

April 3, 2006

Mr. Richard Waldera
General Manager
Commercial Asphalt, a Division of Spencer Quarries, Inc.
25341 430th Avenue
Spencer, SD 57374-7611

Re: Agreement to Upgrade Natural Gas Pipeline Service

Dear Mr. Waldera:

This letter agreement ("Agreement"), entered into as of the date first set forth above, memorializes the terms under which NorthWestern Corporation d/b/a NorthWestern Energy ("NorthWestern"), a Delaware corporation, will perform certain services (either directly or through engagement of a contractor) to upgrade the natural gas distribution pipeline serving Commercial Asphalt, a division of Spencer Quarries, Inc., a South Dakota corporation ("Customer").

1. Service Provided by NorthWestern. NorthWestern agrees to either construct or arrange for the construction of a 4" plastic natural gas pipeline, at a length of approximately 17,500 feet, commencing at T103N, R60W, Sec 25, NE 1/4 and continuing to the NW of section 32, T103N, R59W of Hanson County, South Dakota (the "Project") to replace the existing pipeline serving Customer. The Project will be designed and constructed to operate with a minimum delivery pressure of seven (7) psig. The Project will remain the property of NorthWestern and its affiliates, and, subject to the terms set forth herein, NorthWestern and its affiliates shall have the right to serve other customers from said Project.

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2. Payment for Project. Customer shall be responsible for payment of the cost of construction of the Project, which is estimated to be Two Hundred Seventeen Thousand, Four Hundred Eighty Five Dollars (\$217,485.00). Upon execution of this Agreement, Customer shall convey to NorthWestern a check in the amount of One Hundred Thousand Dollars (\$100,000.00), payable to NorthWestern, as the first installment payment for the Project (the "First Installment"). On the date