

APPOINTMENT OF SUCCESSOR 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"), 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.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS:

The Company and Trustee, pursuant to the provisions of Section 15.20 of the Indenture, hereby appoint JAMES S. FISHER, of Sudbury, Massachusetts, whose mailing address is 28 State Street, Boston, Massachusetts, as Successor 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 10th day of November, 1974.

[SEAL]
Attest:

SEAL
Affixed

[SEAL]
Attest:

SEAL
Affixed

SIERRA PACIFIC POWER COMPANY

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

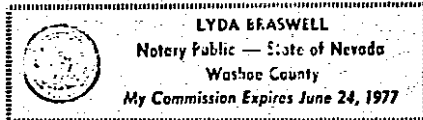
NEW ENGLAND MERCHANTS NATIONAL BANK

By Arthur D. Audette
Corporate Trust Officer

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 19th 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

SEAL
Affixed

RECORDED AT THE REQUEST OF Sierra Pacific Power Co.
on March 31, 1975 at 38 mins. per 11 A. M.
Book 51 of OFFICIAL RECORDS, page 222-223
FUREKA COUNTY, NEVADA Julius A. DeTack Recorder
File No. 59863 Fee \$ 4.00

FILE NO. 59863

BOOK 51 PAGE 223