

EXECUTED IN 100 COUNTERPARTS OF  
WHICH THIS IS COUNTERPART NO. 57

THE WASHINGTON WATER POWER COMPANY

TO

CITY BANK FARMERS TRUST COMPANY

AND

RALPH E. MORTON, AS

TRUSTEES UNDER

THE WASHINGTON WATER POWER COMPANY'S

**Mortgage and Deed of Trust**

*Dated as of June 1, 1939*

AND

**Indentures Supplemental Thereto**

RESIGNATION OF MARC A. RIEFFEL INDIVIDUAL TRUSTEE  
AND APPOINTMENT OF FRANCIS M. PITT AS  
SUCCESSOR INDIVIDUAL TRUSTEE

**Fourth Supplemental Indenture**

*Dated as of March 15, 1957*

#### FOURTH SUPPLEMENTAL INDENTURE

THIS INDENTURE dated as of March 15, 1957, between THE WASHINGTON WATER POWER COMPANY, a corporation organized and existing under the laws of the State of Washington (hereinafter called the "Company"), CITY BANK FARMERS TRUST COMPANY, a corporation organized and existing under the laws of the State of New York, as Corporate Trustee under a certain Mortgage and Deed of Trust made by the Company and under the various indentures supplemental thereto (which Mortgage and Deed of Trust dated as of June 1, 1939 together with the indentures supplemental thereto is hereinafter sometimes called the "Mortgage"), MARE A. RIEFFEL, as retiring Individual Trustee under the Mortgage, and FRANCIS M. PITT.

Pursuant to Article XVI, Section 100 of the Mortgage, MARE A. RIEFFEL hereby resigns as Individual Trustee under the Mortgage and hereby gives notice thereof to the Company and specifies that his said resignation shall take effect on March 15, 1957.

Pursuant to Article XVI, Sections 102, 103, and 104 of the Mortgage, and subject to the provisions therein set forth, the Company hereby appoints FRANCIS M. PITT, a citizen of the United States, successor to said MARE A. RIEFFEL as Individual Trustee under the Mortgage, effective March 15, 1957, and hereby notifies the Corporate Trustee of such appointment, and FRANCIS M. PITT hereby accepts such appointment as successor Individual Trustee under the Mortgage.

The Company and the Corporate Trustee hereby acknowledge receipt of due notice of the resignation of MARE A. RIEFFEL as Individual Trustee under the Mortgage and the Corporate Trustee hereby acknowledges receipt of due notice of the appointment of said FRANCIS M. PITT as successor Individual Trustee.

Now, THEREFORE, in consideration of the premises and of the sum of One Dollar by each of the parties hereto to each of the others in hand paid, the receipt whereof is hereby severally acknowledged, and in pursuance of the authority contained in the Mortgage, MARE A.

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Rieffel as retiring Individual Trustee hereby conveys and assigns to Francis M. Pitt as successor Individual Trustee all the right, title, and interest which he has or may have as Individual Trustee in and to the Mortgaged and Pledged Property, described in or subject to the lien of the Mortgage, subject to all the trusts, conditions, and provisions expressed in the Mortgage; and to the fullest extent necessary or appropriate the Company and the Corporate Trustee confirm such conveyance and assignment and consent thereto.

IN WITNESS WHEREOF, the corporate parties hereto have caused their respective corporate names to be signed by their respective Presidents or Vice Presidents thereunto duly authorized and their respective corporate seals to be hereunto affixed and duly attested by their respective Secretaries or Assistant Secretaries and the individual parties hereto have hereunto set their hands and seals, all as of the day and year first above written.

THE WASHINGTON WATER POWER COMPANY,

By

*W. L. Macdonald*  
Vice President

Attest:

*J. W. Willis*  
Assistant Secretary

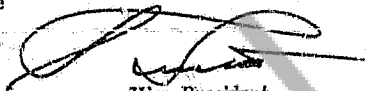
Signed, sealed, and delivered  
in the presence of:

*Wm. Keen*  
*J. M. Conkle*

3

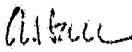
CITY BANK FARMERS TRUST COMPANY  
as Corporate Trustee under the  
Mortgage

By



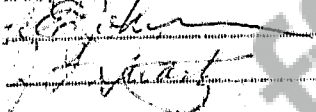
Vice President

Attest:



Assistant Secretary

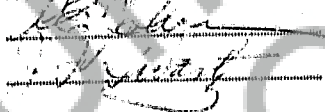
Signed, sealed, and delivered  
in the presence of:



(L.S.)

Marc A. Rieffel as retiring  
Individual Trustee under the  
Mortgage

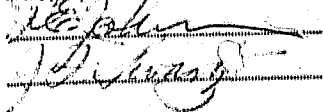
Signed, sealed, and delivered  
in the presence of:



(L.S.)

