	2009	2008
	(Thousands of Dollars)			
Net cash used in investing activities	\$(527,877)	\$(484,063)	\$(823,944)	\$(963,454)

Net cash used in investing activities increased by \$43.8 million, or 9.1%, for the first six months of 2010 compared with the first six months of 2009. This increase was primarily due to increased capital expenditures. Net cash used in investing activities decreased by \$139.5 million for the year ended December 31, 2009, compared with the year ended December 31, 2008. This decrease was largely due to reduced capital expenditures and a withdrawal of funds to refund customers from the external decommissioning fund, as approved by the MPUC.

	Six months ended June 30,		Year ended December 31,	
	2010	2009	2009	2008
	(Thousands of Dollars)			
Net cash provided by (used in) financing activities	\$200,249	\$(73,477)	\$(203,173)	\$159,792

Net cash provided by financing activities increased by \$273.7 million for the first six months of 2010 compared with the first six months of 2009. This increase was primarily due to proceeds from short-term borrowings. Net cash provided by financing activities decreased by \$363.0 million for the year ended December 31, 2009, compared with the year ended December 31, 2008. This decrease was largely due to lower proceeds from issuances of long-term debt and higher repayments of long-term debt.

Capital Requirements

The estimated cost, as of December 31, 2009, of our capital expenditure program is approximately \$1.2 billion in 2010, approximately \$1.2 billion in 2011, approximately \$1 billion in 2012 and approximately \$1.4 billion in 2013.

Our capital expenditure programs are subject to continuing review and modification. Actual utility construction expenditures may vary from the estimates due to changes in electric and natural gas projected load growth, regulatory decisions, the desired reserve margin and the availability of purchased power, as well as alternative plans for meeting our long-term energy needs. In addition, our evaluation

of compliance with future requirements to install emission-control equipment and merger, acquisition and divestiture opportunities to support corporate strategies may impact actual capital requirements.

Contractual Obligations and Other Commitments. We have a variety of contractual obligations and other commercial commitments that represent prospective requirements in addition to our capital expenditure programs. The following is a summarized table of contractual obligations as of December 31, 2009:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
(Thousands of Dollars)					
Long-term debt principal and interest payments	\$ 6,082,499	\$ 362,310	\$ 802,863	\$ 292,863	\$4,624,463
Operating leases(1)(2)	1,048,686	63,595	129,656	130,140	725,295
Unconditional purchase obligations . .	3,301,349	718,498	1,063,856	592,460	926,535
Other long-term obligations(4)	9,930	—	9,930	—	—
Payments to vendors in process	38,981	38,981	—	—	—
Total contractual cash obligations(3)(5)	<u>\$10,481,445</u>	<u>\$1,183,384</u>	<u>\$2,006,305</u>	<u>\$1,015,463</u>	<u>\$6,276,293</u>

- (1) Under some leases, including most of our railcar, vehicle and equipment and aircraft leases, we must sell or purchase the property that we lease if we choose to terminate before the scheduled lease expiration date. As of December 31, 2009, the amount that we would have had to pay if we chose to terminate these leases was approximately \$27.7 million. In addition, at the end of the equipment lease terms, each lease must be extended, equipment purchased for the greater of fair value or unamortized value of equipment must be sold to a third party with us making up any deficiency between the sales price and the unamortized value.
- (2) Included in operating lease payments are \$53.1 million, \$109.0 million, \$112.7 million and \$674.1 million for the less than 1 year, 1-3 years, 4-5 years and after 5 years categories, respectively, pertaining to two purchased power agreements that were accounted for as operating leases.
- (3) We have contracts providing for the purchase and delivery of a significant portion of our current coal, nuclear fuel and natural gas requirements. We have entered into agreements with utilities and other energy suppliers for purchased power to meet system load and energy requirements, replace generation from company-owned units under maintenance and during outages, and meet operating reserve obligations. Certain contractual purchase obligations are adjusted based on indices. The effects of price changes are mitigated, however, through cost-of-energy adjustment mechanisms.
- (4) Included in other long-term obligations are taxes, penalties and interest related to unrecognized tax benefits recorded as required under ASC 740 "Income Taxes."
- (5) We also have outstanding authority under contracts and blanket purchase orders to purchase up to approximately \$708.2 million of goods and services through the year 2025, in addition to the amounts disclosed in this table and in the forecasted capital expenditures.

Dividend Policy

Historically, we have paid quarterly dividends to Xcel Energy. In 2008, 2009 and the first six months of 2010, we paid dividends to Xcel Energy of \$229.7 million, \$232.7 million and \$116.1 million, respectively. The amount of dividends that we can pay to Xcel Energy is limited to some extent by the Mortgage Indenture for the first mortgage bonds offered by this prospectus supplement and other borrowing arrangements, as well as by our capital structure order approved by the MPUC. As of December 31, 2009, we could have paid an additional \$1.1 billion in dividends to Xcel Energy under our Mortgage Indenture. The payment of dividends is also subject to the FERC's jurisdiction under the Federal Power Act, which prohibits the payment of dividends out of capital accounts; payment of dividends is allowed out of retained earnings only.

Capital Sources

We expect to meet future financing requirements by periodically issuing long-term debt and short-term debt and by receiving equity contributions from Xcel Energy to maintain desired capitalization ratios. In 2008, 2009 and the first six months of 2010, we received equity contributions from Xcel Energy of \$203.9 million, \$112.7 million and \$211.4 million, respectively. Our current financing authority from the MPUC requires us to maintain a common equity ratio of between 45.99% and 56.21%. For these purposes, our common equity as of December 31, 2009 was 51.82% of our total capitalization. To the extent Xcel Energy experiences constraints on available capital sources, it may limit its equity contributions to us.

We have a \$482.2 million revolving credit facility that expires in December 2011. Borrowings under that credit facility are classified as a long-term liability on the consolidated balance sheet. The credit facility serves as a back-up for our commercial paper and letters of credit. After considering outstanding commercial paper and letters of credit, as of July 28, 2010 we had approximately \$312.9 million available under this revolving credit facility.

Short-Term Funding Sources

Historically, we have used a number of sources to fulfill short-term funding needs, including operating cash flow, notes payable, commercial paper, utility money pool borrowings and bank lines of credit. The amount and timing of short-term funding needs depend in large part on financing needs for utility construction expenditures and working capital, as discussed previously under the caption “—Capital Requirements.”

Operating cash flow as a source of short-term funding is affected by such operating factors as weather; regulatory requirements, including rate recovery of costs, environmental regulation compliance and industry deregulation; changes in the trends for energy prices; and supply and operational uncertainties, all of which are difficult to predict.

Short-term borrowing as a source of short-term funding is affected by access to the capital markets on reasonable terms. Our access varies based on our financial performance and existing debt levels. If our current debt levels are perceived to be at or higher than standard industry levels or those levels that can be sustained by our current operating performance, our access to reasonable short-term borrowings could be limited. These factors are evaluated by credit rating agencies that review our and Xcel Energy’s operations on an ongoing basis.

Our cost of capital and access to capital markets for both long-term and short-term funding are dependent in part on credit rating agency reviews. As discussed above under the caption “Risk Factors,” our credit ratings could be further lowered or withdrawn in the future.

As of June 30, 2010, we had cash and cash equivalents of approximately \$28.4 million.

SUPPLEMENTAL DESCRIPTION OF THE FIRST MORTGAGE BONDS

Please read the following information concerning the first mortgage bonds offered by this prospectus supplement in conjunction with the statements under the caption “Description of the First Mortgage Bonds” in the accompanying prospectus, which the following information supplements and, in the event of any inconsistencies, supersedes. The following description does not purport to be complete and is subject to, and is qualified in its entirety by reference to, the description in the accompanying prospectus and the Mortgage Indenture, as supplemented by the Supplemental Trust Indenture dated as of August 1, 2010 relating to the first mortgage bonds offered by this prospectus supplement. The Mortgage Indenture, as supplemented and restated, is described in the accompanying prospectus and is filed as an exhibit to the registration statement under which the first mortgage bonds are being offered and sold. As of August 2, 2010, there were 11 series of first mortgage bonds outstanding under the Mortgage Indenture in an approximate aggregate principal amount of \$2.8 billion.

General

We will offer \$250 million principal amount of the 2015 Bonds, as a series of first mortgage bonds under the Mortgage Indenture. The entire principal amount of the 2015 Bonds will mature and become due and payable, together with any accrued and unpaid interest thereon, on August 15, 2015.

We will offer \$250 million principal amount of the 2040 Bonds, as a series of first mortgage bonds under the Mortgage Indenture. The entire principal amount of the 2040 Bonds will mature and become due and payable, together with any accrued and unpaid interest thereon, on August 15, 2040.

Interest Payments

Each first mortgage bond will bear interest at the respective annual rate set forth on the cover page of this prospectus supplement for the applicable series from August 11, 2010, payable semiannually on February 15 and August 15 of each year, beginning February 15, 2011 to the person in whose name the first mortgage bond is registered at the close of business on the February 1 or August 1 immediately preceding such February 15 and August 15. Interest at maturity will be paid to the person to whom principal is paid. So long as the first mortgage bonds are in book-entry only form, we will wire any payments of principal, interest and premium to The Depository Trust Company, or DTC, as depository, or its nominee. See “Book-Entry System” in the accompanying prospectus for a discussion of the procedures for payment to the beneficial owners of the first mortgage bonds. The amount of interest payable will be computed on the basis of a 360-day year of twelve 30-day months based on the actual number of days elapsed. In the event that any date on which interest is payable on the first mortgage bonds is not a business day, then payment of the interest payable on such date will be made on the next succeeding day that is a business day (and without any interest or other payment in respect of any such delay), with the same force and effect as if made on such date. The term “business day” means any day other than a Saturday or Sunday or a day on which the offices of the Trustee in the City of Chicago, Illinois, are closed pursuant to authorization of law.

Reopening of Series

We may, from time to time, without the consent of the holders of the applicable series of first mortgage bonds offered by this prospectus supplement, reopen either or both series of the first mortgage bonds and issue additional first mortgage bonds of the applicable series with the same terms (including maturity and interest payment terms), except for the public offering price and issue date, as the first mortgage bonds offered by this prospectus supplement. Any such additional first mortgage bonds, together with the first mortgage bonds of the applicable series offered by this prospectus supplement, will constitute a single series under the Mortgage Indenture.

Optional Redemption

At any time prior to May 15, 2015, we may redeem, in whole or in part, the 2015 Bonds at a “make whole” redemption price equal to the greater of (1) 100% of the principal amount of such 2015 Bonds being redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the 2015 Bonds being redeemed (excluding the portion of any such interest accrued to the date fixed for redemption), discounted to the date fixed for redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Yield (as defined below) plus 5 basis points, plus, in each case, accrued and unpaid interest thereon to but excluding the date of redemption. At any time on or after May 15, 2015, we may redeem, in whole or in part, the 2015 Bonds at 100% of the principal amount of the 2015 Bonds being redeemed plus accrued and unpaid interest thereon to but excluding the date of redemption.

At any time prior to February 15, 2040, we may redeem, in whole or in part, the 2040 Bonds at a “make whole” redemption price equal to the greater of (i) 100% of the principal amount of the 2040 Bonds being redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2040 Bonds being redeemed (excluding the portion of any such interest accrued to the date fixed for redemption), discounted to the date fixed for redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Yield (as defined below) plus 10 basis points, plus, in each case, accrued and unpaid interest thereon to but excluding the date of redemption. At any time on or after February 15, 2040, we may redeem, in whole or in part, the 2040 Bonds at 100% of the principal amount of the 2040 Bonds being redeemed plus accrued and unpaid interest thereon to but excluding the date of redemption.

We may redeem, in whole or in part, one series of the first mortgage bonds offered hereby without redeeming the other series.

“Comparable Treasury Issue” means the U.S. Treasury security selected by an Independent Investment Banker as having a maturity comparable to the remaining term of the applicable series of first mortgage bonds being redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the applicable series of first mortgage bonds being redeemed.

“Comparable Treasury Price” means (1) the average of the Reference Treasury Dealer Quotations for the date fixed for redemption, after excluding the highest and lowest Reference Treasury Dealer Quotations for the date fixed for redemption, or (2) if we obtain fewer than four Reference Treasury Dealer Quotations for the date fixed for redemption, the average of all of the Reference Treasury Dealer Quotations for the date fixed for redemption.

“Independent Investment Banker” means each of BNY Mellon Capital Markets, LLC, Citigroup Global Markets Inc. and RBS Securities Inc. or their respective successors or, if such firms or their respective successors are unwilling or unable to select the Comparable Treasury Issue, an independent investment banking institution of national standing appointed by us.

“Reference Treasury Dealer” means (1) each of Citigroup Global Markets Inc. and RBS Securities Inc. and any other primary U.S. Government securities dealer in the United States, or a Primary Treasury Dealer, designated by, and not affiliated with, Citigroup Global Markets Inc. and RBS Securities Inc. and their respective successors, provided, however, that if Citigroup Global Markets Inc. or RBS Securities Inc. or any of their respective designees ceases to be a Primary Treasury Dealer, we will appoint another Primary Treasury Dealer as a substitute and (2) any other Primary Treasury Dealer selected by us after consultation with an Independent Investment Banker.

“Reference Treasury Dealer Quotations” means, for each Reference Treasury Dealer and any date fixed for redemption, the average, as determined by an Independent Investment Banker, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal

amount) quoted in writing to an Independent Investment Banker by the Reference Treasury Dealer at 5:00 p.m., Eastern time, on the third business day preceding the date fixed for redemption.

“Treasury Yield” means, for any date fixed for redemption, (1) the yield, under the heading which represents the average for the immediately preceding week, appearing in the most recently published statistical release designated “H.15(519)” or any successor publication which is published weekly by the Board of Governors of the Federal Reserve System and which establishes yields on actively traded U.S. Treasury securities adjusted to constant maturity under the caption “Treasury Constant Maturities,” for the maturity corresponding to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term, yields for the two published maturities most closely corresponding to the Comparable Treasury Issue will be determined and the Treasury Yield will be interpolated or extrapolated from such yields on a straight line basis, rounding to the nearest month); or (2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, calculated using a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such date fixed for redemption. The Treasury Yield will be calculated on the third business day preceding the date fixed for redemption.

If we elect to redeem fewer than all of the first mortgage bonds of a particular series, the Mortgage Trustee will select, in a manner as it deems fair and appropriate, the particular first mortgage bonds from such series of first mortgage bonds or portions of them to be redeemed. Notice of redemption will be given by mail not less than 30 days prior to the date fixed for redemption to the holders of first mortgage bonds to be redeemed (which, as long as the first mortgage bonds are held in the book-entry only system, will be the Depository, its nominee or a successor depository). On and after the date fixed for redemption (unless we default in the payment of the redemption price and interest accrued thereon to such date), interest on the first mortgage bonds called for redemption or the portions of them so called for redemption will cease to accrue.

Sinking Fund

Neither series of the first mortgage bonds provides for any sinking fund.

Form and Denomination

Each series of the first mortgage bonds will be issued as one or more global securities in the name of DTC or a nominee of DTC and will be available only in book-entry form. See “Book-Entry System” in the accompanying prospectus. The first mortgage bonds of each series will be issued only in denominations of \$1,000 and multiples thereof.

Events of Default

See “Description of the First Mortgage Bonds—Defaults” in the accompanying prospectus.

Same-Day Settlement and Payment

The underwriters will pay us and settle for the first mortgage bonds in immediately available funds. We will make all payments of principal and interest in immediately available funds.

The first mortgage bonds will trade in DTC’s same-day funds settlement system until maturity or until the first mortgage bonds are issued in certificated form, and secondary market trading activity in the first mortgage bonds will therefore be required by DTC to settle in immediately available funds. No assurance can be given as to the effect, if any, of settlement in immediately available funds on trading activity in the first mortgage bonds.

Governing Law

The Mortgage Indenture is, and the first mortgage bonds will be, governed by and construed in accordance with the laws of the State of Minnesota.

UNDERWRITING

Subject to the terms and conditions set forth in the underwriting agreement dated the date of this prospectus supplement, we have agreed to sell to each of the underwriters named below, and each of the underwriters has severally agreed to purchase, the respective principal amounts of first mortgage bonds set forth opposite its name below:

<u>Underwriters</u>	<u>Principal Amount of the 2015 Bonds</u>	<u>Principal Amount of the 2040 Bonds</u>
BNY Mellon Capital Markets, LLC	\$ 75,000,000	\$ 75,000,000
Citigroup Global Markets Inc.	75,000,000	75,000,000
RBS Securities Inc.	75,000,000	75,000,000
Mitsubishi UFJ Securities (USA), Inc.	12,500,000	12,500,000
U.S. Bancorp Investments, Inc.	12,500,000	12,500,000
Total	<u>\$250,000,000</u>	<u>\$250,000,000</u>

The underwriters have agreed to purchase all of the first mortgage bonds sold under the underwriting agreement if any of the first mortgage bonds are purchased. The underwriting agreement provides that the obligations of the several underwriters to purchase the first mortgage bonds offered by this prospectus supplement are subject to the approval of specified legal matters by their counsel and several other specified conditions. If an underwriter defaults, the underwriting agreement provides that the purchase commitments of the non-defaulting underwriters may be increased or the underwriting agreement may be terminated.

The underwriters have advised us that they propose to offer each series of the first mortgage bonds offered by this prospectus supplement to the public at the respective initial public offering price set forth on the cover of this prospectus supplement for the applicable series and may offer the first mortgage bonds to certain securities dealers at such price less a concession not in excess of 0.35% of the principal amount of the 2015 Bonds and 0.50% of the principal amount of the 2040 Bonds. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.21% of the principal amount of the 2015 Bonds, and 0.30% of the principal amount of the 2040 Bonds, on sales to certain other brokers and dealers. After the initial offering of the first mortgage bonds, the underwriters may change the offering price and the other selling terms. The offering of the first mortgage bonds by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

The following table shows the underwriting discounts and commissions that we will pay to the underwriters in connection with this offering of first mortgage bonds (expressed as a percentage of the principal amount of the applicable series of first mortgage bonds):

	<u>Paid by the Company</u>
Per 2015 Bond	0.600%
Per 2040 Bond	0.875%

We estimate that our share of the total expenses of this offering, excluding discounts and commissions, will be approximately \$1.6 million. Prior to the offering, there has been no public market for the first mortgage bonds.

The first mortgage bonds of each series are a new issue of securities with no established trading market. The underwriters have informed us that they may make a market in the first mortgage bonds from time to time. The underwriters are not obligated to do this, and they may discontinue this market making for either or both series of first mortgage bonds at any time without notice. Therefore, no

assurance can be given concerning the liquidity of the trading market for the first mortgage bonds or that an active market for the first mortgage bonds will develop. We do not intend to apply for listing of the first mortgage bonds on any securities exchange or automated quotation system.

In connection with the offering of the first mortgage bonds, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of either or both series of the first mortgage bonds. Specifically, the underwriters may sell a greater number of first mortgage bonds than they are required to purchase in connection with the offering of the first mortgage bonds, creating a syndicate short position. In addition, the underwriters may bid for, and purchase, first mortgage bonds in the open market to cover syndicate short positions or to stabilize the price of the first mortgage bonds. Finally, the underwriting syndicate may reclaim selling concessions allowed for distributing the first mortgage bonds in the offering of the first mortgage bonds, if the syndicate repurchases previously distributed first mortgage bonds in syndicate covering transactions, stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the first mortgage bonds above independent market levels. Neither we nor any of the underwriters make any representations or predictions as to the direction or magnitude of any effect that the transactions described above may have on the price of the first mortgage bonds. The underwriters are not required to engage in any of these transactions and may end any of them at any time.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased first mortgage bonds sold by or for the account of such underwriter in stabilizing or short-covering transactions.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments that each underwriter may be required to make in respect thereof.

