

Otter Tail Corp  
Form 8-K  
June 29, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 23, 2010**

**OTTER TAIL CORPORATION**

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction  
of incorporation)

0-53713  
(Commission  
File Number)

27-0383995  
(I.R.S. Employer  
Identification No.)

215 South Cascade Street, P.O. Box 496, Fergus Falls,  
MN

56538-0496  
(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (866) 410-8780

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On July 1, 2009, Otter Tail Corporation, a Minnesota corporation ( Old Otter Tail ), completed a holding company reorganization (the Holding Company Reorganization ) in accordance with Section 302A.626 of the Minnesota Business Corporation Act whereby it became a wholly owned subsidiary of a new public holding company, Otter Tail Corporation, a Minnesota corporation ( the Company ).

On June 23, 2010, the Company entered into Amendment No. 3 dated as of June 23, 2010 to Note Purchase Agreement dated as of February 23, 2007 ( Amendment No. 3 ) with Cascade Investment, L.L.C. ( Cascade ), which became effective on June 28, 2010. Amendment No. 3 amends that certain Note Purchase Agreement dated as of February 23, 2007 (as amended, including by Amendment No. 2 referred to below, the Cascade Note Purchase Agreement ) between the Company (as assignee of Old Otter Tail) and Cascade. The Cascade Note Purchase Agreement provides for the issuance and sale to Cascade of a \$50,000,000 5.778% Senior Note due November 30, 2017 (the Cascade Note ), which currently bears interest at 8.89% per annum. The Cascade Note was originally issued by Old Otter Tail, and the Company assumed all of Old Otter Tail s rights and obligations in, to and under the Cascade Note and the Cascade Note Purchase Agreement in connection with the Holding Company Reorganization and on the terms provided in an Amendment No. 2 dated as of June 30, 2009 to Note Purchase Agreement dated as of February 23, 2007 ( Amendment No. 2 ). The Cascade Note Purchase Agreement and Amendment No. 2 are filed as Exhibit 4.1 to Old Otter Tail s Current Report on Form 8-K filed on February 28, 2007 and Exhibit 4.3 to Old Otter Tail s Current Report on Form 8-K filed on July 1, 2009, respectively, and are incorporated herein by reference. Amendment No. 3 amends certain covenants and related definitions contained in the Cascade Note Purchase Agreement to, among other things, provide the Company and its Material Subsidiaries (as defined in the Cascade Note Purchase Agreement) with additional flexibility to incur certain customary liens, make certain investments, and give certain guaranties, in each case under the circumstances set forth in Amendment No. 3. Amendment No. 3 also updates certain of the schedules to the Cascade Note Purchase Agreement. The summary in this Item 1.01 of the material terms of Amendment No. 3 is qualified in its entirety by reference to the full text of Amendment No. 3, a copy of which is filed as Exhibit 4.1 hereto and is incorporated herein by reference.

Cascade owned approximately 9.5% of the Company s outstanding common shares as of March 31, 2010 and is a party to a Standstill Agreement dated as of July 1, 2009 with the Company. A copy of the Standstill Agreement is filed as Exhibit 10.1 to the Company s Current Report on Form 8-K filed on July 1, 2009.

**Item 9.01 Financial Statement and Exhibits**

(d) Exhibits

- 4.1 Amendment No. 3 dated as of June 23, 2010 to Note Purchase Agreement dated as of February 23, 2007, between Otter Tail Corporation and Cascade Investment, L.L.C.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OTTER TAIL CORPORATION

Date: June 29, 2010

By /s/ Kevin G. Moug  
Kevin G. Moug  
Chief Financial Officer

3

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**EXHIBIT INDEX**

| Exhibit | Description of Exhibit  |
|---------|---|
| 4.1     | Amendment No. 3 dated as of June 23, 2010 to Note Purchase Agreement dated as of February 23, 2007, between Otter Tail Corporation and Cascade Investment, L.L.C. |