Francis M. Pitt

Signed, sealed, and delivered  
in the presence of:



STATE OF WASHINGTON,  
COUNTY OF SPOKANE,

On the 11th day of March, 1957, before me personally appeared W. L. THRAILKILL, to me known to be a Vice President of The Washington Water Power Company, one of the corporations that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

On the 11th day of March, in the year 1957, before me, TALKINGTON, a Notary Public in and for the State and County aforesaid, personally appeared W. L. THRAILKILL, known to me to be a Vice President of The Washington Water Power Company, one of the corporations that executed the within and foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

*E. B. Talkington*

E. B. TALKINGTON

Notary Public, State of Washington  
Term Expires September 6, 1957


Residing at Spokane, Washington

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

On the 27th day of February, 1957, before me personally appeared S. L. SMITH, to me known to be a Vice President of City Bank Farmers Trust Company, one of the corporations that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said corporation.

On the 27th day of February, in the year 1957, before me, STANLEY A. NELSON, a Notary Public in and for the State and County aforesaid, personally appeared S. L. SMITH, known to me to be a Vice President of City Bank Farmers Trust Company, one of the corporations that executed the within and foregoing instrument and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

  
STANLEY A. NELSON  
Notary Public, State of New York  
No. 30-286000  
Qualified in Nassau County  
Certificate filed with New York County Clerk  
Term Expires March 30, 1957  
Residing at Westbury, N. Y.



STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

On this 27th day of February, in the year 1957, before me, STANLEY A. NELSON, a Notary Public in and for the State and County aforesaid, personally appeared MARO A. RIEFFEL, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

On this day personally appeared before me, MARO A. RIEFFEL, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 27th day of February, 1957.


*Stanley A. Nelson*  
STANLEY A. NELSON  
Notary Public, State of New York  
No. 30-2866000  
Qualified in Nassau County  
Certificate filed with New York County Clerk  
Term Expires March 30, 1957  
Residing at Westbury, N. Y.

STATE OF NEW YORK, }  
COUNTY OF NEW YORK, } ss.:

On this 27th day of February, in the year 1957, before me, STANLEY A. NELSON, a Notary Public in and for the State and County aforesaid, personally appeared FRANCIS M. PIER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

On this day personally appeared before me, FRANCIS M. PIER, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

Given under my hand and official seal this 27th day of February, 1957.

  
STANLEY A. NELSON  
Notary Public, State of New York  
No. 30-2866000  
Qualified in Nassau County  
Certificate filed with New York County Clerk  
Term Expires March 30, 1957  
Residing at Westbury, N. Y.



## (EXHIBIT A)

THE WASHINGTON WATER POWER COMPANY  
MORTGAGE AND DEED OF TRUST DATED  
AS OF JUNE 1, 1939  
AND INDENTURES SUPPLEMENTAL THERETO

## NOTICE OF RESIGNATION OF INDIVIDUAL TRUSTEE

Pursuant to Section 100 of Article XVI of Mortgage and Deed of Trust, dated as of June 1, 1939, and indentures supplemental thereto, from The Washington Water Power Company to City Bank Farmers Trust Company and Ralph E. Morton, as Trustees, the undersigned has given written notice to The Washington Water Power Company of his intention to resign as Individual Trustee under said Mortgage and Deed of Trust, as supplemented, said resignation to take effect on March 15, 1957.

MARC A. RIEFFEL,  
As Individual Trustee, as aforesaid.

DATED: New York, N. Y.  
, 1957.

## (EXHIBIT B)

THE WASHINGTON WATER POWER COMPANY  
MORTGAGE AND DEED OF TRUST DATED  
AS OF JUNE 1, 1939  
AND INDENTURES SUPPLEMENTAL THERETO

NOTICE OF APPOINTMENT OF SUCCESSOR  
INDIVIDUAL TRUSTEE

Pursuant to Section 102 of Article XVI of Mortgage and Deed of Trust, dated as of June 1, 1939, and indentures supplemental thereto, from The Washington Water Power Company to City Bank Farmers Trust Company and Ralph E. Morton (Mare A. Rieffel, successor), as Trustees, the undersigned has appointed Francis M. Pitt, an Individual Trustee under said Mortgage and Deed of Trust, as supplemented, effective March 15, 1957, as successor to Mare A. Rieffel, the former Individual Trustee, who has resigned.

THE WASHINGTON WATER POWER COMPANY

By W. L. THRAILKILL,  
Vice President

DATED: New York, N. Y.  
1957.

REGISTERED	<i>P</i>
INDEXED: DIR.	<i>P</i>
INDIRECT:	<i>P</i>
RECORDED:	
COMPARED	
MAILED	

77962

STATE OF WASHINGTON } SS  
COUNTY OF SKAMANIA

I HEREBY CERTIFY THAT THE WITHIN

INSTRUMENT OR WRITING FILED BY

*High Water Power Co*

*Superior Trust*

AT 10:46 AM July 25, 1957

WAS RECORDED IN BOOK *51*

OF *mtg* AT PAGE *816 25*

RECORDS OF SKAMANIA COUNTY, WASH.

*UP 2000*

COUNTY AUDITOR

BY *P. Patrick*

