

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-3
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

The Washington Water Power Company
 (Exact name of Registrant as specified in its charter)

WASHINGTON
 (State or other jurisdiction of
 incorporation or organization)

91-0462470
 (I.R.S. Employer
 Identification No.)

1411 East Mission Avenue
 Spokane, Washington 99202-2600
 (509) 489-0500

(Address, including zip code, and telephone number,
 including area code, of Registrant's principal executive offices)

J.E. ELIASSEN, Vice President-Finance
 & Chief Financial Officer
 The Washington Water Power Company
 1411 East Mission Avenue
 Spokane, Washington 99202-2600
 (509) 489-0500

J. ANTHONY TERRELL
 Reid & Priest
 40 West 57th Street
 New York, New York 10019
 (212) 603-2000

(Names, addresses and telephone numbers of agents for service)

Approximate date of commencement of proposed sale to the public: May 16, 1994.

If the only securities being registered on this Form are being offered
 pursuant to dividend or interest reinvestment plans, please check the
 following box. / X /

If any of the securities being registered on this Form are to be offered on a
 delayed or continuous basis pursuant to Rule 415 under the Securities Act of
 1933, other than securities offered only in connection with dividend or
 interest reinvestment plans, check the following box. / /

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock (no par value).....	4,000,000 shares	\$15.75	\$63,000,000	\$21,724
Preferred Stock Purchase Rights.....	4,000,000 rights(2)			(3)

- (1) Estimated solely for the purpose of calculating the registration fee. The estimated offering price for the Common Stock is based on a sale price of May 11, 1994.
- (2) The Preferred Share Purchase rights ("Rights") are appurtenant to and will trade with the Common Stock. The value attributable to the Rights, if any, is reflected in the market price of the Common Stock.
- (3) Since no separate consideration is paid for the Rights, the registration fee for such securities is included in the fee for the Common Stock.

Pursuant to Rule 429, the prospectus filed as part of this Registration Statement will be used as a combined prospectus in connection with this Registration Statement and Registration Statement No. 33-40333.

THE WASHINGTON WATER POWER COMPANY
DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

Shares of Common Stock
(no par value)

Revised Effective May 16, 1994

The Dividend Reinvestment and Stock Purchase Plan (the "Plan") of The Washington Water Power Company (the "Company") provides holders of shares of its Common Stock with a simple and convenient method of purchasing additional shares of Common Stock. Any Registered Shareholder of Common Stock is eligible to participate in the Plan. The Plan provides that purchases of Common Stock may be made monthly. Purchases will be made either using original issue stock or on the open market, at the election of the Company. The price of shares purchased on the open market will include a brokerage commission.

Participants in the Plan may:

- have cash dividends on all their shares of Common Stock automatically reinvested or
- have their cash dividends reinvested and, in addition, may also make up to \$100,000 per calendar year in Optional Cash Payments or
- make only Optional Cash Payments up to \$100,000 per calendar year and receive cash dividends on their Certificate Shares held by them in certificate form or
- have certificates for shares of Common Stock held for Safekeeping and have cash dividends on shares so held reinvested.

Optional Cash Payments may be submitted at any time. Optional Cash Payments received by the Company from participants at least one day prior to an Investment Date will be invested during the Investment Period in which such Investment Date occurs. The Investment Date will normally be the 15th of each month.

Dividends on shares credited to a participant's reinvestment account must be automatically reinvested in shares of Common Stock.

Optional Cash Payments, notices of withdrawals or termination and all other written communications to the Company or the Agent with respect to the Plan should be sent to:

Corporate Secretary
The Washington Water Power Company
Attn: Shareholder Services Department
P.O. Box 3647
Spokane, Washington 99220-3647

PLEASE RETAIN THIS PROSPECTUS FOR FUTURE REFERENCE

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is May 16, 1994.