It is expected that delivery of the first mortgage bonds will be made against payment for the first mortgage bonds on or about the date specified on the cover page of this prospectus supplement, which is the fifth business day following the date of this prospectus supplement (such settlement cycle being referred to as "T+5"). Under Rule 15(c)6-1 under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in three business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the first mortgage bonds on the date of this prospectus supplement or the next succeeding business day will be required, by virtue of the fact that the first mortgage bonds initially will settle in T+5, to specify an alternative settlement cycle at the time of any such trade to prevent failed settlement. Purchasers of the first mortgage bonds who wish to trade the first mortgage bonds on the date of this prospectus supplement or the next succeeding business day should consult their own advisors.

In the ordinary course of their respective businesses, the underwriters and their affiliates have engaged, and may in the future engage, in other investment banking or commercial banking transactions with us and our affiliates, including acting as lenders under our loan facilities and those of some of our affiliates. They have received or will receive customary fees and commissions for these transactions. BNY Mellon Capital Markets, LLC, one of the underwriters, is an affiliate of The Bank of New York Mellon Trust Company, N.A., the trustee under the indenture governing the first mortgage bonds. Richard K. Davis is the chairman, president and chief executive officer, and director of, U.S. Bancorp, the parent company of one of the underwriters, U.S. Bancorp Investments, Inc., and is on the Board of Directors of Xcel Energy, our parent company.

No action has been or will be taken in any jurisdiction other than in the United States that would permit a public offering of the first mortgage bonds or the possession, circulation or distribution of any material relating to us in any jurisdiction where action for such purpose is required. Accordingly, the first mortgage bonds may not be offered or sold, directly or indirectly, nor may any offering material or

advertisement in connection with the first mortgage bonds (including this prospectus supplement and the accompanying prospectus and any amendment or supplement hereto or thereto) be distributed or published, in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction.

LEGAL OPINIONS

Legal opinions relating to the first mortgage bonds offered by this prospectus supplement will be rendered by our counsel, Michael C. Connelly, 414 Nicollet Mall, Minneapolis, Minnesota, and Jones Day, Chicago, Illinois, counsel for our company. Certain legal matters relating to the first mortgage bonds will be passed upon by Dewey & LeBoeuf LLP, New York, New York, for the underwriters. Michael C. Connelly is our Vice President and General Counsel and is the beneficial owner of less than 1% of the common stock of our parent company, Xcel Energy.

EXPERTS

The consolidated financial statements and the related financial statement schedules incorporated in this prospectus supplement and the accompanying prospectus by reference from our Annual Report on Form 10-K for the year ended December 31, 2009 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such financial statements and financial statement schedules have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

PROSPECTUS

\$1,500,000,000

NORTHERN STATES POWER COMPANY

414 Nicollet Mall
Minneapolis, Minnesota 55401
(612) 330-5500

FIRST MORTGAGE BONDS

SENIOR UNSECURED DEBT SECURITIES

We may offer for sale, from time to time, up to \$1,500,000,000 aggregate principal amount of our first mortgage bonds or senior unsecured debt securities. We may sell our first mortgage bonds or senior unsecured debt securities in one or more series (1) through underwriters or dealers, (2) directly to a limited number of institutional purchasers or (3) through agents. See "Plan of Distribution." The particular type of security being sold as well as the amount and terms of the sale of a series of our first mortgage bonds or senior unsecured debt securities will be determined at the time of sale and included in a prospectus supplement that will accompany this prospectus. You should read this prospectus and any prospectus supplement carefully before you invest in our first mortgage bonds or senior unsecured debt securities. We cannot sell any of these first mortgage bonds or senior unsecured debt securities unless this prospectus is accompanied by a prospectus supplement. That prospectus supplement will include, if applicable:

- the names of any underwriters, dealers or agents involved in the distribution of that series of first mortgage bonds or senior unsecured debt securities;
- any applicable commissions or discounts and the net proceeds to us from that sale;
- the aggregate principal amount and offering price of that series of first mortgage bonds or senior unsecured debt securities;
- the rate or rates (or method of calculation) of interest;
- the time or times and place of payment of interest;
- the maturity date or dates; and
- any redemption terms or other specific terms of that series of first mortgage bonds or senior unsecured debt securities.

See "Risk Factors" on page 1 of this prospectus, in any prospectus supplement that will accompany this prospectus and in the documents incorporated by reference.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 7, 2008.

As permitted under the rules of the Securities and Exchange Commission, this prospectus incorporates by reference important business and financial information about us that is contained in documents that we file with the Securities and Exchange Commission but that is not included in or delivered with this prospectus. You may obtain copies of these documents, without charge, from the website maintained by the Securities and Exchange Commission at <http://www.sec.gov>, as well as other sources.

You may also obtain copies of the documents incorporated by reference, without charge, upon written or oral request to the Corporate Secretary, Northern States Power Company, 414 Nicollet Mall, Minneapolis, Minnesota 55401, (612) 330-5500.

For more information, see “Where You Can Find More Information.”

You should rely only on the information provided or incorporated by reference in this prospectus. We have not authorized anyone else to provide you with different information and if given, you should not rely on it. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or the documents incorporated by reference is accurate as of any date other than the date on the front of those documents.

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RISK FACTORS

Investing in our securities involves risks. Before buying any of our securities, you should carefully consider the risks and other information we include under the caption “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2006, our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and other documents that we filed with the SEC and that are incorporated by reference in this prospectus. In addition, you should consider any risks and uncertainties that we may include in a prospectus supplement accompanying this prospectus that relates to a specific issue of securities.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a “shelf” registration process. Under this shelf process, we may sell the securities described in this prospectus in one or more offerings up to a total dollar amount of \$1,500,000,000. As permitted by SEC rules, this prospectus does not contain all of the information included in the registration statement and the accompanying exhibits and schedules we filed with the SEC. You should read the registration statement and the related exhibits and schedules for more information about us and our securities. The registration statement and the related exhibits and schedules are also available at the SEC’s Public Reference Room or through its website as described under the caption “Where You Can Find More Information.”

This prospectus provides you with a general description of the first mortgage bonds and senior unsecured debt securities we may offer. Each time we sell first mortgage bonds or senior unsecured debt securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or amend information contained in this prospectus. You should read this prospectus and the documents it incorporates by reference, the registration statement of which this prospectus forms a part and the related exhibits and schedules filed with the SEC and any prospectus supplement accompanying this prospectus together with the additional information described under the caption “Where You Can Find More Information.”

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents it incorporates by reference contain statements that are not historical fact and constitute “forward-looking statements.” When we use words like “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “should” or similar expressions, or when we discuss our strategy or plans, we are making forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. You are cautioned not to rely unduly on any forward-looking statements. Our future results may differ materially from those expressed in these forward-looking statements. These statements are necessarily based upon various assumptions involving judgments with respect to the future and other risks, including, among others:

- general economic conditions, including the availability of credit and its impact on capital expenditures and our ability and the ability of our parent, Xcel Energy Inc., or Xcel Energy, and its other subsidiaries to obtain financing on favorable terms;
- business conditions in the energy industry;
- actions of credit rating agencies;
- competitive factors, including the extent and timing of the entry of additional competition in the markets that we serve;
- unusual weather;

- effects of geopolitical events, including war and acts of terrorism;
- state, federal and foreign legislative and regulatory initiatives that affect cost and investment recovery, have an impact on rates or have an impact on asset operation or ownership;
- structures that affect the speed and degree to which competition enters the electric and natural gas markets;
- cost and other effects of legal and administrative proceedings, settlements, investigations and claims;
- actions of accounting regulatory bodies;
- risk factors discussed under the caption “Risk Factors” in this prospectus and in any prospectus supplement relating to the first mortgage bonds or senior unsecured debt securities offered by this prospectus; and
- the other risk factors listed from time to time in our reports filed with the SEC.

These risks and uncertainties are discussed in more detail under the captions “Risk Factors,” “Business,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Notes to Consolidated Financial Statements” in our Annual Report on Form 10-K for the year ended December 31, 2006, in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007 and other documents that we file with the SEC and that are incorporated by reference in this prospectus. You may obtain copies of these documents as described under the caption “Where You Can Find More Information.”

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The foregoing review of factors should not be construed as exhaustive.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, and other information with the SEC. Our SEC filings are available to the public on the SEC’s website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC’s Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room.

We are “incorporating by reference” the documents that we have filed with the SEC, which means that we are disclosing important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made after the date of this prospectus with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, until we sell all of the securities offered by this prospectus:

- Our Annual Report on Form 10-K for the year ended December 31, 2006, filed with the SEC on February 27, 2007;
- Our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2007, June 30, 2007 and September 30, 2007, filed with the SEC on April 30, 2007, July 30, 2007 and October 29, 2007, respectively; and
- Our Current Reports on Form 8-K, filed with the SEC on March 19, 2007, June 25, 2007, August 20, 2007, September 21, 2007, October 1, 2007 and December 11, 2007.

We are not required to, and do not, provide annual reports to holders of our first mortgage bonds or senior unsecured debt securities unless specifically requested by such a holder.

We will provide, without charge, to each person, including any beneficial owner to whom this prospectus is delivered, upon written or oral request, a copy of any or all documents referred to above that have been or may be incorporated by reference into this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. You may request these documents from:

Attn: Corporate Secretary
Northern States Power Company
414 Nicollet Mall
Minneapolis, Minnesota 55401
(612) 330-5500

OUR COMPANY

We were incorporated in 2000 under the laws of the State of Minnesota. Prior to 2000, our regulated utility operations were conducted by the legal entity now operating under the name Xcel Energy Inc. We are an operating utility engaged in the generation, purchase, transmission, distribution and sale of electricity in Minnesota, North Dakota and South Dakota. We also purchase, transport, distribute and sell natural gas to retail customers and transport customer-owned gas in Minnesota and North Dakota. As of December 31, 2006, we provide electric utility service to approximately 1.4 million customers and gas utility service to approximately 0.5 million customers.

We are a wholly owned subsidiary of Xcel Energy, a Minnesota corporation. Xcel Energy was incorporated under the laws of the State of Minnesota in 1909. Among Xcel Energy's other subsidiaries are Public Service Company of Colorado, a Colorado corporation, Southwestern Public Service Company, a New Mexico corporation, and Northern States Power Company, a Wisconsin corporation.

We own the following direct subsidiaries: United Power and Land Company, which holds real estate; and NSP Nuclear Corporation, which holds our interest in the Nuclear Management Company.

Our principal executive offices are located at 414 Nicollet Mall, Minneapolis, Minnesota 55401, and our telephone number is (612) 330-5500.

USE OF PROCEEDS

Unless otherwise indicated in a prospectus supplement relating to the issue of a particular series of first mortgage bonds or senior unsecured debt securities, we intend to use the net proceeds from the sale of the first mortgage bonds or senior unsecured debt securities offered by this prospectus for general corporate purposes, including capital expenditures, repayment of short-term debt and refunding of long-term debt at maturity or otherwise. Our short-term debt aggregated approximately \$145 million as of September 30, 2007. The specific allocation of the proceeds of a particular series of the first mortgage bonds or senior unsecured debt securities will be described in the prospectus supplement relating to that series.

RATIO OF CONSOLIDATED EARNINGS TO CONSOLIDATED FIXED CHARGES (unaudited)

	Nine Months Ended September 30, 2007	Year Ended December 31,				
		2006	2005	2004	2003	2002
Ratio of consolidated earnings to consolidated fixed charges(1)	<u>3.4</u>	<u>3.3</u>	<u>3.2</u>	<u>3.2</u>	<u>2.8</u>	<u>3.3</u>

(1) Included in the ratio of consolidated earnings to consolidated fixed charges for the nine months ended September 30, 2007 and the year ended December 31, 2006 are \$6.7 million and \$4.1 million, respectively, of payments made pursuant to a purchased power agreement that was accounted for as an operating lease. These payments relate to a Minnesota electric generating facilities that became operational in June 2006.

For purposes of computing the ratio of consolidated earnings to consolidated fixed charges, (i) earnings consist of income from continuing operations plus fixed charges, federal and state income taxes, deferred income taxes and investment tax credits and less undistributed equity in earnings of unconsolidated investees and (ii) fixed charges consist of interest on long-term debt, other interest charges, the interest component on leases and amortization of debt discount, premium and expense.

DESCRIPTION OF THE FIRST MORTGAGE BONDS

The description below contains a summary of selected provisions of the indenture, including supplemental indentures, under which the first mortgage bonds will be issued. This summary is not complete. The indenture and the form of supplemental indenture applicable to the first mortgage bonds have been filed as exhibits to the registration statement of which this prospectus constitutes a part. You should read them for provisions that may be important to you. In the summary below, we have included references to section numbers of the indenture so that you can easily locate these provisions.

We are not required to issue future issues of indebtedness under the indenture described below. We are free to use other indentures or documentation, containing provisions different from those described in this prospectus, in connection with future issues of other indebtedness not issued under this prospectus.

The first mortgage bonds will be represented either by global securities registered in the name of The Depository Trust Company, or DTC, as depository, or Depository, or its nominee, or by securities in certificated form issued to the registered owners, as set forth in the applicable prospectus supplement. See the information under the caption “Book-Entry System” in this prospectus.

General

We may issue the first mortgage bonds from time to time in one or more new series under the Supplemental and Restated Trust Indenture dated May 1, 1988, which we refer to as the Restated Indenture, as previously supplemented by 20 supplemental trust indentures and as to be supplemented by one or more new supplemental indentures for the first mortgage bonds, which we collectively refer to as the Mortgage Indenture, all from us to The Bank of New York Trust Company, N.A., as successor trustee, which we refer to as the Mortgage Trustee. The Mortgage Indenture will govern the first mortgage bonds offered by this prospectus. As of September 30, 2007, there were 11 series of first mortgage bonds in an aggregate principal amount of approximately \$2.2 billion outstanding under the Mortgage Indenture.

The holders of the outstanding first mortgage bonds do not, and, unless the prospectus supplement that describes a particular series of first mortgage bonds provides otherwise with respect to that series, the holders of any first mortgage bonds offered by this prospectus will not, have the right to require us to repurchase the first mortgage bonds if we become involved in a highly leveraged or change in control transaction. The Mortgage Indenture does not have any provision that is designed specifically in response to highly leveraged or change in control transactions. However, holders of first mortgage bonds would have the security afforded by the first mortgage lien on substantially all our property as described below under the caption “—Security for the First Mortgage Bonds.” In addition, any change in control transaction and any incurrence of substantial additional long-term indebtedness, as first mortgage bonds, senior unsecured debt securities or otherwise, by us in a transaction of that nature would require approval of state utility regulatory authorities and, possibly, of federal utility regulatory authorities.

When we offer to sell a particular series of first mortgage bonds, we will describe the specific terms of that series in a prospectus supplement relating to that series, including the following terms:

- the title of the series;
- any limit on the aggregate principal amount of the series;
- the price at which the series will be issued;
- the date of maturity of that series;

- the date or dates on which we will pay the principal of that series;
- the rate or rates at which that series will bear interest or the method of calculating the rate or rates;
- the date or dates from which interest will accrue;
- the dates on which we will pay interest and the regular record dates for the interest payment dates and the persons to whom we will pay interest if different from the person in whose name the first mortgage bonds of that series are registered on the regular record date;
- any redemption terms, including mandatory redemption through a sinking fund or otherwise, redemption at our option and redemption at the option of the holder;
- the denominations in which we will issue that series, if other than \$1,000 and integral multiples of \$1,000;
- whether we will issue that series in whole or in part in book-entry form; and
- any other terms of that series of first mortgage bonds.

Redemption

The prospectus supplement that describes a particular series of first mortgage bonds will set forth any terms for the optional or mandatory redemption of that particular series.

Security for the First Mortgage Bonds

In the opinion of our counsel, the first mortgage bonds being issued pursuant to this prospectus will be secured equally and ratably with all of our other outstanding first mortgage bonds by a valid and direct first mortgage lien on all of the real and fixed properties, leasehold rights, franchises and permits then owned by us subject only (1) to permitted liens and encumbrances, such as for taxes not delinquent or being contested in good faith, and (2) as to parts of our property, to easements, conditions, restrictions, leases and similar encumbrances that do not affect our use of that property in the usual course of our business, to minor defects in titles that are not material and to defects in titles to properties not essential to our business.

The Mortgage Indenture subjects to the lien of the Mortgage Indenture all of our property, rights and franchises, except as otherwise expressly provided. These provisions might not be effective as to property acquired within 90 days prior and subsequent to the filing of a case by us under the United States Bankruptcy Code. The opinion of counsel does not cover titles to easements for water flowage purposes or rights-of-way for electric and gas transmission and distribution facilities, steam mains and telephone lines. However, we have the power of eminent domain in the states in which we operate.

The Mortgage Indenture allows permitted encumbrances on the mortgaged and pledged property whether now owned or acquired in the future.

Permitted encumbrances include, among others, the following:

- permitted liens (liens for taxes not yet delinquent or being contested in good faith, mechanics', workers' and other similar liens, and easements and rights of way);
- rights of parties to agreements with us relating to property owned or used jointly with that party, provided the rights:
 - do not materially impair the use of the property in the normal course of our business;
 - do not materially affect the security provided by the Mortgage Indenture; and

- are not inconsistent with the remedies of the Mortgage Trustee upon a completed default;
- leases existing on the effective date of the Mortgage Indenture affecting property owned by us on the effective date;
- leases that do not interfere in any material respect with the use by us of the property for its intended purpose and that will not have a material adverse impact on the security provided by the Mortgage Indenture;
- other leases relating to 5% or less of the sum of our depreciable property and land; and
- any mortgage, lien, charge or other encumbrance prior or equal to the lien of the Mortgage Indenture, other than a prepaid lien, existing on the date we acquire the property, provided that on the acquisition date:
 - no default has occurred and is continuing;
 - the principal amount secured by that mortgage, lien, charge or encumbrance does not exceed 66⅔% of the lesser of the cost or fair value of the property; and
 - the mortgage will apply only to the property originally subject to that mortgage, we will close the mortgage and we will not issue additional indebtedness under that mortgage.

(Section 1.03 of the Restated Indenture.)

The holders of 66⅔% of the principal amount of first mortgage bonds outstanding may (1) consent to the creation or existence of a prior lien with respect to up to 50% of the sum of our depreciable property and land, after giving effect to the prior lien or (2) terminate the lien of the Mortgage Indenture with respect to up to 50% of the sum of our depreciable property and land.
(Section 18.02(e) of the Restated Indenture.)

Sinking Fund Provisions

We currently do not have any outstanding first mortgage bonds that are, and, unless the prospectus supplement that describes a particular series of first mortgage bonds provides otherwise with respect to that series, the first mortgage bonds offered by this prospectus will not be, subject to a sinking fund.

Maintenance Provisions

As a maintenance fund for the first mortgage bonds, we have agreed to pay to the Mortgage Trustee on each May 1 an amount equal to 2.50% of our completed depreciable property as of the end of the preceding calendar year, after deducting credits at our option for the following:

- maintenance;
- property retirements offset by permanent additions;
- retirements of first mortgage bonds; and
- amounts of established permanent additions.

(Section 9.01 of the Restated Indenture.)

We may withdraw moneys from the maintenance fund in amounts equal to retirements of first mortgage bonds and permanent additions. Cash on deposit in the maintenance fund may be used for the purchase or redemption of first mortgage bonds. Any redemption of this nature would be at the applicable regular redemption price of the first mortgage bonds to be redeemed and subject to any restrictions on the redemption of that first mortgage bond. (Sections 9.03 and 9.04 of the Restated Indenture.)

To the extent that maintenance fund credits exceed 2.50% of completed depreciable property for any year after 1987, such excess credits may be applied in future years (1) to offset any maintenance fund deficiency or (2) to increase the amount of established permanent additions available for use under the Mortgage Indenture. (Section 9.05 of the Restated Indenture.)

We have agreed to maintain our properties in adequate repair, working order and condition. (Section 8.06 of the Restated Indenture.)

Issuance of Additional First Mortgage Bonds

The maximum principal amount of first mortgage bonds that we may issue under the Mortgage Indenture is not limited, except as described below. We may issue additional first mortgage bonds in amounts equal to (1) 66⅔% of the cost or fair value, whichever is less, of permanent additions after deducting retirements (Article V of the Restated Indenture); (2) retired first mortgage bonds, which have not been otherwise used under the Mortgage Indenture (Article VI of the Restated Indenture); or (3) the amount of cash deposited with the Mortgage Trustee, which cash may be withdrawn on the same basis as additional first mortgage bonds may be issued under clauses (1) and (2) above. (Article VII of the Restated Indenture.)

