

Know All Men by These Presents, that CP National Corporation, a California corporation, assignor, for the sum of ten dollars and other valuable consideration, to it paid by The Washington Water Power Company (doing business as WP Natural Gas), a Washington corporation, assignee, the receipt of which is hereby acknowledged, has granted, bargained, sold, assigned, transferred and set over, and by these presents does grant, bargain, sell, assign, transfer and set over, unto the assignee, those certain mortgages listed on Schedule "A" attached hereto and made a part hereof, made and executed to the assignor, together with the notes or obligations therein described, and the monies due, or to become due, thereon, with interest; which mortgages were recorded in the records or mortgages of the County of KLAMATH, State of Oregon, in the book, at the page and on the date set forth on said Schedule "A".

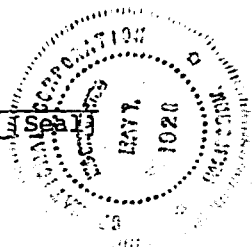
To have and to hold the same unto the assignee, its executors, administrators and assigns, for their use and benefit, subject only to the proviso in the said mortgage mentioned.

And the assignor does hereby covenant to and with the assignee, that assignor is the lawful owner and holder of the said note and mortgage, and that it has good right to sell, transfer and assign the same as aforesaid.

In Witness Whereof, the assignor has hereunto set its hand and seal the 23rd day of September, 1991.

CP NATIONAL CORPORATION

By Jerold K. Fetzer  
Its Secretary



Executed in the presence of:

Kevin C. Mahoney  
Valerie E. Lund

STATE OF CALIFORNIA )  
COUNTY OF CONTRA COSTA )

The foregoing instrument was acknowledged before me this 23 day of September, 1991, by Jerold K. Fetzer as Secretary of CP National Corporation.



Susan Kathryn Blair  
Notary Public for California

Commission Expires 11-11-93

65-11-11-12-13-14