

Service Date: October 28, 2004

DEPARTMENT OF PUBLIC SERVICE REGULATION
BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MONTANA

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IN THE MATTER of the Application)	UTILITY DIVISION
of MDU RESOURCES GROUP, INC. for)	DOCKET NO. D2004.10.163
Authorization of the Issuance of up to)	DEFAULT ORDER NO. 6607
\$750,000,000 Worth of Additional)	
Securities)	

DEFAULT ORDER

On October 6, 2004, MDU Resources Group, Inc. ("MDU") filed an application with the Montana Public Commission ("Commission") seeking authority to issue up to \$750,000,000 worth of additional securities of MDU as proposed in the application. The application is filed pursuant to Title 69, Chapter 3, Part 5, MCA.

The application was supported by exhibits and data in accordance with the rules and regulations of the Commission governing the authorization of issuance of securities by electric and gas utility companies operating within Montana. For detailed information with respect to the general character of MDU's business and the territory served by it, reference is made to its annual report on file with the Commission.

At a regular open session of the Montana Public Service Commission, held at its offices on October 26, 2004, there came before the Commission for final action the matters in this Docket, and the Commission, having fully considered the application and data and records pertaining thereto on file with the Commission and being fully advised in the premises, makes the following:

FINDINGS OF FACT

1. MDU is a corporation organized and existing under and by virtue of the laws of the State of Delaware and is qualified to transact business in the State of Montana.

2. MDU is operating as a public utility as defined in 69-3-101 and 69-3-102, MCA, and as such is engaged in furnishing electric and gas service in Montana.

3. The Commission has jurisdiction over the subject matter of said application under Title 69, Chapter 3, Part 5, MCA.

4. MDU applies for a Commission order for authorization:
(A) for issuance, over a two-year period (unless otherwise specified in said application regarding stock purchase contracts, stock purchase units, warrants, and hybrid securities), of some or all of the following kinds of securities, as MDU determines to be necessary to obtain for MDU, not to exceed \$750,000,000 of long-term financing for the purposes hereinafter discussed:

- (i) for the issuance of not to exceed \$750,000,000 worth of MDU's Common Stock;
- (ii) for the issuance of not to exceed \$112,500,000 worth of MDU's Preferred Stock and/or Preferred Stock A;
- (iii) for the issuance of not to exceed \$262,500,000 worth of MDU's secured debt securities (including, without limitation, first mortgage bonds or secured medium-term notes ("New Mortgage Bonds") issued under the Indenture of Mortgage, dated as of May 1, 1939, between MDU and The Bank of New York and Douglas J. MacInnes, as successor trustees, as restated, supplemented and amended (the "Mortgage"), or senior notes

(“New Senior Notes”) issued under the Indenture, dated as of December 15, 2003, between MDU and The Bank of New York, as trustee, as supplemented and amended (the “Senior Note Indenture”), or other secured debt securities (“Other Secured Debt Securities”), and/or subordinated or unsubordinated unsecured debentures, debt securities, notes, or other evidences of indebtedness (“Unsecured Debt Securities”), and/or guaranties issued from time to time;

- (iv) for the issuance of not to exceed \$262,500,000 worth of stock purchase contracts to purchase Common Stock, Preference Stock or other equity securities and/or stock purchase units (each representing ownership of a stock purchase contract and debt securities, preferred securities, preference securities, or debt obligations, equity securities or trust preferred securities of one or more subsidiaries of MDU, a subsidiary trust or third parties (including U.S. Treasury securities) securing the holder’s obligation to purchase Common Stock, Preference Stock or other equity securities), and/or warrants;
- (v) for the issuance of not to exceed \$262,500,000 worth of other securities, including, without limitation, hybrid securities issuable directly or indirectly by MDU and any related guaranties, such as convertible or unconvertible preferred securities, putable or callable instruments, together with associated put or call rights, subordinated debt, and mandatorily convertible instruments; and

(B) for the issuance of all the above securities (the "Securities") by methods which may include other than competitive bidding and negotiated offers, as expressly permitted by Title 18, Section 34.2(a)(3)(iii) of the Code of Federal Regulations.