The first mortgage bonds issued pursuant to this prospectus will be issued under clause (1) or (2) above. At September 30, 2007, the amount of net permanent additions available for the issuance of first mortgage bonds was approximately \$7.2 billion, of which \$2.3 billion could be used to authenticate the \$1.5 billion principal amount of the first mortgage bonds. As of September 30, 2007, \$43.1 million of retired first mortgage bonds were available to authenticate up to \$43.1 million of first mortgage bonds.

We may not issue any additional first mortgage bonds on the basis of clause (1), clause (2) under specified conditions or clause (3), unless the earnings applicable to bond interest for a specified 12-month period are equal to twice the annual interest requirements on the first mortgage bonds, including those about to be issued, and any obligations secured by prior liens and any indebtedness secured by permitted encumbrances. (Sections 5.04, 6.02 and 7.01 of the Restated Indenture.) The calculation of earnings applicable to bond interest includes all of our nonutility revenues. (Section 1.03 of the Restated Indenture.)

Permanent additions include the following:

- our electric and steam generating, transmission and distribution properties;
- our gas storage and distribution properties;
- construction work-in-progress;
- our fractional and undivided property interests;
- property used for providing telephone or other communication services; and
- engineering, financial, economic, environmental, geological and legal or other studies, surveys or reports associated with the acquisition or construction of any depreciable property.

(Section 1.03 of the Restated Indenture.)

Assuming that the interest cost on variable rate first mortgage bonds is at the maximum allowable rate, earnings applicable to bond interest for the 12 months ended September 30, 2007 would be 2.06 times the annual interest requirements on our first mortgage bonds, including the first mortgage bonds issued pursuant to this prospectus at an assumed 6.5% interest rate, and any obligations secured by prior liens and any indebtedness secured by permitted encumbrances. Additional first mortgage bonds

may vary as to maturity, interest rate, redemption prices and sinking fund, among other things. (Article II of the Restated Indenture.)

Provisions Limiting Dividends on Common Stock

We have agreed that the sum of:

- all dividends and distributions on our common stock after the effective date of the Restated Indenture (other than in common stock); and
- the amount, if any, by which the considerations given by us for the purchase or other acquisition of our common stock after the effective date exceeds the considerations received by us after the effective date from the sale of common stock

will not exceed the sum of:

- our retained earnings at the effective date; and
- an amount equal to our net income earned after the effective date, after deducting all dividends accruing after the effective date on all classes and series of our preferred stock and after taking into consideration all proper charges and credits to earned surplus made after the effective date.

In computing net income for the purpose of this covenant, we will deduct the amount, if any, by which, after the date commencing 365 days prior to the effective date, the actual expenditures or charges for ordinary repairs and maintenance and the charges for reserves, renewals, replacements, retirements, depreciation and depletion are less than 2.50% of our completed depreciable property. (Section 8.07 of the Restated Indenture.)

Release Provisions

The Mortgage Indenture permits the release from its lien of any property upon depositing or pledging cash or certain other property of comparable fair value. The Mortgage Indenture also permits the following, in each case without any release or consent by the Mortgage Trustee or accountability to the Mortgage Trustee:

- the sale or other disposal of securities not pledged under the Mortgage Indenture, contracts, accounts, motor cars and certain equipment and supplies;
- the cancellation, change or alteration of leases, rights-of-way and easements;
- the surrender and modification of any franchise or governmental consent subject to certain restrictions;
- all motor vehicles, vessels and marine equipment, railroad cars, engines and related equipment, airplanes, office furniture and leasehold interests in property owned by third parties; and
- the leasing of the property subject to the lien of the Indenture if it does not interfere in any material respect with the use of the property for the purpose for which it is held by us and will not have a material adverse impact on the security afforded by the Mortgage Indenture.

(Article XI of the Restated Indenture.)

Any of the mortgaged and pledged property may be released from the lien of the Mortgage Indenture if, after the release, the fair value of the remaining mortgaged and pledged property equals or exceeds a sum equal to 150% of the aggregate principal amount of first mortgage bonds outstanding. (Section 11.03(k) of the Restated Indenture.) Upon satisfaction of the requirements set forth in the Mortgage Indenture, this provision would permit us to spin off or otherwise dispose of a

substantial amount of assets or a line of business without depositing cash or property with the Mortgage Trustee or obtaining the consent of the bondholders.

Modification of the Mortgage Indenture

With our consent, the provisions of the Mortgage Indenture may be changed by the affirmative vote of the holders of 66⅔% in principal amount of the first mortgage bonds outstanding except that, among other things, the following may not be done without the consent of the holder of each first mortgage bond so affected:

- the maturity of a first mortgage bond may not be extended;
- the interest rate may not be reduced;
- the terms of payment of principal or interest may not be changed;
- no lien ranking prior to or on a parity with the lien of the Mortgage Indenture with respect to any of the property mortgaged or pledged under the Mortgage Indenture may be created;
- the security of the lien upon the mortgaged and pledged property for the security of such holder's bond may not be deprived; and
- the required percentage of the holders of first mortgage bonds relating to actions that require their consent may not be changed.

(Section 18.02 of the Restated Indenture.)

Defaults

The following is a summary of events defined in the Mortgage Indenture as completed defaults:

- default in payment of principal of any first mortgage bond;
- default continued for 90 days in payment of interest on any first mortgage bond;
- default in the covenant contained in Section 8.11 of the Restated Indenture regarding bankruptcy, insolvency, assignment or receivership; and
- default continued for 90 days after notice in the performance of any other covenant, agreement or condition.

(Section 13.01 of the Restated Indenture.)

Notice of Default. The Mortgage Trustee is required to give notice to bondholders within 90 days after the occurrence of a default, unless the default has been cured before giving its notice; provided that, except in the case of a default resulting from the failure to make any payment of principal or interest on any first mortgage bonds or to make any sinking fund payment, the Mortgage Trustee may withhold the notice if its board of directors, executive committee or a trust committee of directors or responsible officers determines in good faith that withholding the notice is in the interest of the bondholders. (Section 16.02 of the Restated Indenture.)

Acceleration of Maturity. In case of a completed default, either the Mortgage Trustee or the holders of 25% in principal amount of (1) the first mortgage bonds outstanding or (2) the first mortgage bonds affected by the default, may declare the first mortgage bonds due and payable, subject to the right of the holders of a majority of the first mortgage bonds then-outstanding to rescind or annul such action. Further, the Mortgage Trustee is obligated to take the actions provided in the Mortgage Indenture to enforce payment of the first mortgage bonds and the lien of the Mortgage Indenture upon being requested to do so by the holders of a majority in principal amount of the first mortgage bonds. However, the holders of a majority in principal amount of the first mortgage bonds

may direct the taking of any of these actions or the refraining from these actions as is not in violation of the law or the Mortgage Indenture. Before taking these actions, the Mortgage Trustee may require adequate indemnity against the costs, expenses and liabilities to be incurred in connection with these actions. (Article XIII of the Restated Indenture.)

Compliance Certificate. We are required to file with the Mortgage Trustee information, documents and reports regarding our compliance with the conditions and covenants of the Mortgage Indenture as may be required by the rules and regulations of the SEC, including a certificate, furnished at least annually, as to our compliance with all of the conditions and covenants under the Mortgage Indenture. (Section 8.18 of the Restated Indenture.)

Other Provisions

Whenever all indebtedness secured by the Mortgage Indenture has been paid, or adequate provision for payment has been made, the Mortgage Trustee will cancel and discharge the Mortgage Indenture. (Article XVII of the Restated Indenture.) We may deposit with the Mortgage Trustee any combination of cash or government obligations in order to provide for the payment of any series or all of the first mortgage bonds outstanding. The Mortgage Indenture also provides that we must furnish to the Mortgage Trustee officers' certificates, certificates of an engineer, appraiser or other expert and, in some cases, accountants' certificates in connection with the authentication of first mortgage bonds, the release or release and substitution of property and some other matters, and opinions of counsel as to the lien of the Mortgage Indenture and some other matters. (Articles IV, V, VI, VII, XI and XVII and Section 20.08 of the Restated Indenture.)

Concerning the Trustee

The Bank of New York Trust Company, N.A., is the Mortgage Trustee under the Mortgage Indenture. We maintain banking relationships with the Mortgage Trustee in the ordinary course of business.

Governing Law

The Mortgage Indenture and first mortgage bonds being issued pursuant to this prospectus are governed by, and construed in accordance with, the laws of the State of Minnesota.

DESCRIPTION OF THE SENIOR UNSECURED DEBT SECURITIES

The description below contains a summary of selected provisions of the indenture, including supplemental indentures, under which the senior unsecured debt securities, which we refer to as debt securities, will be issued. This summary is not complete. The indenture and the form of supplemental indenture applicable to the debt securities have been filed as exhibits to the registration statement of which this prospectus is a part. You should read them for provisions that may be important to you. In the summary below, we have included references to section numbers of the indenture so that you can easily locate these provisions.

We are not required to issue future issues of indebtedness under the indenture described below. We are free to use other indentures or documentation, containing provisions different from those described in this prospectus, in connection with future issues of other indebtedness not issued under this prospectus.

The debt securities will be represented either by global securities registered in the name of DTC, as Depository, or its nominee, or by securities in certificated form issued to the registered owners, as set forth in the applicable prospectus supplement. See the information under the caption "Book-Entry System" in this prospectus.

General

The debt securities will be issued in one or more new series under the Indenture dated July 1, 1999 between us and Wells Fargo Bank, N.A., (as successor by merger to Norwest Bank Minnesota, National Association) as trustee, which we refer to as the Senior Trustee. This indenture, as previously supplemented by supplemental indentures and as to be supplemented by one or more new supplemental indentures for the debt securities, is referred to in this prospectus as the Senior Indenture. As of September 30, 2007, there was one series of debt securities in an aggregate principal amount of \$250 million outstanding under the Senior Indenture.

The holders of the outstanding debt securities do not, and, unless the supplemental indenture that describes a particular series of debt securities provides otherwise with respect to that series, the holders of any debt securities offered by this prospectus will not, have the right to require us to repurchase the debt securities if we become involved in a highly leveraged or change in control transaction. The Senior Indenture does not have any provision that is designed specifically in response to highly leveraged or change in control transactions. However, any change in control transaction and any incurrence of substantial additional long-term indebtedness, as first mortgage bonds, debt securities or otherwise, by us in such a transaction of that nature would require approval of state utility regulatory authorities and, possibly, of federal utility regulatory authorities.

The debt securities will be our senior unsecured obligations and will rank on a parity with our other existing and future senior unsecured indebtedness. In this “Description of the Senior Unsecured Debt Securities,” we refer to securities issued under the Senior Indenture, whether previously issued or to be issued in the future, including the debt securities, as the securities. The amount of securities that we may issue under the Senior Indenture is not limited.

When we offer to sell a particular series of debt securities, we will describe the specific terms of that series in a prospectus supplement relating to that series, including the following terms:

- the title of the series;
- any limit on the aggregate principal amount of the series;
- the price at which the series will be issued;
- the date of maturity of that series;
- the date or dates on which we will pay the principal of that series;
- the rate or rates at which that series will bear interest or the method of calculating the rate or rates;
- the date or dates from which the interest will accrue;
- the dates on which we will pay interest and the regular record dates for the interest payment dates and the persons to whom we will pay interest if different from the person in whose name the debt securities of that series are registered on the regular record date;
- any redemption terms, including mandatory redemption through a sinking fund or otherwise, redemption at our option and redemption at the option of the holder;
- the denominations in which we will issue that series, if other than \$1,000 and integral multiples of \$1,000;
- whether we will issue that series in whole or in part in book-entry form; and
- any other terms of that series of debt securities.

Registration, Transfer and Exchange

Debt securities of any series may be exchanged for other debt securities of the same series of any authorized denominations and of a like aggregate principal amount and kind. (Section 2.6 of the Senior Indenture.)

Unless the prospectus supplement that describes a particular series of debt securities provides otherwise with respect to that series, debt securities may be presented for registration of transfer (duly endorsed or accompanied by a duly executed written instrument of transfer) at the office of the Senior Trustee maintained for that purpose and referred to in the applicable prospectus supplement, without service charge and upon payment of any taxes and other governmental charges as described in the Senior Indenture. Any transfer or exchange will be effected upon the Senior Trustee's satisfaction with the documents of title and indemnity of the person making the request. (Sections 2.6 and 2.7 of the Senior Indenture.)

The Senior Trustee will not be required to exchange or register a transfer of any debt securities of a series selected, called or being called for redemption except, in the case of any debt security to be redeemed in part, the portion of that debt security not to be so redeemed. (Section 2.6 of the Senior Indenture.) See the information under the caption "Book-Entry System."

Payment and Paying Agents

Principal, interest and premium, if any, on debt securities issued in the form of global securities will be paid in the manner described below under the caption "Book-Entry System." Unless the prospectus supplement that describes a particular series of debt securities provides otherwise with respect to that series, interest on debt securities that are in the form of certificated securities will be paid by check mailed to the holder at that person's address as it appears in the register for the debt securities maintained by the Senior Trustee; however, a holder of \$10,000,000 or more of the debt securities having the same interest payment dates will be entitled to receive payments of interest by wire transfer, if appropriate wire transfer instructions have been received by the Senior Trustee on or prior to the applicable record date. (Section 2.12 of the Senior Indenture.) Unless the prospectus supplement that describes a particular series of debt securities provides otherwise with respect to that series, the principal, interest at maturity and premium, if any, on debt securities in the form of certificated securities will be payable in immediately available funds at the office of the Senior Trustee. (Section 2.12 of the Senior Indenture.)

All monies paid by us to a paying agent for the payment of principal, interest or premium on any debt security that remain unclaimed at the end of two years after that principal, interest or premium has become due and payable will be repaid to us, and the holder of that debt security will thereafter look only to us for payment of that principal, interest or premium. (Section 4.4 of the Senior Indenture.)

Events of Default

The following constitute events of default under the Senior Indenture:

- default in the payment of principal and premium, if any, on any security issued under the Senior Indenture when due and payable and continuance of that default for five days;
- default in the payment of interest on any security issued under the Senior Indenture when due and continuance of that default for 30 days;
- default in the performance or breach of any of our other covenants or warranties in the securities or in the Senior Indenture and the continuation of that default or breach for 90 days after written notice to us as provided in the Senior Indenture; and

- specified events of bankruptcy, insolvency or reorganization of our company.

(Section 7.1 of the Senior Indenture.)

If an event of default occurs and is continuing, either the Senior Trustee or the holders of a majority in principal amount of the outstanding securities may declare the principal amount of all securities to be due and payable immediately. At any time after an acceleration of the securities has been declared, but before a judgment or decree of the immediate payment of the principal amount of the securities has been obtained, if we pay or deposit with the Senior Trustee a sum sufficient to pay all matured installments of interest and the principal and any premium that has become due otherwise than by acceleration and all defaults have been cured or waived, then that payment or deposit will cause an automatic rescission and annulment of the acceleration of the securities. (Section 7.1 of the Senior Indenture.)

The Senior Trustee generally will be under no obligation to exercise any of its rights or powers under the Senior Indenture at the request or direction of any of the holders unless such holders have offered acceptable indemnity to the Senior Trustee. (Section 8.2 of the Senior Indenture.) The holders of a majority in principal amount of the outstanding securities generally will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the Senior Trustee, or of exercising any trust or power conferred on the Senior Trustee, relating to the securities. (Section 7.7 of the Senior Indenture.) Each holder has the right to institute a proceeding relating to the Senior Indenture, but this right is subject to conditions precedent specified in the Senior Indenture. (Sections 7.4 and 7.7 of the Senior Indenture.) The Senior Trustee is required to give the holders of the securities notice of the occurrence of a default within 90 days of the default, unless the default is cured or waived. Except in the case of a payment default on any securities, however, the Senior Trustee may withhold notice if it determines in good faith that it is in the interest of holders to do so. (Section 7.8 of the Senior Indenture.) We are required to deliver to the Senior Trustee each year a certificate as to whether or not we are in compliance with the conditions and covenants under the Senior Indenture. (Section 5.5 of the Senior Indenture.)

Modification

We and the Senior Trustee may modify and amend the Senior Indenture from time to time.

We will not need the consent of the holders of the securities for the following types of amendments:

- adding to our covenants for the benefit of the holders of the securities or surrendering a right given to us in the Senior Indenture;
- adding security for the securities; or
- making various other modifications, generally of a ministerial or immaterial nature.

(Section 12.1 of the Senior Indenture.)

We will need the consent of the holders of each outstanding security affected by a proposed amendment if the amendment would cause any of the following to occur:

- a change in the maturity date of any security;
- a reduction in the interest rate or extension of the time of payment of interest;
- a reduction in the principal amount of any security, the premium payable on any security or the amount of principal that could be declared due and payable prior to the stated maturity;
- a change in the currency of any payment of principal, premium or interest on any security;

- an impairment of the right of a holder to institute suit for the enforcement of any payment relating to any security;
- a reduction in the percentage of outstanding securities necessary to consent to the modification or amendment of the Senior Indenture or to waive past defaults; or
- a modification in these requirements.

(Section 12.2 of the Senior Indenture.)

Amendments other than those described in the above two paragraphs will require the approval of the holders of a majority in principal amount of the outstanding securities.

Defeasance and Discharge

We may be discharged from all obligations relating to the debt securities and the Senior Indenture (except for specified obligations such as obligations to register the transfer or exchange of securities, replace stolen, lost or mutilated securities and maintain paying agencies) if we irrevocably deposit with the Senior Trustee, in trust for the benefit of holders of securities, money or United States government obligations (or any combination thereof) sufficient to make all payments of principal, premium and interest on the securities on the dates those payments are due. To discharge these obligations, we must deliver to the Senior Trustee an opinion of counsel that the holders of the securities will not recognize income, gain or loss for federal income tax purposes as a result of the defeasance or discharge of the Senior Indenture. If we discharge our obligations as described above, the holders of securities must look only to the funds deposited with the Senior Trustee, and not us, for payments on the securities. (Section 4.1 of the Senior Indenture.)

Consolidation, Merger and Sale of Assets

We will not merge into any other corporation or sell or otherwise transfer all or substantially all our assets unless the successor or transferee corporation assumes by supplemental indenture our obligations to pay the principal, interest and premium on all of the securities and our obligation to perform every covenant of the Senior Indenture that we are to perform or observe and we or the successor or transferee corporation, as applicable, are not, immediately following such merger, sale or transfer, in default in the performance of any of those covenants. Upon any merger, sale or transfer of all or substantially all of our assets, the successor or transferee corporation will succeed to, and be substituted for, and may exercise all of our rights and powers under the Senior Indenture with the same effect as if the successor corporation had been named as us in the Senior Indenture, and we will be released from all obligations under the Senior Indenture. Unless the prospectus supplement that describes a particular series of debt securities provides otherwise with respect to that series, the Senior Indenture will define all or substantially all of our assets as being 50% or more of our total assets as shown on our balance sheet as of the end of the prior year and specifically will permit any sale, transfer or conveyance during a calendar year of less than 50% of our total assets without the consent of the holders of the securities. (Sections 11.1 and 11.2 of the Senior Indenture.)

Limitation on Liens

Unless the prospectus supplement that describes a particular series of debt securities provides otherwise with respect to that series, so long as any debt securities are outstanding, we will not create or permit to exist any mortgage, pledge, security interest or other lien, which we collectively refer to as liens, on any of our utility properties or assets, whether we own it now or acquire it later, unless we similarly secure the debt securities and all other securities issued under the Senior Indenture prior to or contemporaneously with the debt securities.

This restriction will not apply to:

- any of our subsidiaries;
- the Mortgage Indenture securing our first mortgage bonds, or any indenture supplemental to our Mortgage Indenture;
- liens on any property existing at the time we acquire the property (or within one year of our acquisition);
- purchase money liens; or
- any extension, renewal or replacement (or successive extensions, renewals or replacements) of any lien referred to in the clauses listed above.