TABLE OF CONTENTS

Available Information	3
Incorporation of Certain Documents by Reference	3
The Company	3
Definitions	4
Question and Answer Summary of the Plan	5
The Plan	7
Purpose	7
Advantages	7
Administration	8
Participation	8
Costs	8
Investment Date and Investment Period	8
Optional Cash Payments	8
Purchases Under the Plan - General	9
Source of Shares	9
Purchase Price Under the Plan	9
Reports to Participants	10
Safekeeping	10
Sale of Reinvestment Shares - General	10
Certificates for Reinvestment Shares of Common Stock - Share Withdrawal	10
Cash for Reinvestment Shares of Common Stock - Cash Withdrawal	11
Termination of Account - General	11
Termination of Account - Stock (Stock Termination)	11
Termination of Account - Cash (Cash Termination)	11
Termination of Account - Stock and Cash (Combined Termination)	11
Disposition of All Shares Registered in Participant's Name	11
Rights Offering	11
Stock Dividend or Stock Split	12
Voting of Reinvestment Shares	12
Federal Income Tax Consequences of Participation in the Plan	12
Shareholders Subject to Withholding	13
Responsibility of the Company and the Agent Under the Plan	13
Modification or Discontinuance of the Plan	13
Interpretation and Regulation of the Plan	13
Description of Common Stock	13
Use of Proceeds	15
Validity of New Common Stock	15
Experts	16

AVAILABLE INFORMATION

The Washington Water Power Company (the "Company") is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Information, as of particular dates, concerning the Company's directors and officers, their remuneration, the principal holders of the Company's securities, and any material interest of such persons in transactions with the Company is disclosed in proxy statements distributed to shareholders of the Company and filed with the Commission. These reports, proxy statements and other information can be inspected and copied at the public reference facilities of the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Room 1024, Washington, DC; 7 World Trade Center, 13th Floor, New York, NY; and 500 West Madison Street, 14th Floor, Chicago, IL; and can be inspected at the office of the Commission at 915 Second Avenue, Seattle, WA; and copies of such material can be obtained from the Public Reference Section of the Commission, Washington, DC 20549 at prescribed rates. The Company's Common Stock is listed on the New York and Pacific Stock Exchanges, and reports, proxy statements and other information concerning the Company can be inspected at the offices of such Exchanges.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The Company hereby incorporates herein by reference, and as of any time hereafter prior to the termination of the offering made by this Prospectus the Company shall be deemed to have incorporated herein by reference, (1) the Company's latest Annual Report on Form 10-K (the "Annual Report") filed by the Company with the Commission pursuant to the Exchange Act, and (2) all other reports and documents filed by the Company with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of the Latest Annual Report, and all of such documents shall be deemed to be a part hereof from the respective dates of filing thereof. The documents incorporated herein by reference are sometimes hereinafter called the "Incorporated Documents". Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for all purposes to the extent that a statement in this Prospectus or in any subsequently filed Incorporated Document modifies or replaces such statement. The Incorporated Documents incorporated herein by reference as of the date of this Prospectus are the Annual Report on Form 10-K for the year ended December 31, 1993 and the Quarterly Report on Form 10-Q for the quarter ended March 31, 1994.

The Company hereby undertakes to provide without charge to each person, including each beneficial owner of Common Stock, to whom a copy of this Prospectus has been delivered, on the written or oral request of any such person, a copy of any or all of the Incorporated Documents, other than exhibits thereto (unless such exhibits are specifically incorporated by reference into such Incorporated Documents). Requests for such copies should be directed to Ronald R. Peterson, Treasurer, by mail at The Washington Water Power Company, P.O. Box 3727, Spokane, Washington 99220-3727, or by telephone at (509) 489-0500.

