

ACCEPTANCE OF APPOINTMENT
AS SUCCESSOR CO-TRUSTEE

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

WHEREAS, SIERRA PACIFIC POWER COMPANY, a Maine corporation (herein-
after 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 (here-
inafter 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 Inden-
ture, and FLETCHER C. CHAMBERLIN of Sherborn, Massachusetts, whose
mailing address is 28 State Street, Boston, Massachusetts 02109 (herein-
after 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 under-
signed, 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 appoint-
ment 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 10, 1974

SIERRA PACIFIC POWER COMPANY

SEAL
Affixed

[SEAL] Attest:
J.R. Pedersen

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

SEAL
Affixed

[SEAL] Attest:
D.A. Drain

Fletcher C. Chamberlin

FLETCHER C. CHAMBERLIN

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

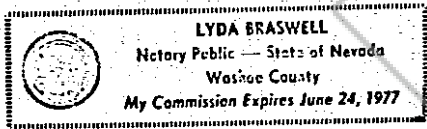
STATE OF Nebraska
County of Lincoln

, 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.



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. 59864 Fee \$ 4.00

FILE NO. 59864

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