In addition, this restriction will not apply to the following permitted encumbrances, among others:

- the pledge or assignment, in the ordinary course, of electricity, gas, steam or accounts receivable;
- liens existing on any property at the time the corporation owning the property merges with us or transfers all or substantially all of its property to us, so long as our board of directors determines that the property is adequate security for the lien; and
- liens not otherwise permitted if the total of all permitted encumbrances would not exceed 10% of our tangible net worth.

As described above, these restrictions will limit our ability to incur secured debt, but will not prohibit it entirely. The restrictions will not prevent us from entering into leases in the ordinary course of business. You should be aware that one of those exceptions described above permits us to issue first mortgage bonds in amounts up to the limits described in the Mortgage Indenture. The Mortgage Indenture permits us to issue first mortgage bonds in amounts equal to 66⅔% of the cost or fair value of permanent additions and up to 100% of retired first mortgage bonds. As of September 30, 2007, the amount of first mortgage bonds that we could issue on the basis of permanent additions exceeded approximately \$4.78 billion, and the amount of first mortgage bonds we could issue on the basis of retired bonds was approximately \$43.1 million. However, we cannot issue any first mortgage bonds on the basis of permanent additions unless the earnings applicable to bond interest for a specified 12-month period are equal to twice the annual interest requirements on the first mortgage bonds, including those being issued and any obligations secured by prior liens and any indebtedness secured by permanent additions.

Resignation or Removal of Senior Trustee

The Senior Trustee may resign at any time by notifying us in writing and specifying the day upon which the resignation is to take effect. The resignation will not take effect, however, until a successor trustee has been appointed. (Section 8.10 of the Senior Indenture.)

The holders of a majority in principal amount of the outstanding securities may remove the Senior Trustee at any time. In addition, so long as no event of default or event that, with the giving of notice or lapse of time or both, would become an event of default has occurred and is continuing, we may remove the Senior Trustee upon notice to the holder of each security outstanding and appointment of a successor Senior Trustee. (Section 8.10 of the Senior Indenture.)

Concerning the Senior Trustee

Wells Fargo Bank, N.A. is the Senior Trustee. We maintain banking relationships with the Senior Trustee in the ordinary course of business. The Senior Trustee also acts as trustee for securities of some of our affiliates.

BOOK-ENTRY SYSTEM

Each series of first mortgage bonds or debt securities offered by this prospectus may be issued in the form of one or more global first mortgage bonds or global debt securities, as applicable, representing all or part of that series of securities. This means that we will not issue certificates for that series of securities to the holders. Instead, a global security representing that series will be deposited with, or on behalf of, DTC, or its successor as the Depository and registered in the name of the Depository or a nominee of the Depository.

The Depository will keep a computerized record of its participants (for example, your broker) whose clients have purchased securities represented by a global security. Unless it is exchanged in whole or in part for a certificated security, a global security may not be transferred, except that the Depository, its nominees and their successors may transfer a global security as a whole to one another.

Beneficial interests in global securities will be shown on, and transfers of interests will be made only through, records maintained by the Depository and its participants. The laws of some jurisdictions require that some purchasers take physical delivery of securities in definitive form. These laws may impair the ability to transfer beneficial interests in a global security.

We will wire principal, interest and any premium payments to the Depository or its nominee. We and the trustee will treat the Depository or its nominee as the owner of the global security for all purposes, including any notices and voting. Accordingly, we, the applicable trustee and any paying agent will have no direct responsibility or liability to pay amounts due on a global security to owners of beneficial interests in a global security.

Unless otherwise specified in the prospectus supplement that describes a particular series of first mortgage bonds or debt securities, DTC will act as Depository for those securities issued as global securities. The securities will be registered in the name of Cede & Co., DTC's partnership nominee, or such other name as may be requested by an authorized representative of DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds securities that its participants, or Direct Participants, deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is a wholly owned subsidiary of The Depository Trust & Clearing Corporation, or DTCC. DTCC, in turn, is owned by a number of Direct Participants of DTC and Members of the National Securities Clearing Corporation, Government Securities Clearing Corporation, MBS Clearing Corporation and Emerging Markets Clearing Corporation, or NSCC, GSCC, MBSCC and EMCC, respectively, also subsidiaries of DTCC, as well as by the New York Stock Exchange, Inc., the American Stock Exchange LLC and the Financial Industry Regulatory Authority. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly, or Indirect Participants and, together with Director Participants, Participants. The DTC Rules applicable to its Participants are on file with the SEC. More information about DTC can be found at <http://www.dtcc.com> or <http://www.dtc.org>.

Purchases of securities under the DTC system must be made by or through Direct Participants, which will receive a credit for the securities on DTC's records. The ownership interest of each actual

purchaser of each security, or Beneficial Owner, is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the securities are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the securities, except in the event that use of the book-entry system for the debt securities is discontinued.

To facilitate subsequent transfers, all securities deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. or such other name as may be requested by an authorized representative of DTC. The deposit of securities with DTC and their registration in the name of Cede & Co. or such other nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Securities; DTC's records reflect only the identity of the Direct Participants to whose accounts such securities are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the securities within a series are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such series to be redeemed.

Neither DTC nor Cede & Co. (nor such other DTC nominee) will consent or vote with respect to the global securities unless authorized by a Direct Participant in accordance with DTC's Procedures. Under its usual procedures, DTC mails an omnibus proxy to us as soon as possible after the record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the securities are credited on the record date (identified in a listing attached to the omnibus proxy).

Redemption proceeds, distributions and dividend payments on the global securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts, upon DTC's receipt of funds and corresponding detail information from us or the trustee on the payment date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the trustee, or us, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of us or the trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the global securities at any time by giving reasonable notice to us or the trustee. Under such circumstances, in the event that a successor securities depository is not obtained, securities certificates are required to be printed and delivered.

We may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, security certificates will be printed and delivered to DTC.

The global securities will be exchangeable for corresponding certificated securities registered in the name of persons other than DTC or its nominee if (1) DTC (a) notifies us that it is unwilling or unable to continue as depository for any of the global securities or (b) at any time ceases to be a clearing agency registered under the Exchange Act, (2) an event of default occurs and is continuing with respect to the applicable series of first mortgage bonds or debt securities or (3) we execute and deliver to the trustee an order that the global securities will be so exchangeable.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC, and we and any underwriters, dealers or agents are not responsible for the accuracy of the information or for the performance by DTC of its obligations under the rules and procedures governing its operations or otherwise.

Any underwriters, dealers or agents of any securities may be Direct Participants of DTC.

PLAN OF DISTRIBUTION

We intend to sell the securities offered by this prospectus to or through underwriters or dealers, and may also sell the securities directly to other purchasers or through agents, as described in the prospectus supplement relating to an issue of securities.

The distribution of the securities described in this prospectus may be effected from time to time in one or more transactions at a fixed price or prices, which may be changed, at market prices prevailing at the time of sale, at prices related to the prevailing market prices or at negotiated prices.

In connection with the sale of the securities, underwriters may receive compensation from us or from purchasers of the securities for whom they may act as agents in the form of discounts, concessions or commissions. Underwriters may sell the securities to or through dealers, and those dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters or commissions from the purchasers for whom they may act as agents. Underwriters, dealers and agents that participate in the distribution of the securities may be deemed to be underwriters, and any discounts or commissions received by them from us and any profit on the resale of the securities by them may be deemed to be underwriting discounts and commissions under the Securities Act of 1933, as amended, or the Securities Act. Any person who may be deemed to be an underwriter will be identified, and any compensation received from us will be described in the prospectus supplement relating to an issue of securities.

Under agreements into which we may enter in connection with the sale of the securities, underwriters, dealers and agents who participate in the distribution of the securities may be entitled to indemnification by us against specified liabilities, including liabilities under the Securities Act.

No person has been authorized to give any information or to make any representation not contained in this prospectus and, if given or made, that information or representation must not be relied upon as having been authorized. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered by this prospectus in any jurisdiction to any person to whom it is unlawful to make the offer in the jurisdiction. Neither the delivery of this prospectus nor any sale made under this prospectus will, under any circumstances, create any implication that the information in this prospectus is correct as of any time subsequent to the date of this prospectus or that there has been no change in our affairs since that date.

LEGAL OPINIONS

Legal opinions relating to the first mortgage bonds and debt securities offered by this prospectus will be rendered by our counsel, Michael C. Connelly, 414 Nicollet Mall, Minneapolis, Minnesota, and Jones Day, Chicago, Illinois, counsel for our company. Certain legal matters relating to the first mortgage bonds and senior unsecured debt securities will be passed upon by Simpson Thacher & Bartlett LLP, New York, New York, for any underwriters, dealers or agents named in a prospectus supplement. Michael C. Connelly is our Vice President and General Counsel and is the beneficial owner of less than 1% of the common stock of our parent company, Xcel Energy.

EXPERTS

The consolidated financial statements and the related financial statement schedule incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans"), which is incorporated herein by reference, and have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

\$500,000,000

Northern States Power Company
(a Minnesota corporation)

\$250,000,000, 1.950% First Mortgage Bonds, Series due August 15, 2015
\$250,000,000, 4.850% First Mortgage Bonds, Series due August 15, 2040

Prospectus Supplement
August 4, 2010

Joint Book-Running Managers

BNY Mellon Capital Markets, LLC
Citi
RBS

Co-Managers

Mitsubishi UFJ Securities
US Bancorp

Part 3

REPORT ON DERIVATIVES

Part 3

NORTHERN STATES POWER COMPANY OF MINNESOTA

Report on the use of Derivatives

There were none in connection with the issuance of \$250,000,000 1.950% First Mortgage Bonds, Series due 2015 and \$250,000,000 4.850% First Mortgage Bonds, Series due 2040. Below is a summary of the bond transaction.

Bond Transaction

On August 11, 2010, the Company issued a total of \$500 million first mortgage bonds (the “bond issuance”) in two \$250 million tranches: (1) a 5-year maturity; and (2) a 30-year maturity. The \$250 million 5-year bonds have an interest rate of 1.95 percent and the \$250 million 30-year bonds have an interest rate of 4.85 percent.

The net proceeds of our bond issuance after discount and underwriting fees were \$495.1 million. We estimate that additional expenses for mortgage tax registration, legal, audit and other fees will be approximately \$1.6 million. We used a substantial portion of the proceeds to repay short-term debt, including short-term debt incurred to fund the repayment at maturity of \$175 million first mortgage bonds 4.75 percent series due August 1, 2010.

The securities were assigned a rating of “A” by Standard & Poors, “A1” by Moody’s and “A+” by Fitch. Both tranches of the transaction priced favorably, and at the time of issuance, the 30-year tranche represented the lowest 30-year coupon issued in at least 15 years.

**ARTICLES OF INCORPORATION
&
CERTIFICATE OF GOOD STANDING**

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota,
do certify that: Articles of Incorporation, duly signed
and acknowledged under oath, have been filed on this date
in the office of the Secretary of State, for the
incorporation of the following corporation under and in
accordance with the provisions of the chapter of Minnesota
Statutes listed below.

This corporation is now legally organized under the
laws of Minnesota.

Corporate Name: Northern Power Corporation

Corporate Charter Number: 11B 256

Chapter Formed Under: 302A

This certificate has been issued on 03/07/2007.



Mary Kiffmeyer
Secretary of State

116.256

ARTICLES OF INCORPORATION
OF
NORTHERN POWER CORPORATION

ARTICLE I

NAME

The name of the corporation is:

Northern Power Corporation

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the corporation is:

414 Nicollet Mall
Minneapolis, Minnesota 55401

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is five million (5,000,000) shares, all of which shall be common stock of the par value of one cent (\$0.01) per share.

045740

ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders shall not have preemptive rights to purchase, subscribe for, or otherwise acquire any new or additional securities (including any options or warrants to acquire shares) of the corporation before the corporation may offer them to other persons.

ARTICLE V

CUMULATIVE VOTING

There shall be no cumulative voting for directors.

ARTICLE VI

LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by the Minnesota Business Corporation Act, Chapter 302A of the Minnesota Statutes, as the same exists on the effective date of these Articles of Incorporation or as it subsequently may be amended, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE VI shall be prospective only and shall not adversely affect any limitation of the personal liability of a director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such repeal or modification.

ARTICLE VII

WRITTEN ACTION BY BOARD

Any action required or permitted to be taken by the Board of Directors of this corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters which require shareholder approval, in which case the written action must be signed by all members of the Board of Directors.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Amy E. Erskine
2400 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402

Dated: March 8, 2000

Amy E. Erskine
Amy E. Erskine, the sole incorporator of
Northern Power Corporation

STATE OF MINNESOTA
FILED.

MAR 08 2000

Mary H. Hynes
Secretary of State

AUG-21-2000 14:15

CT CORPORATION/PLS

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11B-256

AMENDMENT OF ARTICLES OF INCORPORATION
OF
NORTHERN POWER CORPORATION
(a Minnesota corporation)

The undersigned, the Vice President and Chief Financial Officer of NORTHERN POWER CORPORATION, a corporation organized under the laws of the State of Minnesota (the "Company"), for the purposes of amending the Company's Articles of Incorporation under the provisions of Minnesota Statutes Section 302A.135, hereby states that:

FIRST: The name of the Company is Northern Power Corporation.

SECOND: Article I of the Company's Articles of Incorporation is hereby amended to read in its entirety as follows:

ARTICLE I

NAME

The name of the corporation is:

Northern States Power Company

THIRD: This amendment has been approved pursuant to Minnesota Statutes Chapter 302A.

I certify that I am authorized to execute this amendment, and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

NORTHERN POWER CORPORATION

Dated: August 21, 2000

By: [Signature]

Its: Vice President & Chief Financial Officer

Name and telephone number of contact person:

Cathy Cleveland
(612) 337-2151

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 21 2000

064188

[Signature]
Secretary of State

11B-256



MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT

Please read the instructions on the back before completing this form.

1. Entity Name:

Northern States Power Company

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number. A post office box is not acceptable.

33 South Sixth Street, Multitowers Tower, Minneapolis

MN

55403

Street

City

State

Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

Corporation Service Company

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.136 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 60A.48 as if I had signed this notice under oath.

Catherine J. Cleveland

Signature of Authorized Person Catherine J. Cleveland, Assistant Secretary

Name and Telephone Number of a Contact Person: AMY BROWN

(612) 222-2122

please print legibly

Filing Fee: Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Non-Minnesota Corporations: \$80.00.

Make checks payable to Secretary of State

Return to: Minnesota Secretary of State

180 State Office Bldg.
100 Constitution Ave.
St. Paul, MN 55155-1209
(651) 286-2803

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB -1 2007

Mary Hoffmeyer
Secretary of State

03930275 Rev. 11/00

082394



MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF REGISTERED OFFICE/
REGISTERED AGENT



Please read the instructions on the back before completing this form.

DC - RO (Global)

1. Entity Name:

See attached list

2. Registered Office Address (No. & Street): List a complete street address or rural route and rural route box number.
A post office box is not acceptable.

380 Jackson Street, Suite 418,	St. Paul	MN	55101
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign entities but optional for Minnesota entities):

If you do not wish to designate an agent, you must list "NONE" in this box. DO NOT LIST THE ENTITY NAME.

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 317A.123 or 322B.135 I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Signature of Authorized Person

John H. Pelletier, Assistant Vice President

Name and Telephone Number of a Contact Person: Anne Grigorakos (212) 299-9100

please print legibly

Filing Fee: For Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due unless you are adding or removing an agent.

Non-Minnesota Corporations: \$50.00.

Make checks payable to Secretary of State
Return to: Minnesota Secretary of State
180 State Office Bldg.
100 Rev. Dr. Martin Luther King Jr. Blvd.
St. Paul, MN 55155-1299
(651) 296-2803

07/06/2005 List of DC entities for Global RO Amendment - DTN 14107990005					
Charter	Typ	Business Name	Agent Name	Previous RO Address	Status
X 12F-414	DC	65th Street, Inc.		33 S 6th Str Multifoods Tower	Processed successfully
4C-167	DC	80 South Eighth Street Hotel Operations, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12D-591	DC	A C O RESTORATION COMPANY, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X764250-2	DC	A COUNTRY FLOWER MARKET, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 10W-97	DC	A Plus Investors, Inc.	Corporation Service Company	475 W University Ave #103	Processed successfully
X 12I-8	DC	ABELARD CONSTRUCTION, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X882303-2	DC	ACCENDI, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X631373-8	DC	ACCORDEA OF MINNESOTA, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
N-1099	DC	ACTION LOGISTIC SERVICES, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1125144-2	DC	Activation Value Publishing, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 9F-945	DC	Adculture Group (USA) Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12P-407	DC	ADVANCED LABELS EXPRESS, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11Y-566	DC	ADVANCED TECHNOLOGY DETECTION, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12I-927	DC	INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11N-671	DC	Adventures in Good Company, Incorporated	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 7M-704	DC	AFC Enterprises, Inc.	Prentice-Hall Corp System Inc	33 S 6th Str Multifoods Tower	Processed successfully
X 12T-126	DC	AGILE DESIGN INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11E-915	DC	AIM Restaurant, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X736802-2	DC	ALAN AND ADAM, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
28742-AA	DC	Alderwoods (Minnesota), Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1W-443	DC	Alexander and Sons, Inc.	Prentice Hall Corp System Inc	33 S 6th Str Multifoods Twr	Processed successfully
1073867-2	DC	ALS NETWORKS INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
5E-526	DC	AMAS Minnesota, Inc.	Corporation Service Co	33 S 6th Str Multifoods Twr	Processed successfully
X 9S-194	DC	AmCane Company	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 7P-901	DC	AmCane International, Inc.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X721201-2	DC	American Commercial, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1259003-6	DC	AMERICAN DEBT SPECIALISTS, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
		AMERICAN HOUSEKEEPING OF			
X 11S-476	DC	MINNESOTA, INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X723672-2	DC	AMERICAN SYNERGY CONSULTING, INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully

X 100-914	DC	Ameritrade Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 19957-2	DC	ANDERSON AND SONS SPECIALIZED CONCRETE AND MASONRY	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10N-704	DC	Aon Risk Services, Inc. of Minnesota	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1L-816	DC	APACHE-MINNESOTA THOM MCAN, INC.	US Corp	33 S 6th Str	Multifoods Twr	Processed successfully
40-183	DC	Apple American Midwest, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7S-106	DC	APPLEBEE'S OF MINNESOTA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12R-766	DC	Argosy University Family Center, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 5Q-964	DC	Avig Cellular, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
152-AA	DC	Avig Telephone Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10N-111	DC	AS/ILVI ENVIRONMENTAL SERVICES INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 9Q-453	DC	Associated Material Handling (Minnesota), Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1T-293	DC	Ate Management of Duluth, Inc.	Corporation Service Company	33 S 6th Str	3800 Multifoods Tower	Processed successfully
X 9T-695	DC	ATLANTIC BOOKS-MINNESOTA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11U-130	DC	AXIS CONSULTING, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8W-191	DC	Bacou-Dalloz USA Finance, Inc.	Prerit-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 12P-36	DC	BADGER EQUIPMENT COMPANY	CSC The United States Corp	33 S 6th Str	Multifoods Twr	Processed successfully
X 550155-2	DC	BARKAT, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8H-218	DC	Beiton Missouri Development Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12E-526	DC	BIG E-SOUL FOOD, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 71-862	DC	BL Development Corp.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12H-556	DC	BL Houston, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11O-785	DC	BLOODTIME.COM INC.	United States Corp Company	33 S 6th Str	Multifoods Tower	Processed successfully
5G-434	DC	BLOOMINGTON, MN, L.T., INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1200503-2	DC	BLUE OX SUBS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1189510-2	DC	Bonne Idee, Ltd.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11L-878	DC	BONZER TUCKER 2001, INC.	Corporation Service Company	475 W University Ave #103	Multifoods Tower	Processed successfully
X 10T-574	DC	Bonzer Tucker 99, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
4M-1043	DC	BOSS MANUFACTURING MARKETING, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
2,00E-252	DC	Boston Scientific Scimed, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6B-807	DC	Brandon Capital Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 1A-678	DC	Bridge Water Telephone Co.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7A-636	DC	Bright Start, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11K-463	DC	Brown & Brown of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9W-419	DC	BROWN (MN) QRS 12-38, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 1X-673	DC	Bunzl Distribution Leasing, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 6P-182	DC	Burnet Realty Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10K-997	DC	Burnet Title, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 1035337-2	DC	BURNHAM ENTERPRISES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 120-380	DC	Calben (Minnesota) Corporation	Corporation Service Company	33 S 6th Str	Corporation Service Co	Processed successfully
X 12L-213	DC	Campus Center Irvine, Inc.	Lexis Document Services Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 7E-134	DC	Capri Corp.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 3J-1110	DC	Carlton Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 1330007-2	DC	Carlson Summit, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7K-37	DC	Casino Magic Corp	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12L-661	DC	CASTLECREEK PROPERTIES, INC	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 668618-2	DC	CATHERINES #5412, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 863517-2	DC	CATHERINES #5432, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 625745-10	DC	CATHERINES #5645, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12L-853	DC	CATHERINES #5748, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11R-873	DC	Catherines #5862, Inc.	LexisNexis Document Solutions	33 S 6th Str	Multifoods Twr	Processed successfully
X 10J-169	DC	CCCMN, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 557268-2	DC	Cenro, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 673	DC	Charter Video Electronics, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 1270622-3	DC	CHAZ GROUP, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11L-420	DC	CHEC Industrial Loan Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9G-659	DC	Chevas Companies, Inc.	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 6G-404	DC	Chills of Minnesota, Inc.	Co	33 S 6th Str	Corporation Service Co	Processed successfully
X 12K-314	DC	Chino North, Inc.	Co	33 S 6th Str	Corporation Service Co	Processed successfully
X 12K-315	DC	Chino South, Inc.	Co	33 S 6th Str	Corporation Service Co	Processed successfully
X 4.00E-19	DC	CINQUINA & ASSOCIATES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 3H-66	DC	Circuit Check, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 3O-1162	DC	Cloquet Newspapers, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10I-571	DC	Community Publications, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 68-352	DC	Consan Incorporated	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 1159261-2	DC	Construction Labor Contractors, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
6-AA	DC	Continental Machines, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 101-573	DC	COOK COUNTY PUBLICATIONS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8U-390	DC	COUNTRY INNS & SUITES CORPORATE OWNED, INC.	Corporation Svc Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9R-153	DC	Countrywide Home Loans of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1Z-44	DC	CPT Holdings, Inc.	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 11M-644	DC	CRS of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1057-AA	DC	Crystal Lake Cemetery Association	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Tower	Processed successfully
X 120-99	DC	CSU Brokerage, Inc.	Corporation Service Co	33 S 6th Str	Multifoods Twr	Processed successfully
4T-750	DC	Curaive Health Services Co.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12S-387	DC	Curaive Health Services III Co.	Corporation Service Co	33 S 6th Str	Multifoods Twr	Processed successfully
X 12S-385	DC	Curaive Health Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X900582-2	DC	CUSTOMER CENTRIX SOLUTIONS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1O-889	DC	CVN Companies, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4Z-898	DC	CVN Direct Marketing Corp.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 50Q-215	DC	CVN Distribution Co., Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 5Z-755	DC	CVN Management, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5I-805	DC	CVN Michigan, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X647008-2	DC	D & E VENTURES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2C-150	DC	Dakota Barge Service, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7Q-610	DC	Delaware Investments Arizona Municipal Income Fund	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7V-770	DC	Delaware Investments Colorado Insured Municipal In	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7L-238	DC	Delaware Investments Minnesota Municipal Income Fu	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7Q-612	DC	Delaware Investments Minnesota Municipal Income Fu	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7X-163	DC	Income Fu	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X968606-2	DC	DENTAL EXPRESS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2G-431	DC	Detector Electronics Corporation	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 11L-879	DC	DEVOTED TO YOU BOOKS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 1P-679	DC	DGF, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12C-600	DC	DIGITAL CORNERS INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully

X 5Y-970	DC	Diversified Pharmaceutical Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X F-133	DC	Doall Industrial Supply Corp.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12S-192	DC	DOROTHYJERRY DJ INC	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12G-996	DC	DOUG'S BOATS & PONTOONS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 155374-2	DC	ED LEE AGENCY, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12N-190	DC	EKTA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7T-963	DC	Eloigne Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 0-97	DC	EMC Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10C-996	DC	EmCare of Minnesota, Inc.	Corporation Service Company	%CSC		Processed successfully
X 11Q-758	DC	Empower SLS Inc	Corporation Service Company	475 W University Ave #103		Processed successfully
X 12C-564	DC	ENERGY PLUS OF MINNESOTA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11U-726	DC	EOPTEX, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12F-319	DC	ERIEL HANDS & FEET, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11Q-252	DC	ESI Resources, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12P-628	DC	EVOLUTION EXPERIENCE HAIR	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 5T-4	DC	CULTURE, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6L-228	DC	FASHION BUG #2052, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6K-375	DC	FASHION BUG #2187, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6M-441	DC	FASHION BUG #2214, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6S-173	DC	Fashion Bug #2218, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6T-936	DC	FASHION BUG #2328, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 7A-216	DC	FASHION BUG #2351, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 7E-384	DC	Fashion Bug #2424, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 7P-513	DC	FASHION BUG #2488, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10F-750	DC	FASHION BUG #2749, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10M-697	DC	Fashion Bug #3219, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10N-336	DC	Fashion Bug #3265, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10T-62	DC	Fashion Bug #3271, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10T-56	DC	Fashion Bug #3296, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10T-894	DC	Fashion Bug #3304, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10T-842	DC	Fashion Bug #3330, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10W-657	DC	Fashion Bug #3337, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11P-360	DC	Fashion Bug #3382, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 5P-456	DC	FASHION BUG #3626, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
5K-311	DC	FASHION BUG #471, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
	DC	FASHION BUG #575, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully

X 50-139	DC	FASHION BUG #597, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
4V-293	DC	FASHION BUG OF MIDWAY, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 5P-837	DC	FASHION BUG PLUS #985, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X852333-2	DC	MINNESOTA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1Q-236	DC	First Northern Financial Resources, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1019746-2	DC	FUNDAMENTALLY SOUND, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
10-93	DC	Gamble Development Company	Prentice Hall Corp System	33 S 6th Str	Multifoods Twr	Processed successfully
X 6W-906	DC	GAME FINANCIAL CORPORATION	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 80-655	DC	GameCash, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8Y-481	DC	GAZDA TRANSPORTATION, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8U-558	DC	GCA Acquisition Subsidiary, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12K-30	DC	GENERAL DOLLAR INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1328106-2	DC	GENERAL SAFETY FIRE APPARATUS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2N-1057	DC	Gibco Scientific, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1276161-2	DC	GKGF&S Acquisitions XXXII, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 6G-53	DC	GOLDEN ARCH OF MINNESOTA, INC.	Prentice Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 7T-267	DC	GOURMET SYSTEMS OF MINNESOTA, INC.	Corporation Service Company	33 S 6th Str		Processed successfully
H-844	DC	Graco Inc.	Corporation Service Company	33 S 6th Str #4100	Multifoods Twr	Processed successfully
X 11D-435	DC	Graco Minnesota Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7L-597	DC	Grand Casinos of Mississippi, Inc. - Biloxi	Corporation Service Company	33 S 6th Str		Processed successfully
X 6X-508	DC	Grand Casinos, Inc.	Corporation Service Company	33 S 6th Str		Processed successfully
X 7K-119	DC	Grand Media Buying, Inc.	Corporation Service Company	33 S 6th Str		Processed successfully
5G-442	DC	GRAND RAPIDS NEWSPAPERS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
S-235	DC	GT Seed Treatment, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1M-1153	DC	H. T. C., Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
J-432	DC	Hartford Administrative Services Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8H-484	DC	Hastings, Nebraska Development	Corporation Services Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 6E-9	DC	HH&I, Inc.	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Tower	Processed successfully
X 12L-691	DC	HI/OCC, Inc.	Corporation Service Company	Tower		Processed successfully
1320052-2	DC	HIMIC, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 121-952	DC	HODGES PROJECT MANAGEMENT, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5K-189	DC	HOLIDAY FITNESS CENTER, INC.	United States Corp Co	33 S 6th Str	Multifoods Twr	Processed successfully
X 7H-418	DC	Holland Technologies, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1241361-2	DC	HOME BEST, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
3G-1015	DC	Home Care Oxygen Service, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5B-897	DC	Home Owners Insurance Services, Inc.	Prentice Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 6Q-351	DC	Home Referral Network Inc.	Prentice Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 7I-383	DC	HOHOBBERS OF MINNESOTA, INC.	Prentice Hall Corp System	33 S 6th Str	Multifoods Twr	Processed successfully
G-1017	DC	Hopkins Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8G-359	DC	Hunt Builders, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1159249-2	DC	HUTCHISON FAMILY NETWORKING, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11R-815	DC	ILM PROFESSIONAL SERVICES, INC.	Corporation Service Company	475 W University Ave #103	Multifoods Twr	Processed successfully
X 12G-779	DC	INTEGRATED TELECOM SYSTEMS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12N-950	DC	INTELLIGENT FUN, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8J-774	DC	INTERACTIVE VOICE MEDIA (MN) CORP.	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 11W-57	DC	Internet Home Business Marketing, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11U-170	DC	IRENIX CORP.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X665871-2	DC	Iroquois/ICBA Insurance Services Group, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
3U-593	DC	Itaigant Elevator Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
3J-513	DC	Itaigant U.S.A., Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1196324-2	DC	JAGMOHAN AUTOMOTIVE, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X889042-2	DC	JOEL DUECK HOMES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8A-933	DC	Jupiter Holdings, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1309888-3	DC	JVMERGER CORP.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8H-217	DC	Kansas City East Development Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
2W-718	DC	Kavours, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X930082-2	DC	KBS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1253922-2	DC	KENNETH LOVE AND ASSOCIATES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1O-779	DC	Keystone Automotive Industries MN, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7E-897	DC	KLGT, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 12J-994	DC	KNIGHTS SPECIALTY INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 9U-612	DC	LAKE COUNTY PUBLICATIONS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11K-141	DC	LANE BRYANT #6746, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1043510-2	DC	LEANICS CORPORATION	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1234557-2	DC	LEVIATHAN CASH FLOWS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8M-543	DC	LexisNexis Risk Management Inc.	LexisNexis Document Solutions	33 S 6th Str	Multifoods Tower	Processed successfully
		Lifetouch Church Directories and Portraits				
X 9F-608	DC	Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8I-251	DC	LIFETOUGH Development Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1-20	DC	LIFETOUGH Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
4Q-937	DC	LIFETOUGH National School Studios Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
4K-981	DC	LIFETOUGH Portrait Studios Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1419967-4	DC	Lighting Acquisition Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12M-569	DC	LOCAL TECHNOLOGIES GROUP INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
5C-431	DC	LOGAN DULUTH INC.	U S Corp	33 S 6th Str	Multifoods Tower	Processed successfully
X 9C-857	DC	LTA Software Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 9B-309	DC	M.M. MEDIA, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10S-54	DC	Macquarie Office (US) No 2 Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 7G-404	DC	MALL OF AMERICA FAN CLUB, INC.	United States Corporation Co	33 S 6th Str	Multifoods Tower	Processed successfully
X 7G-405	DC	MALL OF AMERICA KAY-BEE TOY, INC.	United States Corporation Co	33 S 6th Str	Multifoods Tower	Processed successfully
X 6N-816	DC	MANNEY'S SHOPPER, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1173686-2	DC	MAO ENTERPRISES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 7D-564	DC	MarineMax of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
1377571-4	DC	MARSTONS ARC, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
4H-210	DC	MAYCO EXPORT, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12O-379	DC	MBC (Minnesota) Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10J-945	DC	MBJ Holdings, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
2W-585	DC	McDonald's Restaurants of Minnesota, Inc.	Prentice-Hall Corporation	Multifoods Twr	33 S 6th Str	Processed successfully
X 11W-529	DC	MCH TECHNOLOGY, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12K-709	DC	MEDCHECK, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
		MELDISCO - MCE 4000 SOUTH WEST				
X 12O-809	DC	COURT, MN, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6I-356	DC	MELDISCO H.C, INC.	Prentice-Hall Corp System	33 S 6th Str	Multifoods Tower	Processed successfully
		MELDISCO K-M 1450 UNIVERSITY AVE.				
3K-638	DC	WEST, MN, INC.	U S Corp	Multifoods Tower	33 S 6th Str	Processed successfully

X 81-618	DC	MELDISCO K-M 1940 ADAMS ST., MN, INC.	United States Corp Company	33 S 6th Str Multifoods Twr	Processed successfully
X 6P-321	DC	MELDISCO K-M 2107 N. GARDEN ST., MN, INC.	United States Corp	33 S 6th Str Multifoods Tower %US Corp	Processed successfully
X 3S-256	DC	Meldisco K-M 50th & Wadena, MN, Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
X 5R-900	DC	MELDISCO K-M ALEXANDRIA, MN, INC.	United States Corp Co	33 S 6th Str Multifoods Tower	Processed successfully
X 7B-609	DC	MELDISCO K-M ANOKA, MN, INC.	United States Corp Company	33 S 6th Str Multifoods Tower	Processed successfully
3F-14	DC	Meldisco K-M Austin, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3N-87	DC	Meldisco K-M Baxter, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3B-545	DC	Meldisco K-M Bemidji, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
2E-506	DC	Meldisco K-M Blaine, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
2I-706	DC	Meldisco K-M Burnsville, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
2C-824	DC	Meldisco K-M Columbia Hts., Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3E-370	DC	MELDISCO K-M DETROIT LAKES, MN, INC.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
2O-361	DC	Meldisco K-M Duluth, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str %U S Corp	Processed successfully
X 6Y-622	DC	MELDISCO K-M DUNDAS, MN, INC.	United States Corp Company	33 S 6th Str Multifoods Tower	Processed successfully
X 6T-871	DC	MELDISCO K-M FAIRMONT, MN, INC.	United States Corporation Co	33 S 6th Str Multifoods Twr	Processed successfully
3I-252	DC	Meldisco K-M Fergus Falls, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
X 7S-207	DC	MELDISCO K-M FOREST LAKE, MN, INC.	United States Corp Company	33 S 6th Str Multifoods Tower	Processed successfully
3J-840	DC	Meldisco K-M Grand Rapids, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3M-910	DC	Meldisco K-M Hibbing, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3X-448	DC	Meldisco K-M Hutchinson, MN, Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3X-449	DC	Meldisco K-M International Falls, MN, Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3C-351	DC	Meldisco K-M Lake Street, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3Z-70	DC	MELDISCO K-M MAPLE GROVE, MN, INC.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
X 6S-895	DC	MELDISCO K-M MARSHALL, MN, INC.	United States Corporation Co	33 S 6th Str Multifoods Twr	Processed successfully
2E-840	DC	Meldisco K-M Maryland Ave., Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
2E-507	DC	Meldisco K-M Minnetonka, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
X 6T-444	DC	MELDISCO K-M MONTICELLO, MN, INC.	United States Corp Co	33 S 6th Str Multifoods Tower	Processed successfully
3I-253	DC	Meldisco K-M Moorhead, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3M-911	DC	Meldisco K-M Oakdale, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully

4H-197	DC	MELDISCO K-M RED WING, MINN., INC.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3M-912	DC	Meldisco K-M Richfield, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3G-342	DC	Meldisco K-M Robert St., Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3S-706	DC	Meldisco K-M Shakopee, Minn., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3S-1133	DC	Meldisco K-M St. Cloud, MN., Inc.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
3F-1009	DC	Meldisco K-M Thief River Falls, Minn., Inc.	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
3S-707	DC	MELDISCO K-M VIRGINIA, MN., INC.	U S Corp	Multifoods Tower 33 S 6th Str	Processed successfully
4J-276	DC	MELDISCO K-M W. 153rd ST., MN., INC.	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
2C-823	DC	Meldisco K-M White Bear Lake, Minn., Inc.	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
3J-841	DC	Meldisco K-M Willmar, Minn., Inc.	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
3P-457	DC	Meldisco K-M Winona, Minn., Inc.	United States Corporation Co	33 S 6th Str Multifoods Twr	Processed successfully
2C-825	DC	Meldisco K-M Xylon Ave., Minn., Inc.	U S Corp	33 S 6th Str Multifoods Twr	Processed successfully
X 92-465	DC	MELVILLE ALTMEX H.C., INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X 8K-411	DC	MELVILLE FOREIGN, INC.	United States Corp Company	33 S 6th Str Multifoods Tower	Processed successfully
X 7Y-521	DC	MELVILLE MEXICO H.C., INC.	United States Corporation Co	33 S 6th Str Multifoods Tower	Processed successfully
X 3333-AA	DC	Mendota Insurance Company	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1R-877	DC	Mentor Corporation	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X30395-AA	DC	Mesabi Publishing Company	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
2H-553	DC	Metris Direct, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 10T-396	DC	Metro Home Buyers, Inc.	Corporation Service Company	475 W University Ave #103	Processed successfully
K-641	DC	Mickelson Media, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1029104-2	DC	MICRON INVESTMENTS INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 10D-340	DC	Microsoft Business Solutions Corporation	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1F-861	DC	Mid-State Telephone Co.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12A-612	DC	MIDPOINT TECHNOLOGY, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1S-89	DC	Midwest Cable Communications, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1Z-865	DC	Miles Meldisco K-M Rochester, Minn., Inc.	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
X 12L-913	DC	MINN WOK INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 8S-42	DC	MINNESOTA CLIPPING SERVICE, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X716858-9	DC	Minnesota Contractors License Class, Inc.	Corporate Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 10A-727	DC	MINNESOTA EM-I MEDICAL SERVICES, P.C.	Corporation Service Company	33 S 6th Str	Processed successfully
X 10A-728	DC	MINNESOTA EM-II, INC.	Corporation Service Company	33 S 6th Str	Processed successfully
741655-13	DC	MINNESOTA GREEN, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully

