

EXHIBIT "C"

K-52445

ASSIGNMENT OF RIGHT-OF-WAY AND EASEMENTS

KNOW ALL MEN BY THESE PRESENTS: that Northwest Pipeline Corporation (hereinafter "Northwest"), for and in consideration of Ten and No/100 Dollars and other valuable consideration paid by The Washington Water Power Company (hereinafter "WWP"), has granted, sold, transferred and assigned and by these presents does hereby grant, sell, transfer and assign unto WWP, its successors and assigns, all of Northwest's right, title and interest in and to those certain Right-Of-Way And Easements located in Klamath County, Oregon, as described in Exhibit "A", which is attached hereto and by this reference made a part hereof.

Northwest does hereby assign and transfer any and all other rights to the pipeline and facilities being transferred, which are not shown on the attached Exhibit "A" and may or may not be evidenced in writing or of record. Said pipeline and facilities are generally described in Exhibit "B", which is attached hereto and by this reference made a part hereof.

The said WWP agrees to be bound by all of the terms, conditions and covenants of the existing Right-Of-Way And Easements, thereby releasing Northwest from any damages or claims regarding said Easements.

Dated this 7th day of October, 1998.

Northwest Pipeline Corporation

By: Jan B. Camp
Attorney-in-Fact

The Washington Water Power Company

By: Donald J. Malloni
Supervisor, Real Estate Department

Return:
Washington Water Power
P.O. Box 3727
Spokane, Washington 99220-3727

Exhibit "A"
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37658

1. Right-Of-Way and Easement dated May 27, 1994, by and between Hong-Yee (Randy) Shih and Hsiu-Ling as Grantor and Northwest as Grantee, recorded June 28, 1994, in Volume 94, at Page 20002 of the records of Klamath County, State of Oregon:
2. Right-Of-Way and Easement dated July 20, 1961, by and between Isabel K. Hannon, Robert E. Hannon and Barbara P. Hannon, and William F. Hannon and Monica J. Hannon as Grantor and El Paso Natural Gas Company as Grantee, recorded September 14, 1961, in Volume 332, at Page 249 of the records of Klamath County, State of Oregon:
3. Right-Of-Way and Easement dated August 19, 1961, by and between John P. Hannon and Gertrude R. Hannon as Grantor and El Paso Natural Gas Company as Grantee, recorded September 25, 1961, in Volume 332, at Page 521 of the records of Klamath County, State of Oregon:
4. Right-Of-Way and Easement dated October 3, 1961, by and between Elmer Belcastro and Jennie F. Belcastro as Grantor and El Paso Natural Gas Company as Grantee, recorded October 11, 1961, in Volume 333, at Page 121 of the records of Klamath County, State of Oregon:
5. Right-Of-Way and Easement dated July 17, 1961, by and between C. A. Bush and Berta Mae Bush as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 208 of the records of Klamath County, State of Oregon:
6. Right-Of-Way and Easement dated July 11, 1961, by and between Nora D. Zweigart also known as Nora D. Fox as Grantor and El Paso Natural Gas Company as Grantee, recorded November 3, 1961, in Volume 333, at Page 423 of the records of Klamath County, State of Oregon:
7. Right-Of-Way and Easement dated July 18, 1961, by and between Ernest L. Wagner and Irene V. Wagner as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 214 of the records of Klamath County, State of Oregon:
8. Right-Of-Way and Easement dated July 13, 1961, by and between Lyle F. Gervais and Lena R. Gervais as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 202 of the records of Klamath County, State of Oregon:

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9. Right-Of-Way and Easement dated July 15, 1961, by and between W.E. Knapp and Corabelle Knapp, and Lyle F. Gervais and Lena R. Gervais as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 204 of the records of Klamath County, State of Oregon:
10. Right-Of-Way and Easement dated July 15, 1961, by and between W.E. Knapp and Corabelle Knapp, and Lyle F. Gervais and Lena R. Gervais as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 206 of the records of Klamath County, State of Oregon:
11. Right-Of-Way and Easement dated July 13, 1961, by and between Elbert H. Johnson and Alice Johnson as Grantor and El Paso Natural Gas Company as Grantee, recorded July 24, 1961, in Volume 331, at Page 212 of the records of Klamath County, State of Oregon:
12. Right-Of-Way and Easement dated July 13, 1961, by and between Elbert H. Johnson and Alice Johnson as Grantor and El Paso Natural Gas Company as Grantee, recorded July 13, 1961, in Volume 331, at Page 210 of the records of Klamath County, State of Oregon:
13. License For Construction And Operation Of A Natural Gas Pipe Line dated August 16, 1961, by and between Enterprise Irrigation District as Licensor and El Paso Natural Gas Company as Licensee, recorded September 18, 1961, in Volume 332, at Page 294 of the records of Klamath County, State of Oregon:
14. Agreement For Easement dated September 7, 1993, by and between Albertson Investments, Ltd. as Grantee and Northwest as Grantor, recorded October 12, 1993, in Volume 93, at Page 26506 of the records of Klamath County, State of Oregon:

EXHIBIT "B"
(PAGE 1 OF 1)

DESCRIPTION OF FACILITIES

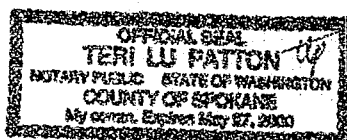
2.782 Miles of 8-5/8" O.D., 0.188" w.t. pipeline extending from the point of exit from Northwest's Klamath Falls Meter Station in the NE1/4 of Section 36, Township-38-South, Range-9-East, in Klamath County, Oregon. The lateral extends from this location, in a northwesterly and westerly direction across Sections 36, 35, and 34 to the terminus of this line at a point on the west boundary of Section 34, Township-38-South, Range-9-East, to the Northwest corner of Section 34.

37661

STATE OF WASHINGTON)
) SS
 COUNTY OF SPOKANE)

On this the 7th day of October, 1998, Donald J. Malisani, personally appeared before me and being duly sworn, did say that he is the Supervisor, Real Estate, of The Washington Water Power Company, and that the Agreement was signed on behalf of The Washington Water Power Company and said Donald J. Malisani acknowledged to me that he as such Supervisor, Real Estate, executed the same.

BEFORE ME:



Teri Lu Patton
 Notary Public in and for the
 State of Washington, residing at
Spokane County,

State of _____

Residing at _____

My commission expires: May 27, 2000

STATE OF WASHINGTON)
) SS
 COUNTY OF CLARK)

On this the 01 day of Oct, 1998, JAN B. CAMP, personally appeared before me and being duly sworn, did say that he is the Attorney-in-Fact of Northwest Pipeline Corporation, and that the Agreement was signed on behalf of Northwest Pipeline Corporation and said JAN B. CAMP acknowledged to me that he as such Attorney-in-Fact executed the same.

BEFORE ME:



Sheila K. Darnis
 Notary Public in and for the

Clark County,

State of WashingtonResiding at VancouverMy commission expires: June 01, 2001

STATE OF OREGON: COUNTY OF KLAMATH: SS.

Filed for record at request of First American Title the 14th day
 of October A.D. 19 98 at 11:08 o'clock A. M., and duly recorded in Vol. H98
 of Deeds on Page 37657

FEE \$30.00

By Kathleen Brown
 Bernethe G. Letsch, County Clerk