THE COMPANY

The Company is an investor-owned company primarily engaged as a combination electric and natural gas utility serving a 26,000-square-mile area known as the Inland Northwest in eastern Washington and northern Idaho with a population estimated to be in excess of 750,000. Also, WP Natural Gas, an operating division, provides natural gas service in northeast and southwest Oregon and the South Lake Tahoe region in California with a population estimated to be in excess of 450,000. The Company's utility operations include the generation, purchase, transmission, distribution and sale of electric energy on both a retail and wholesale basis plus the purchase, transportation, distribution and sale of natural gas.

In addition to its utility operations, the Company owns Pentzer Corporation, parent company to the majority of the Company's non-utility businesses. Pentzer's portfolio of investments includes companies involved in advertising display manufacturing, bindery services, electronic technology, energy services, financial services, real estate development and telecommunications. Pentzer's business strategy is to acquire controlling interests in a broad range of middle market companies, to help these companies grow through internal development and strategic acquisitions, and to sell the portfolio investments either to the public or to strategic buyers when it becomes most advantageous in meeting Pentzer's return on invested capital objectives.

The Company was incorporated in 1889 under the laws of the State of Washington and has its principal offices at 1411 East Mission Avenue, Spokane, Washington 99202. Its telephone number is (509) 489-0500 or 1-800-727-9170.

DEFINITIONS

When the following terms are used in the Plan, they will have the meanings indicated.

TERM - - - - -	MEANING - - - - -
Agent	-- The Washington Water Power Company when acting in its capacity as administrator of the Plan, or an Agent duly appointed by The Washington Water Power Company to act as administrator of the Plan.
Authorization Form	-- Form to be used to enroll in the Plan directing the Company as Agent to purchase additional shares of Common Stock for the participant's account through the following investment options: Dividend Reinvestment-Reinvest dividends on all shares of Common Stock held by a participant in shares of Common Stock of the Company. Optional Cash Payments may also be invested under this option. Optional Cash Payments Only-Investment of only Optional Cash Payments in additional shares of Common Stock of the Company. In each case, cash dividends on shares of Common Stock credited to the participant's reinvestment account must be automatically reinvested in additional shares of Common Stock of the Company.
Broker	-- A securities broker-dealer, selected by the Company, registered under the Securities Exchange Act of 1934, acting as an independent agent in the purchase and sale of Common Stock under the Plan.
Certificate Shares	-- Certificates for shares held by you or your broker registered in your name.
Commission	-- Securities and Exchange Commission.
Common Stock	-- Common Stock of The Washington Water Power Company.
Company	-- The Washington Water Power Company. The Company, in its capacity as Agent for the participants, is referred to herein as the "Agent."
Composite Tape	-- The record of composite quotations reported by The Wall Street Journal.
Dividend Payment Date	-- The date fixed by the Company's Board of Directors on which declared Common Stock dividends are payable. These dates are normally the 15th day of March, June, September and December.
Ex-dividend Date	-- Fourth business day prior to the Record Date.
Investment Date	-- The 15th day of every month or, if no trading of the Company's Common Stock occurs on such date, the last preceding date on which trading occurred.
Investment Period	-- The 30-day period (beginning five business days prior to each Investment Date) during which dividends and/or Optional Cash Payments are invested in Common Stock of the Company.
Optional Cash Payments	-- Cash payments, up to \$100,000 per calendar year, made to purchase additional shares of Common Stock under the Plan.
Plan	-- The Washington Water Power Company Dividend Reinvestment and Stock Purchase Plan.
Record Date	-- Closing date fixed by the Company's Board of Directors to establish shareholders of record for payment of dividends, voting privileges and other matters. The Record Dates for the payment of dividends are approximately the 20th day of February,

May, August and November.

- Registered Shareholder -- Holder of Common Stock recorded as such on the Company's books.
- Reinvestment Shares -- Shares held in the shareholder's reinvestment account. These may include any shares purchased under the Plan and/or Certificate Shares previously held by the shareholder which are now being held by the Agent for Safekeeping in the shareholder's reinvestment account.
- Safekeeping -- An arrangement by which participants may deposit their Common Stock shares held in certificate form with the Company/Agent. The certificates presented are cancelled and those shares are then credited to the participant's reinvestment account and held in the name of the Agent.