X26381-AA	DC	Minnesota Insurance Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7K-522	DC	MOA Rest, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9W-712	DC	Multi-Media Interactive, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1213689-2	DC	MUMTAZ INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X975193-2	DC	NEW YORK STYLE, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X584712-2	DC	NICK KNACK CRAFT SHACK, INC. A	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5F-569	DC	CLOSE CORPORATION	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2Q-280	DC	Nobles County Landfill, Inc.	The Prentice-Hall Corporation	33 S 6th Str	Multifoods Twr	Processed successfully
2Q-280	DC	NORTH CENTRAL FOOD SYSTEMS INC.	The Prentice-Hall Corporation	33 S 6th Str	Multifoods Twr	Processed successfully
F-1218	DC	Northern Land Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
3T-1022	DC	Northern Shared Medical Services, Inc.	Lexis Document Services Inc.	33 S 6th Str	Multifoods Twr	Processed successfully
X 11B-256	DC	Northern States Power Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
3L-266	DC	Northland Contracting, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
526-AA	DC	NORTHLAND INSURANCE COMPANY	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7J-190	DC	Northland Risk Management Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10X-360	DC	NSP Nuclear Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1381398-2	DC	O'Connor Business Services, Inc.	Corporation Service Co	33 S 6th Str	Multifoods Tower	Processed successfully
1027655-2	DC	O.R.E. Architects, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11U-171	DC	OLAI CONSULTING, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9F-448	DC	Olympic Steel Minneapolis, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6O-927	DC	Opus Architects & Engineers, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10E-490	DC	Opus Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 6J-559	DC	Opus Estates Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
S-1137	DC	Opus Northwest Construction Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11A-294	DC	Opus Sales Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
V-312	DC	Opus West Construction Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8Z-83	DC	Opus West Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12B-913	DC	Opus West Partners, Inc.	Svc	33 S 6th Str	Multifoods Twr Corp	Processed successfully
X 9U-29	DC	Osseo Construction Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 10H-76	DC	Out-Patient Rehabilitation, Inc.	Corporation Service Company	1525 Livingston Ave	Multifoods Ave	Processed successfully
X 11X-172	DC	P.A. WYATT, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1248067-2	DC	PARANOR, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
3W-1047	DC	PDHC, Ltd.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 9N-238	DC	Pelican Development Co.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11O-229	DC	Pella Canadian Holdings, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 9O-41	DC	Pella Windows & Doors - Twin Cities, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11P-251	DC	PGB Enterprises, Inc.	Corporation Service Company	475 W University Ave #103		Processed successfully
X 8B-924	DC	Pioneer Capital Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8Y-864	DC	PLANET HOLLYWOOD (REGION IV), INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
106311-2	DC	Platinum Disc Acquisition Corp	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11V-497	DC	PODOJIL & ASSOCIATES INC	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12Q-151	DC	Prairie Orchid, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1250369-2	DC	PRAYOSHA-MN, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 9U-28	DC	Proco Wood Products, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12D-917	DC	PROGEEK CONSULTING, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
		PROMOPRINT ADVERTISING				
1005468-2	DC	SPECIALTIES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
S-219	DC	QUALITY ONE WIRELESS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X859665-2	DC	RAHIM SALIMA INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X654587-5	DC	RASHAD ENTERPRISES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10A-696	DC	RDO Material Handling Co.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12I-925	DC	Re-Source Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
		REAL ESTATE INVESTMENT AND				
X840566-2	DC	IMANAGEMENT COMPANY, INC	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 10K-908	DC	REDGOLD 44, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X815459-2	DC	RELIABLE RESOURCES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 8C-394	DC	Rep Sales, Inc.	Corporation Service Company	33 S 6th Str		Processed successfully
X 6M-562	DC	ResMed Corp.	The Prentice-Hall Corporation	33 S 6th Str	Multifoods Tower	Processed successfully
X 6M-562	DC	ResMed Corp.	The Prentice-Hall Corporation	33 S 6th Str	Multifoods Tower	Processed successfully
X 7J-73	DC	Resorts Telecom, Inc.		%Corp Svc		Processed successfully
X 12O-37	DC	RICHTER LOG HOMES INCORPORATED	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4E-697	DC	RIDGEDALE FAN CLUB, INC.	US Corporation	33 S 6th Str	Multifoods Twr	Processed successfully
3P-1088	DC	Risk Specialists Company of Minnesota, Inc.	US Corporation	33 S 6th Str	Multifoods Twr	Processed successfully
X 8U-902	DC	Risque's Corporation	Lexis Document Services Inc	33 S 6th Str	Multifoods Twr	Processed successfully
3W-177	DC	River Valley Farms, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1064747-2	DC	RL HOMES INC.	Corporation Service Co	33 S 6th Str	Multifoods Tower	Processed successfully
X 10V-631	DC	Road Surfacing Technologies, Inc.	Corporation Service Company	2724 Brighton Ave NE		Processed successfully

1W-1159	DC	Robert Bosch Packaging Technology, Inc.	Corporation Service Company	405 2nd Ave S	Processed successfully
X 12J-804	DC	ROMAN ENTERPRISES, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X913934-2	DC	ROOTED DESIGN, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11N-783	DC	RUI One Corp.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
4X-713	DC	Rykodisc, Inc.	Corporation Service Company	33 S 6th Str	Processed successfully
X 6A-734	DC	Rykodisc, Inc.	Corporation Service Company	33 S 6th Str	Processed successfully
X 9I-388	DC	S.S. Construction, Inc.	Corporation Service Company	33 S 6th Str	Processed successfully
X876021-2	DC	SANTIKIDEW INC.	Corporation Service Company	33 S 6th Str	Processed successfully
X 12N-474	DC	SATHER DIVERSIFIED INDUSTRIES, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11W-562	DC	SCAN AGAIN, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
1W-77	DC	SCI Minnesota Funeral Services, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12G-187	DC	Select Transportation Services Corporation	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 9K-24	DC	Seren Innovations, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X976152-2	DC	SFTR, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 10D-107	DC	Silicone Software, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 11Q-241	DC	Silver Heights Construction U.S.A., Inc.	Corporation Service Company	1475 W University Ave #103	Processed successfully
X854381-2	DC	SNOW BARONS INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X 9S-574	DC	Solvay Pharma Licensing, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 9S-573	DC	Solvay Pharma Properties, Inc.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
1061668-3	DC	SOUTH 71 VETERINARY CLINIC, INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
4C-196	DC	SOUTHDAL KAY-BEE TOY, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 9Q-128	DC	Southwest Concorde Corporation	United States Corp	33 S 6th Str Multifoods Twr	Processed successfully
X 11P-187	DC	SOVEREIGN TECHNOLOGIES, INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
X 9A-575	DC	SPC Publications, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 12S-105	DC	SPIDER STRATEGIES, INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
10-155	DC	Sprint Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Processed successfully
X 11O-429	DC	SR Lakes Corporation	Corporation Service Company	33 S 6th Str	Processed successfully
X 11O-430	DC	SR Overlook Corporation	Corporation Service Company	33 S 6th Str	Processed successfully
X 12A-966	DC	Staff Up ASO, Inc.	Lexis Document Services	33 S 6th Str - Multifoods Twr	Processed successfully
1063892-2	DC	Stephen Gould of Minnesota, Inc.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully
X 6V-467	DC	Stratus Fund, Inc.	Prentice-Hall Corp System Inc	33 S 6th Str Multifoods Twr	Processed successfully
		STRONGLAND DEVELOPMENT			
X 9J-8	DC	CORPORATION	Corporate Services Company	33 S 6th Str Multifoods Twr	Processed successfully
1010135-2	DC	TACTICAL AMERICA, INC.	Corporation Service Company	33 S 6th Str Multifoods Tower	Processed successfully
1341275-7	DC	TAYLOR REALTY & TRANSPORT INC.	Corporation Service Company	33 S 6th Str Multifoods Twr	Processed successfully

1337784-4	DC	TECHBROS, INC.	Corporation Service Co	33 S 6th Str	Multifoods Twr	Processed successfully
X 11X-399	DC	Teleplan Wireless Services, Inc.	Corporate Service Corporation	33 S 6th Str	Multifoods Tower	Processed successfully
1161325-2	DC	TEMCO FACILITY SERVICES, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
217-AA	DC	Tennant Company	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11J-30	DC	Tennant Finance Company	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11J-31	DC	Tennant Sales and Service Finance	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 11J-29	DC	Tennant Company	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
L-1020	DC	Teraco, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
3F-1069	DC	TGI Friday's of Minnesota, Inc.	The Prentice Hall Corp System	33 S 6th Str	Multifoods Twr	Processed successfully
3F-1069	DC	TGI Friday's of Minnesota, Inc.	The Prentice Hall Corp System	33 S 6th Str	Multifoods Twr	Processed successfully
X 8L-855	DC	The Art Institutes International Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4R-259	DC	THE CLINTON COMPANY	United States Corp Company	33 S 6th Str	Multifoods Twr	Processed successfully
D-867	DC	The Northland Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-937	DC	The Smart Group Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X942609-2	DC	The Title Group, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12N-135	DC	THERMAL ANALYSIS TECHNICAL SERVICES INC	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
145-AA	DC	Thomson Legal & Regulatory Inc.	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
X 8P-759	DC	Timber Lodge Steakhouse, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 9V-673	DC	Tournament Players Club of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X26539-AA	DC	Tousley Ford, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
599871-19	DC	TOYS EMPORIUM, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7U-416	DC	Traffic Zone Center for Visual Art, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 12Q-450	DC	TRAINING UNLEASHED, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1295693-2	DC	TWIN COURIER, CORP.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5A-1175	DC	U.S. Link, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr (See Comm)	Processed successfully
X 5M-225	DC	ULTRA PAC, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X736797-2	DC	UNITED AIR SYSTEMS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
146-AA	DC	United Power and Land Company	Prentice-Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
1K-708	DC	United States Corporation Company	Prentice Hall Corp System Inc	33 S 6th Str	Multifoods Twr	Processed successfully
COOP-3839	DC	Universal Cooperatives, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
20-320	DC	Universal Pensions, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
5F-371	DC	Veeco Compound Semiconductor Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully

X 8S-411	DC	Venture Development Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
5F-586	DC	Viking Chemical Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2L-1021	DC	Virginia Horn Taconite Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11O-578	DC	VOANS Capital Park, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4S-226	DC	W D Liquor, Inc.	Prentice-Hall	33 S 6th Str	Multifoods Tower	Processed successfully
X 12N-189	DC	WAGN PET CLUB, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 8T-393	DC	WALDO INTERNATIONAL, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12P-241	DC	WAPOGEE, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
2A-865	DC	Waste Connections of Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Tower	Processed successfully
X 5V-877	DC	WATER HEATER INNOVATIONS, INC.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7J-82	DC	Wells Fargo Asset Management Corporation	Corporation Service Company	33 S 6th Str		Processed successfully
G-397	DC	Wells Fargo Financial Acceptance, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4E-606	DC	Wells Fargo Financial Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4E-605	DC	Wells Fargo Financial System Minnesota, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7B-717	DC	Wells Fargo Funding, Inc.	Corporation Service Company	33 S 6th Str		Processed successfully
X 10X-411	DC	Welter Law Firm, P.A.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
4D-804	DC	West Publishing Corporation	Corporation Service Company	33 S 6th Str		Processed successfully
X 11H-739	DC	Westlake Center, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 5L-991	DC	Wilde Optical Service, Inc.	Corporation Service Company	33 S 6th Str		Processed successfully
X 6S-919	DC	Wind Down Corporation	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
191-AA	DC	Winsted Telephone Company	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 12I-279	DC	WIZARD WINDOWS & SIDING CO.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1096107-2	DC	WMC MORTGAGE CORP. MINNESOTA	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1O-255	DC	Woodbury Financial Services, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-639	DC	Xcel Energy Communications Group, Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
37-AA	DC	Xcel Energy Inc.	Corporation Service Co	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-637	DC	Xcel Energy Markets Holdings Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7X-623	DC	Xcel Energy Performance Contracting Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1595-AA	DC	Xcel Energy Products and Services Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-636	DC	Xcel Energy Retail Holdings Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
1220097-2	DC	Xcel Energy Utility Services Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-635	DC	Xcel Energy Ventures Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 11E-638	DC	Xcel Energy Wholesale Group Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7Y-170	DC	Xcel Energy Wholesale Propane Inc.	Corporation Service Company	33 S 6th Str	Multifoods Twr	Processed successfully
X 7J-375	DC	XP Systems Corporation	Corporation Service Company	33 S 6th Str	Multifoods Tower1	Processed successfully

3S-1043	DC	Zylstra Communications Corporation	Lexis Document Services Inc.	33 S 6th Str - Multifoods Twr	Processed successfully
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STATE OF MINNESOTA
FILED

JUL 06 2005

Mary Kiffmeyer

Secretary



DC-GLOBAL RO
MINNESOTA SECRETARY OF STATE
NOTICE OF CHANGE OF
REGISTERED OFFICE/REGISTERED AGENT



Read the instructions before completing this form.

1. Entity Name:

See Attached List

2. Registered Office Address: List a complete street address or rural route and rural route box number.
(A post office box by itself is not acceptable)

380 Jackson Street, Suite 700	St. Paul	MN	55101
Street	City	State	Zip Code

3. Registered Agent (Registered agents are required for foreign entities, but optional for Minnesota entities):

See Attached List

If you do not wish to designate an agent, you must list "NONE" in this box. **DO NOT LIST THE ENTITY NAME.**

In compliance with Minnesota Statutes, Section 302A.123, 303.10, 308A.025, 308B, 317A.123 or 322B.135, I certify that the above listed company has resolved to change the entity's registered office and/or agent as listed above.

I certify that I am authorized to execute this notice and I further certify that I understand that by signing this notice I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this notice under oath.

Signature of Authorized Person

John H. Pelletier, Asst. VP

Name & Telephone Number of a Contact Person:

Anne Grigorakos	(212) 299-5600
Name	Telephone
please print legibly	

Filing Fee payable to the MN Secretary of State

Profit Minnesota Corporations, Cooperatives and Limited Liability Companies: \$35.00.

Minnesota Nonprofit Corporations: No \$35.00 fee is due, unless you are adding, removing or changing the agent.

Non-Minnesota Corporations: \$50.00.

List of DC Entities for 8/30/2007 Global RO Amendment

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Charter #	Type	Business Name	Charter #	Type	Business Name
52-323 DC	DC	350 MARKET STREET, INC.	11G-968 DC	DC	BUCA Investments, Inc.
1677384-2 DC	DC	3E'S CONTRACTING INC.	7R-751 DC	DC	BUCA Restaurants 2, Inc.
12R-414 DC	DC	65th Street, Inc.	9T-17 DC	DC	BUCA Restaurants, Inc.
4C-167 DC	DC	80 South Eighth Street Hotel Operations, Inc.	8L-900 DC	DC	BUCA, Inc.
2186806-2 DC	DC	A BRILLIANT WAY, INC.	1865051-4 DC	DC	BUCKAROU COFFEE & CO., INC.
2132146-3 DC	DC	AI MEYERS ENTERPRISES, INC.	7185858-9 DC	DC	Builders License Training Institute
8W-250 DC	DC	Abrasive Converting Technology, Inc.	1X-673 DC	DC	Bunzl Distribution Leasing, Inc.
882303-2 DC	DC	ACCENDI, INC.	2357999-3 DC	DC	Burchard Group Trust, Inc.
631173-8 DC	DC	ACCESS PHILANTHROPY, INC.	1069537-2 DC	DC	Business Productivity Solutions, Inc.
1125144-2 DC	DC	ACTION LOGISTIC SERVICES, INC.	12O-380 DC	DC	Calben (Minnesota) Corporation
9F-945 DC	DC	Activision Value Publishing, Inc.	12L-213 DC	DC	Campus Center Irvine, Inc.
117-566 DC	DC	ADDRESS LABELS EXPRESS, INC.	2270325-2 DC	DC	CANNOVA CORP
11N-671 DC	DC	Adventures in Good Company, Incorporated	7E-134 DC	DC	Capri Corp.
7W-704 DC	DC	AFC Enterprises, Inc.	3H-223 DC	DC	Cardiac Pacemakers, Inc.
26381-AA DC	DC	AIG Advantage Insurance Company	1330007-2 DC	DC	Carlson Summit, Inc.
11E-915 DC	DC	Aiim Restaurant, Inc.	7K-37 DC	DC	Casino Magic Corp
1N-1001 DC	DC	Air-Hydraulic Systems, Inc.	689818-2 DC	DC	CATHERINES #5412, INC.
28742-AA DC	DC	Alderwoods (Minnesota), Inc.	833517-2 DC	DC	CATHERINES #5432, INC.
1W-443 DC	DC	Alexander and Sons, Inc.	625745-10 DC	DC	CATHERINES #5645, INC.
2271378-2 DC	DC	ALLIANCE IMPEX, INC.	12L-853 DC	DC	CATHERINES #5748, INC.
1903971-2 DC	DC	Alpha Media Corporation	11R-873 DC	DC	Catherines #5862, Inc.
5E-526 DC	DC	AMASI Minnesota, Inc.	557268-2 DC	DC	Cenco, Inc.
11S-475 DC	DC	AMERICAN HOUSEKEEPING OF MINNESOTA, INC.	Y-573 DC	DC	Charter Video Electronics, Inc.
10N-704 DC	DC	Aon Risk Services, Inc. of Minnesota	6G-404 DC	DC	Chili's of Minnesota, Inc.
7S-106 DC	DC	APPLEBEE'S OF MINNESOTA, INC.	12K-314 DC	DC	Chino North, Inc.
F-1286 DC	DC	Applied Industrial Technologies-WBC, Inc.	4W-676 DC	DC	Chromilmed Inc.
12R-766 DC	DC	Argosy University Family Center, Inc.	4E-19 DC	DC	CINQUINA & ASSOCIATES, INC.
2454399-2 DC	DC	Armor Companies, Inc.	3H-66 DC	DC	Circuit Check, Inc.
152-AA DC	DC	Arvig Telephone Company	3K-373 DC	DC	Clay-Becker Implement Co.
2194820-2 DC	DC	ASCENT TRADING, INC.	1952243-2 DC	DC	Click Build Services, Inc.
10N-111 DC	DC	ASI/LVI ENVIRONMENTAL SERVICES INC.	30-1162 DC	DC	Cloquet Newspapers, Inc.
1T-293 DC	DC	Ate Management of Duluth, Inc.	1779908-4 DC	DC	COLLINSWOOD CORP.
9T-695 DC	DC	ATLANTIC BOOKS-MINNESOTA, INC.	101-571 DC	DC	Community Publications, Inc.
5L-903 DC	DC	ATMI Packaging, Inc.	1471001-2 DC	DC	COMPUTER SERVICES INCORPORATED OF MINNEAPOLIS
2148675-9 DC	DC	B ENVI, INC.	6B-352 DC	DC	Consan Incorporated
2351748-2 DC	DC	BACBAY CREDIT, INC.	1159261-2 DC	DC	Construction Labor Contractors, Inc.
12P-56 DC	DC	BADGER EQUIPMENT COMPANY	101-573 DC	DC	COOK COUNTY PUBLICATIONS, INC.
2082915-2 DC	DC	BAWGAC CORPORATION	7P-669 DC	DC	Coram Homecare of Illinois, Inc.
1611789-2 DC	DC	BEAVER CREEK FINANCIAL CORPORATION	8U-390 DC	DC	COUNTRY INNS & SUITES CORPORATE OWNED, INC.
2139768-2 DC	DC	BEZZOTECH INC.	9R-153 DC	DC	Countrywide Home Loans of Minnesota, Inc.
9F-428 DC	DC	BioScrip Pharmacy, Inc.	1Z-44 DC	DC	CPT Holdings, Inc.
20-320 DC	DC	BISYS Retirement Solutions, Inc.	2115413-2 DC	DC	CREDIT SUISSE MINNESOTA, INC.
7T-862 DC	DC	BL Development Corp.	1988141-2 DC	DC	CRYSTAL FLOWER ORIENTAL MEDICINE, INC.
12H-556 DC	DC	BL Houston, Inc.	10-889 DC	DC	CVN Companies, Inc.
5G-434 DC	DC	BLOOMINGTON, MN., L.T., INC.	4Z-898 DC	DC	CVN Direct Marketing Corp.
1189510-2 DC	DC	Bonne Idee, Ltd.	5Z-755 DC	DC	CVN Management, Inc.
2E-252 DC	DC	Boston Scientific Scimed, Inc.	5I-805 DC	DC	CVN Michigan, Inc.
1A-678 DC	DC	Bridge Water Telephone Co.	647008-2 DC	DC	D & E VENTURES, INC.
7A-536 DC	DC	Bright Start, Inc.	1917457-3 DC	DC	Dania Home of Minnesota Inc.
6W-193 DC	DC	Brookfield ARC Inc.	10Z-341 DC	DC	DANIELS-HEAD INSURANCE AGENCY (MN), INC.
7H-887 DC	DC	Brookfield DB Inc.	1988153-2 DC	DC	Danzig Ltd
8D-217 DC	DC	Brookfield Investment Inc.	4I-632 DC	DC	Dayton's Iron Horse Liquors, Inc.
6N-12 DC	DC	Brookfield Market Inc.	9B-517 DC	DC	DE Holdings, Inc.
11K-463 DC	DC	Brown & Brown of Minnesota, Inc.	7Q-610 DC	DC	Delaware Investments Arizona Municipal Income Fund
9W-419 DC	DC	BROWN (MN) QRS 12-38, Inc.	7V-770 DC	DC	Delaware Investments Colorado Insured Municipal In
1145691-3 DC	DC	BUCA (Minneapolis), Inc.	7I-238 DC	DC	Delaware Investments Minnesota Municipal Income Fu
			7Q-612 DC	DC	Delaware Investments Minnesota Municipal Income Fu

