

ACCEPTANCE OF APPOINTMENT
AS SUCCESSOR CO-TRUSTEE

TO: Fletcher C. Chamberlin, Esq.
Sierra Pacific Power Company

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"), did succeed to LEO W. HUEGLE as co-trustee; and

WHEREAS said FLETCHER C. CHAMBERLIN has resigned as such Co-Trustee and the Company and the Trustee, pursuant to Section 15.20 of the Indenture, have accepted such resignation and have appointed the undersigned, JAMES S. FISHER, of Sudbury, Massachusetts, whose mailing address is 28 State Street, Boston, Massachusetts 02109 to be co-trustee under the Indenture as successor to Fletcher C. Chamberlin.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

The undersigned, JAMES S. FISHER, does hereby accept such appointment as co-trustee under the Indenture.

Dated November 10, 1974

James S. Fisher
JAMES S. FISHER

RECEIPT

The undersigned, SIERRA PACIFIC POWER COMPANY, being the Company named in the foregoing Acceptance of Appointment as Successor Co-Trustee, and the undersigned FLETCHER C. CHAMBERLIN, being the Co-Trustee under the Indenture described therein as having resigned, each for himself or itself, and not one for the other, hereby acknowledges that JAMES S. FISHER, of Sudbury, Massachusetts, has delivered to him or it an original executed counterpart of the foregoing Acceptance of Appointment as Successor Co-Trustee under said Indenture.

Dated November 19, 1974

SIERRA PACIFIC POWER COMPANY

By Joe L. Gremban
Joe L. Gremban, Executive Vice President

SEAL
Affixed

[SEAL]

Attest:

J.R. Pedersen

SEAL
Affixed

[SEAL]

Attest:

D.A. Drain

Fletcher C. Chamberlin
FLETCHER C. CHAMBERLIN

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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, JAMES S. FISHER, 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

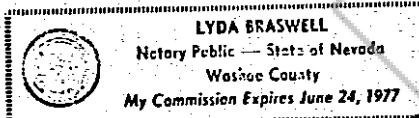
STATE OF Massachusetts

, 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 an Executive 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, 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.

**SEAL
Affixed**

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 1975 at 39 mins. past 11 A. M.
Book 51 of OFFICIAL RECORDS, page 224-225 RECORDS OF

EUREKA COUNTY, NEVADA

File No. 59864Fee \$ 4.00

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