

INSTRUMENT OF APPOINTMENT OF SUCCESSOR CO-TRUSTEE

KNOW ALL MEN BY THESE PRESENTS THAT

WHEREAS OLIVER R. BROOKS has, by written notice, delivered to the undersigned Pacific Power & Light Company his resignation as Co-Trustee under the Mortgage and Deed of Trust made by the undersigned Pacific Power & Light Company to Guaranty Trust Company of New York and said Oliver R. Brooks, as Trustees, dated as of July 1, 1947, as amended, such resignation to take effect on March 28, 1958, unless previously a successor co-trustee shall have been appointed as provided in said Mortgage and Deed of Trust, in which event such resignation shall take effect immediately on the appointment of such successor co-trustee;

NOW THEREFORE, pursuant to Section 102 of said Mortgage and Deed of Trust, and by order of its Board of Directors, the undersigned Pacific Power & Light Company hereby appoints Wesley L. Baker as successor Co-Trustee under said Mortgage and Deed of Trust, subject to the conditions in Article XVII thereof expressed.

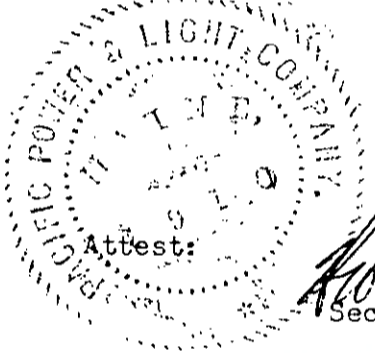
The undersigned Wesley L. Baker, a citizen of the United States of America, hereby accepts his said appointment by Pacific Power & Light Company as successor Co-Trustee under said Mortgage and Deed of Trust.

The undersigned Oliver R. Brooks hereby acknowledges receipt of an executed counterpart of this instrument.

The undersigned Pacific Power & Light Company will proceed with the publication of the notice of resignation and notice of appointment as provided respectively in Sections 101 and 102 of said Mortgage and Deed of Trust, in substantially the forms provided in Exhibit A hereto annexed.

This instrument may be executed in several counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF Pacific Power & Light Company has executed this instrument by one of its Vice Presidents and caused its corporate seal to be hereunto affixed and attested by its Secretary, and Wesley L. Baker and Oliver R. Brooks have hereunto set their hands and seals, as of this 12th day of March, 1958.



PACIFIC POWER & LIGHT COMPANY,

By

A. W. Trimble
A. W. Trimble
Vice President.

A. W. Trimble
Secretary

Executed, sealed and delivered by PACIFIC POWER & LIGHT COMPANY in the presence of:

J. B. Forest

M. E. Thompson

Wesley L. Baker (L.S.)

Executed, sealed and delivered by WESLEY L. BAKER in the presence of:

T. C. Holta

M. E. Thompson

Oliver R. Brooks (L.S.)

Executed, sealed and delivered by OLIVER R. BROOKS in the presence of:

T. C. Holta

M. E. Thompson
