

CP NATIONAL CORPORATION  
(formerly California-Pacific Utilities Company)

Resignation of Co-Trustee and  
Appointment of Successor Co-Trustee

33  
FEB 17 1984  
M.J. Barrett, Co-Trustee (as successor to William W. Bertram) under the First Mortgage Indenture, dated as of July 1, 1944, of CP National Corporation (hereinafter the "Company") (said Indenture, as previously supplemented and modified, hereafter the "Indenture"), hereby submits his resignation as Co-Trustee under the Indenture to the Company and to Bank of America National Trust and Savings Association, Corporate Trustee under the Indenture (hereinafter the "Trustee").

The Company and the Trustee hereby accept the resignation of M.J. Barrett as Co-Trustee under the Indenture pursuant to Section 15.20 thereof, effective as of February 15, 1984.

The Company and the Trustee hereby appoint J.H. Beaver as successor Co-Trustee to M.J. Barrett under the Indenture, and J.H. Beaver hereby accepts his appointment as successor Co-Trustee, effective as of February 15, 1984, pursuant to Section 15.23 of the Indenture.

As provided in the Indenture, upon the execution of this instrument, without any further act, deed or conveyance,

J.H. Beaver as successor Co-Trustee shall become fully vested with all the estates, properties, rights, powers trusts, duties and obligations of said M.J. Barrett, his predecessor in trust under the Indenture, with like effect as if originally named as Co-Trustee therein.

CP NATIONAL CORPORATION

By [Signature]  
Vice President

Attest:

[Signature]  
Assistant Secretary  
[Corporate Seal]

BANK OF AMERICA NATIONAL TRUST  
AND SAVINGS ASSOCIATION

By [Signature]

Attest:

[Signature]  
Assistant Secretary  
[Corporate Seal]

[Signature]  
M.J. Barrett

[Signature]  
J.H. Beaver

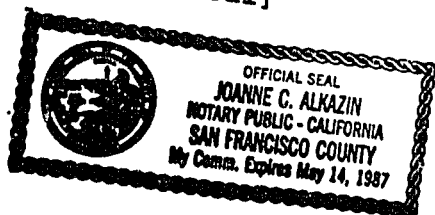
STATE OF CALIFORNIA  
CITY AND COUNTY OF SAN FRANCISCO ) ss.:

On this 2<sup>d</sup> day of February, in the year 1984,  
before me, Joanne C. Alkazin, a Notary Public in and  
for said City and County of San Francisco, residing therein,  
duly commissioned and sworn, personally appeared Marvin S.  
Litt, known to me to be a Vice President of CP National  
Corporation, one of the corporations that executed the  
within instrument, and Darren Goebels, known to me to be  
an Assistant Secretary of said corporation, and known to me  
to be the persons who executed the within instrument on  
behalf of said corporation, and acknowledged to me that such  
corporation executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my  
name and affixed my official seal at my office in said City  
and County of San Francisco, the day and year in this  
certificate first above written.

Joanne C. Alkazin  
Notary Public in and for the  
City and County of San Francisco,  
State of California

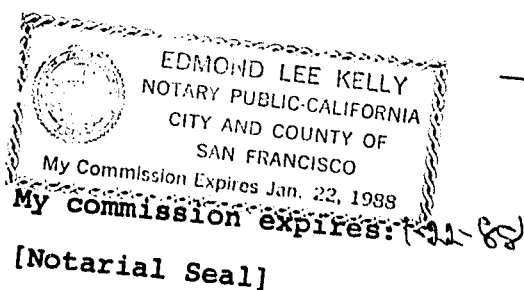
My Commission expires: May 14, 1987  
[Notarial Seal]



STATE OF CALIFORNIA )  
 CITY AND COUNTY OF SAN FRANCISCO ) ss.:

On this 1st day of February, in the year 1984,  
 before me, Edmond Lee Kelly a Notary Public in and for  
 the City and County of San Francisco, residing therein,  
 duly commissioned and sworn, personally appeared T. J. Zupfer  
 \_\_\_\_\_, known to me to be a VICE PRESIDENT  
 of Bank of America National Trust and Savings Association,  
 one of the corporations that executed the within instrument,  
 and Gustavo Torres, known to me to be an Assistant  
 Secretary of said corporation, and known to me to be the  
 persons who executed the within instrument on behalf of  
 said corporation, and acknowledged to me that such corporation  
 executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed  
 my name and affixed my official seal at my office in said  
 City and County of San Francisco, the day and year in this  
 certificate first above written.



[Notarial Seal]

Edmond Lee Kelly  
 Notary Public in and for the  
 City and County of San Francisco,  
 State of California

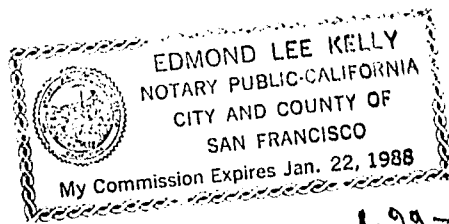
STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO )

) ss.:

On this 1st day of February, in the year 1984,  
 before me, Edmond Lee Kelly, a Notary Public in and  
 for said City and County of San Francisco, residing therein,  
 duly commissioned and sworn, personally appeared M.J. Barrett,  
 known to me to be the person whose name is subscribed to  
 the within instrument, and acknowledged to me that he  
 executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed  
 my name and affixed my official seal at my office in said  
 City and County of San Francisco, the day and year in this  
 certificate first above written.



My commission expires 1-22-88

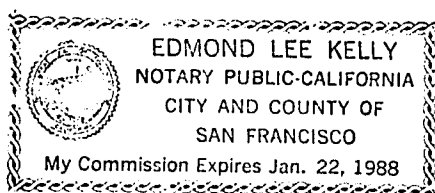
[Notarial Seal]

Edmond Lee Kelly  
 Notary Public in and for the  
 City and County of San Francisco  
 State of California

STATE OF CALIFORNIA )  
 ) ss.:  
 CITY AND COUNTY OF SAN FRANCISCO )

On this 1st day of February, in the year 1984,  
 before me, Edmond Lee Kelly, a Notary Public in  
 and for said City and County of San Francisco, residing  
 therein, duly commissioned and sworn, personally appeared  
J. H. BEAVER, known to me to be the person whose  
 name is subscribed to the within instrument, and acknowledged  
 to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto subscribed my  
 name and affixed my official seal at my office in said City  
 and County of San Francisco, the day and year in this  
 certificate first above written.



Edmond Lee Kelly  
 Notary Public in and for the  
 City and County of San Francisco,  
 State of California

My commission expires: 1-22-88

ROBERT J. GLOISTEIN

[Notarial Seal]

TWELFTH FLOOR, 600 MONTGOMERY STREET  
 SAN FRANCISCO, CALIFORNIA 94111

STATE OF OREGON: COUNTY OF KLAMATH:ss  
 I hereby certify that the within instrument was received and filed for  
 record on the 17th day of February A.D., 1984 at 4:33 o'clock P. M.  
 and duly recorded in Vol 1884, of Mortgages on page 2638.

EVELYN BIENN, COUNTY CLERK

Fee \$ 24.00

by [Signature] Deputy