

RESIGNATION AND ACCEPTANCE
OF RESIGNATION OF CO-TRUSTEE

WHEREAS, SIERRA PACIFIC POWER COMPANY, a Maine corporation (hereinafter called the "Predecessor Company"), entered into an Indenture of Mortgage dated as of December 1, 1940 (said Indenture of Mortgage as amended and supplemented being hereinafter called the "Indenture") with THE NEW ENGLAND TRUST COMPANY, a Massachusetts corporation as trustee and LEO W. HUEGLE as co-trustee; and

WHEREAS, SIERRA PACIFIC POWER COMPANY, a Nevada corporation (hereinafter called the "Company") has succeeded to the Predecessor Company as a party to the Indenture, NEW ENGLAND MERCHANTS NATIONAL BANK, a national banking association (hereinafter called the "Trustee"), has succeeded to THE NEW ENGLAND TRUST COMPANY as trustee under the Indenture, and FLETCHER C. CHAMBERLIN of Sherborn, Massachusetts, whose mailing address is 28 State Street, Boston, Massachusetts 02109 (hereinafter called the "Co-Trustee"), has succeeded to LEO W. HUEGLE as co-trustee; and

WHEREAS, Section 15.20 of the Indenture provides that the Company and the Trustee may accept the resignation of the Co-Trustee and may, in the event of such resignation, appoint a Successor Co-Trustee; and

WHEREAS, said FLETCHER C. CHAMBERLIN desires to resign as Co-Trustee under the Indenture and the Company and the Trustee, pursuant to the provisions of Section 15.20 of the Indenture, are willing to accept such resignation.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

The undersigned, FLETCHER C. CHAMBERLIN, hereby resigns as Co-Trustee under the Indenture.

The Company and the Trustee, pursuant to the provisions of Section 15.20 of the Indenture, hereby accept the resignation of FLETCHER C. CHAMBERLIN as Co-Trustee under the Indenture.

In order to facilitate the recordation and filing hereof, this instrument may be simultaneously executed in any number of counterparts and each of such counterparts shall, for all purposes, be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this instrument this 17th day of November, 1974.

[SEAL]
Attest:

J. B. Pedersen

[SEAL]
Attest:

SEAL
Affixed

D. A. Drown
Authorized Signature

SEALED
Affixed

Fletcher C. Chamberlin
FLETCHER C. CHAMBERLIN

SIERRA PACIFIC POWER COMPANY

By *Joe L. Gremban*
Joe L. Gremban, Executive Vice President
NEW ENGLAND MERCHANTS NATIONAL BANK

By *William D. Henderson*
Corporate Trust Officer

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 18th day of November, 1974, personally appeared before me, a Notary Public in and for the County of Suffolk, FLETCHER C. CHAMBERLIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged to me that he executed the same freely and voluntarily and for the uses and purposes therein stated.

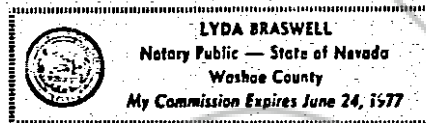
Frederick M. Pryor
Frederick M. Pryor, Notary Public

My Commission expires May 15, 1981

STATE OF Nevada

, ss.

On this 18th day of November, 1974, before me appeared Joe L. Gremban, to me personally known, who being by me duly sworn did say that he is a Vice President of SIERRA PACIFIC POWER COMPANY and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the foregoing instrument was signed by him on behalf of said corporation and he acknowledged the said instrument to be the free act and deed of said corporation.



Lyda Braswell
Notary Public

My Commission expires _____

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss.

On this 18th day of November, 1974, before me appeared Arthur D. Hindman, to me personally known, who being by me duly sworn did say that he is a Corporate Trust Officer of NEW ENGLAND MERCHANTS NATIONAL BANK, and that the seal affixed to the foregoing instrument is the corporate seal of said bank, and that the foregoing instrument was signed and sealed by him on behalf of said bank and he acknowledged said instrument to be the free act and deed of said bank.

Frederick M. Pryor
Frederick M. Pryor, Notary Public

My Commission expires May 15, 1981

RECORDED AT THE REQUEST OF Sierra Pacific Power Co.
on March 31 19 75 at 37 min. past 11 A. M.
Book 51 of OFFICIAL RECORDS, page 220-221 RECORDS OF
EUREKA COUNTY, NEVADA, Willie A. Notary Recorder
File No. 59862 Fee \$ 4.00
FILE NO. 59 862

BOOK 51 PAGE 221