List of DC Entities for 8/30/2007 Global RO Amendment

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Charter #	Type	Business Name	Charter #	Type	Business Name
7X-163 DC	Delaware Investments Minnesota Municipal Income Fu		H-844 DC	Graco Inc.	
5Y-970 DC	Diversified Pharmaceutical Services, Inc.		1LD-435 DC	Graco Minnesota Inc.	
1761305-4 DC	DIVISION AIR TECHNOLOGIES, INC.		7L-597 DC	Grand Casinos of Mississippi, Inc. - Biloxi	
1507231-4 DC	DMF SALES INCORPORATED		6X-508 DC	Grand Casinos, Inc.	
125-192 DC	DOROTHYJERRY DJ INC		7X-560 DC	Grand Media & Electronics Distributing, Inc.	
1497662-2 DC	DUKE'S CONCRETE CONSTRUCTION INC.		7K-119 DC	Grand Media Buying, Inc.	
1155374-2 DC	ED LEE AGENCY, INC.		5G-442 DC	GRAND RAPIDS NEWSPAPERS, INC.	
2253743-2 DC	ED'S AFFORDABLE AUTO REPAIR INC		2313085-4 DC	GREENZONE, INC.	
1N-827 DC	ELGIN FINECHEMICALS, INC.		S-235 DC	GT Seed Treatment, Inc.	
7T-963 DC	Eloigne Company		1M-1153 DC	H. T. C., Inc.	
10-155 DC	Embarq Minnesota, Inc.		J-432 DC	Hartford Administrative Services Company	
10C-996 DC	EmCare of Minnesota, Inc.		8B-389 DC	Healthcare Options of Minnesota, Inc.	
11Q-758 DC	Empower SLS Inc		12L-691 DC	HI/OCC, Inc.	
11Q-252 DC	ESI Resources, Inc.		1320052-2 DC	HMIC, INC.	
6H-298 DC	Esquire Search, Ltd.		7H-418 DC	Holland Technologies, Inc.	
5T-4 DC	FASHION BUG #2052, INC.		1241361-2 DC	HOME BEST, INC.	
6I-228 DC	FASHION BUG #2187, INC.		3G-1015 DC	Home Care Oxygen Service, Inc.	
6K-375 DC	FASHION BUG #2214, INC.		5B-897 DC	Home Owners Insurance Services, Inc.	
5S-173 DC	FASHION BUG #2328, INC.		G-1017 DC	Hopkins Services, Inc.	
6T-936 DC	FASHION BUG #2351, INC.		2395556-3 DC	HOTDISH PRODUCTS, INC.	
7A-216 DC	Fashion Bug #2424, Inc.		50-194 DC	HOTEL MANAGEMENT OF MINNEAPOLIS INC.	
7E-384 DC	FASHION BUG #2488, INC.		221227-2 DC	H2H HOLDINGS, INC.	
7P-513 DC	FASHION BUG #2749, INC.		1670390-7 DC	IC SOLUTIONS, INC.	
10M-697 DC	Fashion Bug #3265, Inc.		11R-815 DC	ILM PROFESSIONAL SERVICES, INC.	
10T-62 DC	Fashion Bug #3296, Inc.		11M-644 DC	ING CRS of Minnesota, Inc.	
10T-56 DC	Fashion Bug #3304, Inc.		7L-727 DC	Inlet Medical, Incorporated	
10T-894 DC	Fashion Bug #3330, Inc.		12N-950 DC	INTELLIGENT FUN, INC.	
10T-842 DC	Fashion Bug #3337, Inc.		665871-2 DC	Iroquois/ICBA Insurance Services Group, Inc.	
10W-657 DC	Fashion Bug #3382, Inc.		2230559-2 DC	Iseman Homes of Minnesota, Inc.	
11P-360 DC	FASHION BUG #3626, INC.		3U-593 DC	Italgrani Elevator Company	
5P-456 DC	FASHION BUG #471, INC.		3J-513 DC	Italgrani U.S.A., Inc.	
5K-311 DC	FASHION BUG #575, INC.		2317005-2 DC	J.P.'S TRUCKING, INC.	
50-139 DC	FASHION BUG #597, INC.		2270325-3 DC	JUDESON GROUP, INC.	
4V-293 DC	FASHION BUG OF MIDWAY, INC.		8A-933 DC	Jupiter Holdings, Inc.	
5P-837 DC	FASHION BUG PLUS #985, Inc.		2044557-2 DC	JV MERGER CORP	
1339684-2 DC	Fidelity Holding Company		1988666-3 DC	JWAB INCORPORATED	
852333-2 DC	FINANCIAL CONSULTANTS OF MINNESOTA, INC.		8H-217 DC	KAL Equity Capital Corp.	
1Q-236 DC	First Northern Financial Resources, Inc.		2M-718 DC	Kansas City East Development Corporation	
1711020-6 DC	FORM & FOUR CONSTRUCTION INC.		2101983-2 DC	Kavours, Inc.	
2028583-2 DC	FOURTH GENERATION CONTRACTING, INC.		1253922-2 DC	KeiBerg USA Inc.	
1T-846 DC	Franchise Associates, Inc.		10-779 DC	KENNETH LOVE AND ASSOCIATES, INC.	
1979697-2 DC	FRASL PROCESS IMPROVEMENT, INC.		7E-897 DC	Keystone Automotive Industries MN, Inc.	
2319857-6 DC	FRUSTRATED INCORPORATED, INC.		12J-994 DC	KNIGHTS SPECIALTY INC.	
9W-502 DC	FSMC, Inc.		1X-1184 DC	Lake Center Industries Transportation, Inc.	
10-93 DC	Gamble Development Company		9U-612 DC	LAKE COUNTY PUBLICATIONS, INC.	
8X-481 DC	GAZDA TRANSPORTATION, INC.		10B-882 DC	Lakes Entertainment, Inc.	
8U-558 DC	GCA Acquisition Subsidiary, Inc.		10V-699 DC	Lakes Jamul, Inc.	
1328106-2 DC	GENERAL SAFETY FIRE APPARATUS, INC.		10V-698 DC	Lakes Shingle Springs, Inc.	
1777257-4 DC	GESUPHUS ERIC MIAMEN (G.E. MIAMEN), INC.		11K-141 DC	LANE BRYANT #6746, INC.	
1276161-2 DC	GKF&S Acquisitions XXXII, Inc.		1494318-4 DC	LANGFORD MILLWORKS, INC.	
1443417-2 DC	GKF&S Acquisitions XXXV, Inc.		1862916-3 DC	LB BRACKET, INC.	
1968692-6 DC	Global Investments Network Corp.		1988552-2 DC	LEVEL MEDIA SOLUTIONS, INC.	
2328005-2 DC	GLOBAL WIRELESS TECHNOLOGY INC.		1234557-2 DC	LEVIATHAN CASH FLOWS, INC.	
6P-472 DC	Gola Country Seed, Inc.		8M-543 DC	LexisNexis Risk & Information Analytics Group Inc.	
6G-53 DC	GOLDEN ARCH OF MINNESOTA, INC.		9W-618 DC	LIC Investments Inc	
9R-569 DC	Golden Phoenix Minerals, Inc.		1988998-2 DC	Lifestyle Medical Solutions Incorporated	
7T-267 DC	GOURMET SYSTEMS OF MINNESOTA, INC.				

List of DC Entities for 8/30/2007 Global RO Amendment

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Charter #	Type	Business Name	Charter #	Type	Business Name
1790191-6	DC	Lifetime Industries, Inc.	60-927	DC	Opus Architects & Engineers, Inc.
9F-608	DC	Lifetouch Church Directories and Portraits Inc.	10B-490	DC	Opus Corporation
8I-251	DC	LIFETOUGH Development Inc.	6J-559	DC	Opus Estates Corporation
1-20	DC	LIFETOUGH INC.	8-1137	DC	Opus Northwest Construction Corporation
4Q-937	DC	LIFETOUGH National School Studios Inc.	V-312	DC	Opus West Construction Corporation
4K-981	DC	LIFETOUGH Portrait Studios Inc.	11A-294	DC	Opus West Construction Corporation
2363310-3	DC	LUNA ST PAUL INC	82-83	DC	Opus West Corporation
5C-431	DC	LOGAN DULUTH INC.	12B-913	DC	Opus West Partners, Inc.
9C-857	DC	LTA Software Services, Inc.	10H-76	DC	Out-Patient Rehabilitation, Inc.
9B-309	DC	M.M. MEDIA, INC.	1089320-2	DC	Painter Associates, Inc.
7E-477	DC	MALL OF AMERICA PIZZA, INC.	110-229	DC	Pella Canadian Holdings, Inc.
6N-816	DC	MANNING'S SHOPPER, INC.	90-41	DC	Pella Windows & Doors - Twin Cities, Inc.
1173686-2	DC	MAO ENTERPRISES, INC.	2152528-4	DC	PENN PLASTIC SURGERY OF BARRY AVENUE, P.C.
7D-564	DC	MarineMax of Minnesota, Inc.	8Y-864	DC	Pioneer Capital Corporation
1377571-4	DC	MARSTONS ARC, INC.	1494606-2	DC	PLANET HOLLYWOOD (REGION IV), INC.
4H-210	DC	MAYCO EXPORT, INC.	12Q-151	DC	PLAYER INTERACTIVE TECHNOLOGY, INC.
1692523-2	DC	Mazuma Corp.	1250369-2	DC	PRAYOGHA-MN, INC.
120-379	DC	MBC (Minnesota) Corporation	1770905-3	DC	PRECISION FINANCIAL, INC.
10J-945	DC	MBJ Holdings, Inc.	12D-917	DC	PROGEEK CONSULTING, INC.
2W-585	DC	McDonald's Restaurants of Minnesota, Inc.	4C-305	DC	Project Developers Inc.
2389866-2	DC	MEANY SERVICES, INC.	S-219	DC	QUALITY ONE WIRELESS, INC.
12K-709	DC	MEDCHECK, INC	2103179-6	DC	QUEL TECHNOLOGIES INC
2I-706	DC	Meldisco K-M Burnsville, Minn., Inc.	5Q-215	DC	QVC Suffolk, Inc.
3333-AA	DC	Mendota Insurance Company	2242395-7	DC	RC International Marketing Services, Inc.
1R-877	DC	Mentor Corporation	10A-696	DC	RDO Material Handling Co.
30395-AA	DC	Mesabi Publishing Company	12I-325	DC	Re-Source Minnesota, Inc.
1029104-2	DC	MICRON INVESTMENTS INC.	840566-2	DC	REAL ESTATE INVESTMENT AND MANAGEMENT COMPANY, INC
1P-861	DC	Mid-State Telephone Co.	10K-908	DC	REDGOLD 44, INC.
18-89	DC	Midwest Cable Communications, Inc.	815459-2	DC	RELIABLE RESOURCES, INC.
1558036-2	DC	Midwest Specialty Insurance Brokers, Inc.	8C-394	DC	Rep Sales, Inc.
12L-913	DC	MING WOK INC.	6M-562	DC	Resmed Corp.
10A-727	DC	MINNESOTA EM-II MEDICAL SERVICES, P.C.	3P-1088	DC	Risk Specialists Company of Minnesota, Inc.
10A-728	DC	MINNESOTA EM-II, INC.	8U-902	DC	Risque's Corporation
2052808-2	DC	MJS HOM, INC.	7C-676	DC	RIVER HILLS WILSONS, INC.
2192812-6	DC	MN GENERAL DOLLAR, INC.	10V-631	DC	Road Surfacing Technologies, Inc.
7K-522	DC	MOA Rest, Inc.	1W-1159	DC	Robert Bosch Packaging Technology, Inc.
2413378-2	DC	MULLEBRIS INC.	1840459-3	DC	ROHRS PHOTOGRAPHY INC.
9M-712	DC	Multi-Media Interactive, Inc.	12J-804	DC	ROMAN ENTERPRISES, INC.
1213689-2	DC	MUMTAZ INC.	1N-1014	DC	Rooftop, Inc.
2018390-2	DC	MURPHY'S CONSTRUCTION, INC.	5Y-889	DC	ROSEDALE WILSONS, INC.
5C-719	DC	National Agri-Services, Inc.	11N-783	DC	RUI One Corp.
111-420	DC	Nationstar Industrial Loan Corporation	8T-483	DC	Rust Consulting, Inc.
5P-569	DC	Nobles County Landfill, Inc.	4X-713	DC	Rykodisc, Inc.
2Q-280	DC	NORTH CENTRAL FOOD SYSTEMS INC.	6A-734	DC	Rykomusic, Inc.
F-1218	DC	Northern Land Company	1466059-2	DC	S. Friedman, D.O., P.C.
2130074-2	DC	NORTHERN PROFESSIONAL ADVISORS, INC.	1W-77	DC	SCI Minnesota Funeral Services, Inc.
3T-1022	DC	Northern Shared Medical Services, Inc.	9K-24	DC	Seren Innovations, Inc.
11B-256	DC	Northern States Power Company	976152-2	DC	SFTK, INC.
526-AA	DC	NORTHLAND INSURANCE COMPANY	1464767-2	DC	Shelly Friedman, D.O., Professional Corporation
7U-190	DC	Northeast Risk Management Services, Inc.	12K-315	DC	Shoppes at Chino Hills, Inc.
10X-360	DC	NSP Nuclear Corporation	2189952-5	DC	SIGNATURE LEISURE, INC.
2122546-2	DC	NVA Grand Rapids Veterinary Management, Inc.	10D-107	DC	Silicone Software, Inc.
1527212-6	DC	NVA St. Francis Veterinary Management, Inc.	1200589-2	DC	SIRVA MATRIX, INC.
1027655-2	DC	O.R.E. Architects, Inc.	1724473-4	DC	SMART KERNELS, INC.
2433371-2	DC	OCEAN VIEW CORPORATION INC.	854381-2	DC	SNOW BARONS INC.
1755830-2	DC	Old Montauk Capital Corp	9Q-128	DC	Southwest Concorde Corporation
9F-448	DC	Olympic Steel Minneapolis, Inc.			

List of DC Entities for 8/30/2007 Global RO Amendment

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Charter # Type Business Name

Charter # Type Business Name

8W-191 DC SP USA Finance, Inc.
9A-575 DC SFC Publications, Inc.
12S-105 DC SPIDER STRATEGIES, INC.
2363310-4 DC SPRAZZO, INC.
110-429 DC SR Lakes Corporation
110-430 DC SR Overlook Corporation
2079556-2 DC SS APPLICATIONS, INC.
784-AA DC St. Paul Fire and Marine Insurance Company
12A-966 DC Staff Up ASO, Inc.
2103179-4 DC STL Acquisition Corp.
6V-467 DC Stratus Fund, Inc.
93-8 DC STROGLAND DEVELOPMENT CORPORATION
1848896-4 DC SURPRISE FINANCIAL SERVICES OF MINNESOTA, INC.
3W-177 DC SURPASS, INC.
1010135-2 DC TACTICAL AMERICA, INC.
1840458-2 DC TATA, INC.
1341275-7 DC TAYLOR REALTY & TRANSPORT INC.
1337784-4 DC TECHEROS, INC.
11X-399 DC Teleplan Wireless Services, Inc.
217-AA DC Tennant Company
113-31 DC Tennant Sales and Service Company
L-1020 DC Teraco, Inc.
3P-1069 DC TGI Friday's of Minnesota, Inc.
8U-855 DC The Art Institutes International Minnesota, Inc.
2420031-2 DC The Holcomb Group, Inc.
11E-203 DC The Macari Group, Ltd.
D-667 DC The Northland Company
12N-135 DC THERMAL ANALYSIS TECHNICAL SERVICES INC
145-AA DC Thomson Legal & Regulatory Inc.
8P-759 DC Timber Lodge Steakhouse, Inc.
1878511-2 DC TOTAL PROJECT MANAGEMENT, INC.
9V-673 DC Tournament Players Club of Minnesota, Inc.
26539-AA DC Toussley Ford, Inc.
7U-415 DC Traffic Zone Center for Visual Art, Inc.
1524327-2 DC Transaction Systems, Inc.
2220974-2 DC TURLE COVE INC.
2018390-3 DC TWIN PORTS IMAGING INC.
1507231-5 DC TWINSCORPIO, INC
5A-1175 DC U.S. Link, Inc.
146-AA DC United Power and Land Company
1X-708 DC United States Corporation Company
COOP-3639 DC Universal Cooperatives, Inc.
7U-497 DC VC Services, Inc.
5P-371 DC Veeco Compound Semiconductor Inc.
8S-411 DC Venture Development Inc.
5P-586 DC Viking Chemical Company
7X-951 DC VILLA PIZZA, INC.
11W-583 DC Vinny T's Restaurant Corp.
2L-1021 DC Virginia Horn Taconite Company
4A-119 DC Viro-Med Laboratories, Inc.
110-578 DC VOANS Capital Park, Inc.
4S-226 DC W D Liquor, Inc.
2A-865 DC Waste Connections of Minnesota, Inc.
5V-877 DC WATER HEATER INNOVATIONS, INC.
3W-975 DC Web.com, Inc.
4E-606 DC Wells Fargo Asset Management Corporation
7J-82 DC Wells Fargo Financial Minnesota, Inc.

4E-605 DC Wells Fargo Financial System Minnesota, Inc.
7B-717 DC Wells Fargo Funding, Inc.
N-1099 DC Wells Fargo Insurance Services of Minnesota, Inc.
2372713-2 DC Wenell Properties, Inc.
4D-804 DC West Publishing Corporation
2325698-2 DC WHAT'S IN THE BOX? FLORALS AND GIFTS, INC.
8Y-646 DC WILSONS CENTER, INC.
9P-27 DC Wilsons International Inc.
9E-170 DC Wilsons Leather Holdings Inc.
9E-428 DC Wilsons The Leather Experts Inc.
6S-919 DC Wind Down Corporation
191-AA DC Winsted Telephone Company
1096107-2 DC WMC MORTGAGE CORP. MINNESOTA
10-255 DC Woodbury Financial Services, Inc.
11E-639 DC Xcel Energy Communications Group, Inc.
37-AA DC Xcel Energy Inc.
11E-637 DC Xcel Energy Markets Holdings Inc.
7X-623 DC Xcel Energy Performance Contracting Inc.
11E-636 DC Xcel Energy Retail Holdings Inc.
11E-635 DC Xcel Energy Ventures Inc.
11E-638 DC Xcel Energy Wholesale Group Inc.
1692523-3 DC Xenia Corp.
7J-375 DC XP Systems Corporation
3S-1043 DC Zylstra Communications Corporation

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

AUG 30 2007

Mark Ritchie
Secretary of State


STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that this is a
true and complete copy of the
document as filed for record in
this office.

DATED 9-28-10

Mark Ritchie
Secretary of State

By [Signature]



State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

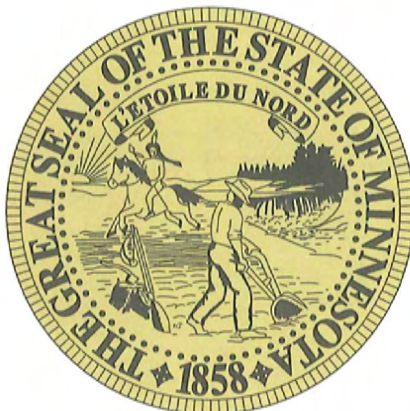
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Northern States Power Company

Date Formed: 03/08/2000

Chapter Governed By: 302A

This certificate has been issued on 09/28/10.



Mark Ritchie
Secretary of State.

K1 - THE AMOUNT AND KINDS OF STOCK AUTHORIZED BY ARTICLES OF INCORPORATION AS OF JUNE 30, 2010

K2 - TERMS OF PREFERENCE OF PREFERRED STOCK, WHETHER CUMULATIVE OR PARTICIPATING, OR ON DIVIDENDS OR ASSETS, OR OTHERWISE AS OF JUNE 30, 2010

K3 - FIRST MORTGAGE BONDS OUTSTANDING AS OF JUNE 30, 2010

K4 - FIRST MORTGAGE BONDS OUTSTANDING AND INTEREST PAID THEREON FOR YEAR ENDED JUNE 30, 2010

K5 - OTHER NOTES AND LONG-TERM DEBT OUTSTANDING AND INTEREST PAID THEREON FOR THE YEAR ENDED JUNE 30, 2010

K6 - DIVIDENDS FOR THE FIVE PREVIOUS FISCAL YEARS ENDED DECEMBER 31, 2009

NORTHERN STATES POWER COMPANY
THE AMOUNT AND KINDS OF STOCK
AUTHORIZED BY ARTICLES OF INCORPORATION
AS OF JUNE 30, 2010

	Par Value Per Share	Authorized Face Value	Authorized No. of Shares	Outstanding \$	Outstanding Shares
Cumulative Preferred Stock					
None					
Common Stock	\$ 0.01	\$50,000	5,000,000	\$10,000	1,000,000
Total				<u>\$10,000</u>	<u>1,000,000</u>

NORTHERN STATES POWER COMPANYFIRST MORTGAGE BONDS OUTSTANDING AS OF JUNE 30, 2010

(Amounts are stated in thousands)

A brief description of each security agreement, mortgage, and deed of trust upon petitioner's property, showing date of execution, debtor, and secured party, mortgager and mortgagee and trustee and beneficiary, amount of indebtedness to be secured hereby and amount of indebtedness actually secured, together with any sinking fund provision.