MDU requests that a single order be issued to authorize the relief requested by this application. MDU seeks the flexibility to issue the Securities in one or more public offerings, private placements, direct placements, or agency transactions, or any combination of these methods of issuance, so long as any method of issuance used by MDU is deemed to be in the best interest of MDU, its customers and its stockholders.

MDU requests that the authorization granted pursuant to this application permit MDU to issue and sell the Securities from time to time, in one or more transactions, over a period of two years (unless otherwise specified in the application regarding hybrid securities, stock purchase contracts, stock purchase units, and warrants) from the date of the Commission's order herein, with said authorization expiring December 31, 2006, and that said authorization supersede and replace the Commission Order dated November 20, 2002 (Docket No. D2002.11.138, Default Order No. 6460).

5. The proceeds of issuance of the Securities would be used for funding MDU's capital requirements, for the refunding of its outstanding obligations, for corporate development (including, without limitation, the issuance of any of the Securities in a private placement with the seller or sellers of a business, or its assets, being acquired, or the issuance and sale of the Securities in one or more public offerings, direct placements, or agency transactions, or any combination of these methods, the cash proceeds therefrom being applied to finance the acquisition of businesses or business assets, or the issuance and exchange of the Securities for

other securities), and for other general corporate purposes.

6. The transactions proposed by MDU (a) are consistent with the public interest; (b) are for a purpose or purposes permitted under the laws of the State of Montana; (c) are necessary or appropriate for and consistent with the proper performance by MDU of service as a public utility; and (d) will not result in a situation in which the aggregate amount of the securities outstanding and proposed herein to be outstanding will exceed the fair value of the properties and business of MDU.

CONCLUSIONS OF LAW

The securities transactions proposed by MDU, as herein authorized, will be for a lawful purpose and are consistent with the public interest; the same are appropriate and consistent with the necessary performance of MDU of service as a public utility; and the aggregate amount of securities outstanding and proposed to be outstanding will not exceed the fair value of the properties and business of MDU.

ORDER

IT IS HEREBY ORDERED by the Commission:

1. The application of MDU Resources Group, Inc. for authority to issue up to \$750,000,000 worth of additional Securities as proposed in the application is hereby approved and authority is granted. This authority is effective immediately through December 31, 2006.

2. By order dated November 20, 2002 (Docket No. D2002.11.138, Default Order No. 6460), the Commission authorized MDU to issue, from time to time over a two-year period, up to \$750,000,000 of MDU's securities (the "2002 Authorization"). Upon MDU's request, the Commission hereby orders that the authority granted herein shall supersede and replace the 2002

Authorization, effective immediately, without affecting the validity and authorization of any securities issued under the 2002 Authorization prior to the date of this Order.

3. Neither the issuance of securities by MDU pursuant to the provision of this Order nor any other act or deed done or performed in connection therewith, shall be construed to obligate the State of Montana to pay or guarantee in any manner whatsoever any securities authorized, issued, assumed or guaranteed hereunder.

4. The approval of this application shall not be construed as precedent to prejudice any future action of this Commission.

5. Issuance of the Order does not constitute acceptance of MDU's exhibits or other material accompanying the application for any purpose other than the issuance of this Order. Approval of this application is for financing purposes only. This approval is without prejudice to the regulatory authority of this Commission with respect to ratemaking, rates, service, accounts, valuations, estimates or determinations of cost, or any other matter subject to its jurisdiction as provided by law.

DONE IN OPEN SESSION at Helena, Montana this 26th day of October, 2004, by a vote of 5-0.

BY ORDER OF THE MONTANA PUBLIC SERVICE COMMISSION.

BOB ROWE, Chairman

THOMAS J. SCHNEIDER, Vice Chairman

MATT BRAINARD, Commissioner

GREG JERGESON, Commissioner

JAY STOVALL, Commissioner

ATTEST:

Commission Secretary

(SEAL)

NOTE: Any interested party may request the Commission to reconsider this decision. A motion to reconsider must be filed within ten (10) days. See ARM 38.2.4806.