First Mortgage Bonds	Bond Rate	Date of Execution	Authorized and Outstanding
Series due August 1, 2010	4.750%	August 8, 2003	\$ 175,000
Series due August 28, 2012	8.000%	August 28, 2002	\$ 450,000
Series due March 1, 2018	5.250%	March 18, 2008	\$ 500,000
Series due July 1, 2025	7.125%	July 7, 1995	\$ 250,000
Series due March 1, 2028	6.500%	March 11, 1998	\$ 150,000
Series due July 15, 2035	5.250%	July 21, 2005	\$ 250,000
Series due June 1, 2036	6.250%	May 25, 2006	\$ 400,000
Series due July 1, 2037	6.200%	June 26, 2007	\$ 350,000
Series due November 1, 2039	5.350%	November 17, 2009	\$ 300,000
Pollution Control Series N (1)	8.500%	March 1, 1992	\$ 27,900
Pollution Control Series O & P (1)	8.500%	September 21, 1993	\$ 100,000
Pollution Control Series S (2)	8.500%	April 4, 2000	\$ 69,000
Total			<u>\$ 3,021,900</u>

Footnotes:

- (1) These bonds were originally issued as unsecured debt. In April 1997 the bonds were secured under the First Mortgage Bond Indenture. The coupons on these bonds were fixed in August 2002 from variable rate.
- (2) These bonds were originally issued as unsecured debt. In August 2002, the bonds were secured under the First Mortgage Bond Indenture. The coupons on these bonds were fixed in August 2002 from variable rate.

The name and address of the debtor and secured party are set forth below:

Debtor: Northern States Power Company
414 Nicollet Mall
Minneapolis, Minnesota 55401

Secured Party: The Bank of New York Mellon Trust Company, N.A.
2 North LaSalle Street
Suite 1020
Chicago, Illinois 60602

NORTHERN STATES POWER COMPANY
FIRST MORTGAGE BONDS OUTSTANDING AND INTEREST
PAID THEREON FOR YEAR ENDED JUNE 30, 2010

(Amounts are stated in thousands)

The amount of bonds authorized and issued that exceed one (1%) percent of total debt giving the name of the public utility which issued same, describing each class separately, and giving the date of issue, par value, rate of interest, date of maturity and how secured, together with the amount of interest paid thereon for the period July 1, 2009 through June 30, 2010.

All of the bonds listed have been issued by Northern States Power Company (Minnesota) and are secured by a first mortgage on all of the fixed properties of Petitioner.

Class and Series of Obligation	Date of Issue	Date of Maturity	Par Value	Interest for Year	
				Rate	Amount
<u>First Mortgage Bonds:</u>					
Series due August 1, 2010	8-8-03	8-1-10	\$ 175,000	4.750%	\$ 8,313
Series due August 1, 2012	8-28-02	8-28-12	\$ 450,000	8.000%	\$ 36,000
Series due March 1, 2018	3-18-08	3-1-18	\$ 500,000	5.250%	\$ 26,250
Series due July 1, 2025	7-7-95	7-1-25	\$ 250,000	7.125%	\$ 17,813
Series due March 1, 2028	3-11-98	3-1-28	\$ 150,000	6.500%	\$ 9,750
Series due July 15, 2035	7-21-05	7-15-05	\$ 250,000	5.250%	\$ 13,125
Series due June 1, 2036	5-25-06	6-1-36	\$ 400,000	6.250%	\$ 25,000
Series due July 1, 2037	6-26-07	7-1-37	\$ 350,000	6.200%	\$ 21,700
Series due Nov 1, 2039	11-17-09	11-1-39	\$ 300,000	5.350%	\$ 8,025
Pollution Control Series N (1)	3-1-92	3-1-19	\$ 27,900	8.500%	\$ 2,372
Pollution Control Series O & P (1)	9-21-93	9-1-19	\$ 100,000	8.500%	\$ 8,500
Pollution Control Series S (2)	4-4-00	4-1-30	\$ 69,000	8.500%	\$ 5,865
Total			<u>\$3,021,900</u>		<u>\$ 182,712</u>

(1) These bonds were originally issued as unsecured debt. In April 1997 the bonds were secured under the First Mortgage Bond Indenture. The coupons on these bonds were fixed in August 2002 from variable rate.

(2) These bonds were originally issued as unsecured debt. In August 2002 the bonds were secured under the First Mortgage Bond Indenture. The coupons on these bonds were fixed in August 2002 from variable rate.

NORTHERN STATES POWER COMPANY
OTHER NOTES AND LONG-TERM DEBT OUTSTANDING AND INTEREST
PAID THEREON FOR THE YEAR ENDED JUNE 30, 2010
(Amounts are stated in thousands)

Other notes and indebtedness with a maturity of more than one year, by class, together with the amount of interest paid and thereon for the twelve months ending June 30, 2010.

Class and Series of Obligation	Date of Issue	Date of Maturity	Principal Outstanding at 06/30/10	Interest for Year	
				Rate	Amount
Other Misc (1)	Various	Various	40	Various	1
Total			<u>\$40</u>		<u>\$1</u>

(1) Other Misc.: Public Improvements \$35,793 & Seeley Promissory Note \$4,476

NORTHERN STATES POWER COMPANYDIVIDENDS FOR THE FIVE PREVIOUS FISCAL YEARS ENDED DECEMBER 31, 2009

The rate and amount of dividends declared during the five previous fiscal years.

<u>Cumulative Preferred Stock</u>	2005	2006	2007	2008	2009
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NSP has no preferred stock.

Common Stock

NSP does not pay public common stock dividends.

COMPETITIVE AND NEGOTIATED SALES

COMPETITIVE AND NEGOTIATED SALES

Issuing large amounts of new securities can be accomplished through either negotiated or competitive underwritings. An underwriting is an agreement on the part of an investment bank with an issuer to accept the risk of selling the securities in question.

NSP has used both methods to sell securities, however negotiated sales have been most prevalent during the last several years. A negotiated sale provides the company with the most timing flexibility during volatile market conditions. The underwriters fees are known and consistent across the financial markets given the term and structure of the security. The credit spread applied to the benchmark U.S. Treasury bond is based on recent spreads for other comparably rated companies and company specific issues. Market data and pricing information for similar transactions is readily available. The company has found that a negotiated transaction adds more timing flexibility, is easier to execute, and is priced as favorably as a competitive bid in today's market.

Please see a brief description of the competitive and negotiated sales below.

Competitive Bidding

When a company determines that it will sell securities by competitive bid, bonds are advertised for sale. The advertisement, by way of notice of sale, includes both the terms of the sale and the terms of the bond issue. Banks bid on the bonds at a designated date and time as determined by the issuer. The bonds are awarded to the bidder offering the lowest interest cost.

When a company has determined it will sell bonds by a competitive sale, it typically notifies the investment banking community of its intent to do so a few days prior to the opening of competitive bids. The investment bankers use this period to organize bidding syndicates.

Once the date for the taking of bids has been announced, communication between the company and investment banks is generally restricted to questions and answers about the bidding

process and the company's financial health. The issuer holds a due diligence meeting at which the bidding groups and underwriter's counsel attend.

Because sales persons for the various underwriters groups are not assured of having the bonds to sell, they cannot spend much time either learning about the company or pre-selling the securities between the announcement of the bidding date and the bidding date. Furthermore, even if a bidding firm attempted to do so, institutional buyers are not willing to listen in detail to the sales people because there is no assurance that the securities will be available from that underwriter until the competitive bid is awarded to a syndicate. The risk of not having a firm market price is reflected in the underwriters' bids.

Negotiation

When a company seeks to sell an issue through the negotiated method it may contact many investment banks and invite them to present their credentials and proposals for handling the sale. Often the company has well developed relationships with several banks and knows their record of service, distribution ability, financial expertise, secondary market making, capital and other factors that may be peculiar to the issuance. Based on these considerations, the issuer will choose the investment banker that they believe to be the best able to offer the desired level of service and underwriting capability at the lowest net cost.

Once an investment bank has been chosen, the bank and the issuer work together to design and structure the issue. The investment bank will then undertake a wide range and in-depth presale effort. From this effort, investor interest is created and security prices can be developed. The issuer, of course, retains the right to replace the investment bank in a negotiated transaction, as it can in a competitive situation.

The underwriter typically will price the securities when customers commit to purchase between 50% and 80% of the principal amount of the issue. In a strong market, the underwriter

typically will require the presale of only about 50% of the issue. In a volatile market, they may require that 80% of the issue be pre-sold. The underwriter still retains some risk in the negotiated sale because its customers are free to change their minds until the time of their purchase. In addition, the investment bank has between 20% and 50% of the issue that has not been pre-sold.

Usual conditions or drivers for a company to issue under a negotiated sale include: large bond offerings, innovative structure or security, and market volatility requiring timing flexibility that a negotiated sale can provide.

Summary

There are times and conditions when either the competitive bidding process or a negotiated selling process should be selected to minimize the cost of selling securities. NSP has used both methods to sell securities. It is in the best interests of both the ratepayers and the shareholders of the issuer to minimize the total cost of security issuance. It is management's responsibility to use its best judgment to see that these coincident interests are best served.

PUBLIC DOCUMENT

TRADE SECRET DATA HAS BEEN REMOVED

Docket No. E,G-002/M-10-_____

ATTACHMENT M

Page 1 of 3

MONTHLY CASH FLOW STATEMENT

NORTHERN STATES POWER COMPANY
2009-2010 CASH FLOW STATEMENT
(thousands)

	2010 1st Quarter Actuals 1)	2010 June YTD Actuals 1)	2010 July Forecast	2010 August Forecast	2010 September Forecast	2010 October Forecast	2010 November Forecast	2010 December Forecast	2010 Total
Cash Flows from Operating Activities									
Net Income									
Depreciation and Amortization									
Deferred Income Taxes and ITC									
AFUDC Equity									
Working Capital									
Net Cash Provided by Operating Activities	275,386	327,628	27,158	49,569	122,311	88,084	78,788	36,201	729,739
Cash Flows from Investing Activities									
Capital Expenditures (Incl AFDC Eq & Debt)									
AFDUC Equity									
External Decommissioning									
Repayments from or (Investments in) Money Pool									
Short-Term loans to NSP-WS									
Other Investments									
Net Cash Used for Investing Activities	(266,886)	(527,877)	(119,110)	(125,569)	(122,311)	(124,992)	(135,157)	(115,622)	(1,270,638)
Cash Flows from Financing Activities									
Change in Short-Term Debt									
Borrowing from or (Repayments to) Money Pool									
Proceeds from Issuance of long-term debt									
Repayment of long-term debt									
Equity Infusion									
Capital Distribution to Parent									
Other (Issuance costs, etc.)									
Net Cash provided by (used for) Financing Activities	(8,500)	200,249	91,952	76,000	0	36,909	56,369	79,421	540,900

1) NSP-MN's financial results are published quarterly on Form 10Q.
The 1st quarter and June YTD 'Net cash provided by operating activities' line,
includes 'Net increase in cash and cash equivalents' from the 10Q.

NORTHERN STATES POWER COMPANY
2009-2010 CASH FLOW STATEMENT
(thousands)

PUBLIC DOCUMENT
TRADE SECRET DATA HAS BEEN REMOVED
Docket No. E,G-002/M-10-_____
ATTACHMENT M
Page 3 of 3

	2011 January Forecast	2011 February Forecast	2011 March Forecast	2011 April Forecast	2011 May Forecast	2011 June Forecast	2011 July Forecast	2011 August Forecast	2011 September Forecast	2011 October Forecast	2011 November Forecast	2011 December Forecast	2011 Total
Cash Flows from Operating Activities													
Net Income	[TRADE SECRET BEGINS]												
Depreciation and Amortization													
Deferred Income Taxes and ITC													
AFUDC Equity													
Working Capital													
Net Cash Provided by Operating Activities													
Cash Flows from Investing Activities													
Capital Expenditures (Incl AFDC Eq & Debt)													
AFDUC Equity													
External Decommissioning													
Repayments from or (Investments in) Money Pool													
Short-Term loans to NSP-WS													
Other Investments													
Net Cash Used for Investing Activities													
Cash Flows from Financing Activities													
Change in Short-Term Debt													
Borrowing from or (Repayments to) Money Pool													
Proceeds from Issuance of long-term debt													
Repayment of long-term debt													
Equity Infusion													
Capital Distribution to Parent													
Other (Issuance costs, etc.)													
Net Cash provided by (used for) Financing Activities													
													TRADE SECRET ENDS]

PUBLIC DOCUMENT
TRADE SECRET DATA EXCISED
ATTACHMENT M

CAPITAL EXPENDITURE REVIEW

Planned Investments

All amounts are in Millions of Dollars

Project	YTD and estimate	Projected in 09-1161	Projection as of October 2010				
			2011	2012	2013	2014	2015
Energy Supply – Total	535.3		451.7	94.7	201.2	218.9	194.2
-Wind Generation subtotal		420	-	-	-	-	-
+ Nobles (Wind Generation)	446.3		2.7	-	-	-	-
+ Merricourt (Wind Generation)	16.7		371.3	0.2	-	-	-
- Black Dog Repowering	-		1.3	9.6	82.5	133.4	110.9
- Other Energy Supply	72.3		76.4	84.9	118.7	85.5	83.3
Nuclear - Total	315.4	290	350.6	317.9	429.2	338.4	302.4
- Prairie Island Unit 2 Generator Replacement	29.1		31.8	43.9	156.7	2.9	-
- Prairie Island Extended Power Uprate & LCM	32.5		44.8	33.8	83.2	103.0	98.2
- Monticello Extended Power Uprate & LCM	73.0		96.9	-	-	-	-
- Nuclear fuel	94.2		96.1	153.1	92.9	146.1	137.5
- Other nuclear	86.6		81.0	87.1	96.4	86.4	66.7
Distribution – Total	175.6		184.5	183.1	174.5	178.2	182.3
Transmission – Total	154.0		194.5	362.0	518.3	480.6	463.0
- CapX2020		100					
+ CapX 2020 Group 1	26.5		64.4	186.8	307.9	246.9	124.2
+ MN 2016 RES	0.6		1.2	16.7	98.5	109.6	84.3
+ MN 2020 RES	-		-	2.0	2.0	10.0	52.0
- other transmission	126.9		128.9	156.5	109.9	114.1	202.5
Other	40.3	530	46.1	47.3	48.0	47.7	45.3
Total – NSP-Minnesota	1220.6	1340	1227.4	1005.0	1371.2	1263.8	1187.2

NSP- MN Wind Generation – As part of its commitment to renewable energy, NSP-Minnesota has been investing in a number of wind projects. The Nobles wind project is a 201 MW project that will be operational by the end of 2010 and the Merricourt wind project is 150 MW project that will be operational by the end of 2011. Both were approved in MPUC Docket No. E002/M-08-1437. The Company recently issued an RFP for up to 250 MW of new wind generation resources for its NSP system to be in commercial operation no later than December 31, 2012. To the event that proposals in response to the RFP are attractive, this may alter the projected capital expenditures for 2011 and beyond.

Black Dog Repowering – The Black Dog Plant is located on the Minnesota River in Burnsville, Minnesota, just south of the Twin Cities. It is a coal- and gas-fired generating station. The original Unit 1 boiler/turbine and the Unit 2 boiler, installed in the 1950s fired on coal and have been replaced with a natural gas combined-cycle unit (Unit 5). It utilizes state-of-the-art technology for controlling oxides of nitrogen (“NOx”) releases. Exhaust heat from Unit 5 powers the Unit 2 steam turbine. The repowering project, completed in the summer of 2002, increased output from the two original units by more than 100 MW, and resulted in greater operating efficiency and cleaner power production. The current power production capability of the entire plant is 506 MW. Units 2 and 5 are summer-rated at 253 MW. Unit 3, completed in 1955, is 89 MW. Unit 4 is 164 MW and was completed in 1960. Units 3 and 4 are dual-fuel boilers with steam turbines that currently utilize low-sulfur western coal as the primary fuel. Natural gas is the backup or topping fuel used to obtain maximum generation for both units. Unit 3 and 4 reach the end of their depreciation lives in 2013 and 2014, respectively. In addition, pending environmental regulations are expected to result in the need for significant investments in Unit 3 and 4 to maintain environmental compliance. In the Resource Plan filed in MPUC Docket No. E002/RP-10-825, we provided a comparative analysis of extending the life of the plant or repowering the site as a 680 MW combined cycle facility. Because the repowering project will increase the output of the facility by nearly 400 MW, the life extension analysis also includes the addition of other facilities to meet our overall resource needs. The project is currently in the development phase and should complete the internal review and approval process in 2010. Permit applications are scheduled for submittal during the first quarter of 2011 with a commercial operation date of January 1, 2016.

Nuclear Life Extensions and Capacity Increases – NSP-Minnesota obtained a 20-year license renewal from the NRC for the Monticello nuclear power plant in November 2006, which allows us to operate until 2030. The MPUC order approving the spent fuel storage capacity needed to support the continued plant operation went into effect in June 2007.

NSP-Minnesota is seeking a 20-year license renewal for the Prairie Island nuclear plant. The application to renew Prairie Island's operating licenses was submitted to the NRC in April 2008. Final NRC approval is expected as early as late 2010. The Certificate of Need application for the additional spent fuel storage capacity to support 20 additional years of plant operation was approved by the MPUC in December 2009 (MPUC Docket No. CN-08-510).

Planned Investments

NSP-Minnesota is pursuing capacity increases (also known as extended power uprates or (“EPU’s”)) at both Monticello and Prairie Island that will total approximately 235 MW, to be implemented, if approved, between 2011 and 2015. The life extension and capacity increase for Prairie Island Unit 2 is contingent on replacement of Unit 2’s original steam generators, currently planned during the refueling outage in 2013.

NSP-Minnesota submitted the Certificate of Need and Site Permit applications for Monticello’s EPU in the first quarter of 2008 and the Certificate of Need and Site Permit applications for Prairie Island’s EPU’s in the second quarter of 2008. The MPUC approved the Monticello EPU in December 2008 (MPUC Docket No. CN-08-185) and Prairie Island’s EPU in December 2009 (MPUC Docket No. CN-08-509). NSP-MN filed for Monticello’s EPU approval with the NRC in 2008 and is awaiting final approval to operate at the increase power level. The Company will file for approval of Prairie Island’s EPU upon receiving the Prairie Island’s renewed operating licenses.

Total capital investment for the Monticello and Prairie Island life extension and extended power uprate projects is estimated to be over \$1 billion..

Transmission – The CapX2020 Group 1 forecast above is for four high voltage transmission lines. The MPUC in April 2009 issued a certificate of need requested by NSP-Minnesota and Great River Energy (on behalf of eight other regional transmission providers), for three 345 KV transmission lines, as part of the CapX 2020 project. In July 2009, the MPUC approved the Certificate of Need application for a 230 KV CapX 2020 transmission line between Bemidji, Minn. and Grand Rapids, Minn.

References in the transmission forecast above to MN 2016 RES and MN 2020 RES refer to transmission work outside of the CapX2020 Group 1 which is required to allow the company to meet Renewable Energy Standards established for 2016 and 2020 respectively. More information about this work is in the 2009 Minnesota Biennial Transmission Projects Report in Docket No. E-999/M-09-602.