QUESTION AND ANSWER SUMMARY OF THE PLAN

(THIS QUESTION AND ANSWER SUMMARY OF THE PLAN DOES NOT PURPORT TO BE COMPLETE. FOR FURTHER INFORMATION, PLEASE REFER TO THE OTHER PORTIONS OF THE PLAN SET FORTH HEREIN.)

- Q: 1. How do I enroll in the Plan or change my method of participation in the Plan?
 A: By use of the Authorization Form submitted to shareholders with the Prospectus or by advising the Company's Shareholder Services Department in writing of your desire to do so.
- Q: 2. What amount of Optional Cash Payments is allowed?
 A: Any amount up to a maximum of \$100,000 per calendar year. No minimum amount is required.
- Q: 3. How do I make Optional Cash Payments?
 A: By submitting your check or money order, payable to "WWP - Dividend Reinvestment" with your Authorization Form or with the top portion of your reinvestment statement of account.
- Q: 4. When can Optional Cash Payments be made?
 A: Optional Cash Payments may be submitted at any time. Optional Cash Payments received by the Company from participants at least one day prior to an Investment Date will be invested during the Investment Period in which such Investment Date occurs. See "Purchases Under the Plan - General."
- Q: 5. When are the Investment Dates?
 A: Normally the 15th of each month, or the last preceding date on which trading of the Company's Common Stock occurred if the 15th is a Saturday, Sunday, national holiday, or if no trading occurs on the 15th.
- Q: 6. At what price are shares purchased for my account?
 A: See "Purchase Price Under the Plan."
- Q: 7. How will Reinvestment Shares be held for my account?
 A: Reinvestment Shares credited to your reinvestment account will be issued to the Agent and held by the Agent until written notification is received from you regarding your desire to receive a certificate and/or cash for Reinvestment Shares held in your reinvestment account. Dividends on Reinvestment Shares held by the Agent must be automatically reinvested.
- Q: 8. What options are available to me when terminating my account or when making withdrawals from my account?
 A: Options for terminating your account:
- a. Closing your account and receiving a certificate for your whole Reinvestment Shares and a check for any fractional Reinvestment Share. See "Termination of Account - Stock (Stock Termination)."
 - b. Closing your account and receiving a check for your Reinvestment Shares. See "Termination of Account - Cash (Cash Termination)."
 - c. Closing your account and receiving a certificate for a portion of your whole Reinvestment Shares and a check for the balance of your whole and fractional Reinvestment Shares. See "Termination of Account - Stock and Cash (Combined Termination)."
- Options available for making withdrawals while still remaining in the Plan:
- a. Receiving a certificate for a portion of your whole Reinvestment Shares yet remaining in the Plan. See "Certificates for Reinvestment Shares of Common Stock - Share Withdrawal."
 - b. Receiving a check for a portion of your whole Reinvestment Shares yet remaining in the Plan. You must specify the NUMBER OF REINVESTMENT SHARES, not dollars, when using this option. See "Cash for Reinvestment Shares of Common Stock - Cash Withdrawal."

To avail yourself of any of the options described above, complete the appropriate space on the reverse side of the top portion of your reinvestment statement of account or submit a written request to the Company. It generally takes approximately 10 to 15 days to complete any of the transactions. However, requests for Stock Terminations received AFTER a Record Date will NOT be processed until after the related Dividend Payment Date. Also, requests for Combined Terminations, Cash Terminations and Cash Withdrawals received ON OR AFTER an Ex-dividend Date will not be processed until after the

related Dividend Payment Date. THESE REQUESTS WILL BE PROCESSED AS PROMPTLY AS POSSIBLE AFTER THAT DIVIDEND PAYMENT DATE. Requests for Share Withdrawals can be processed at any time and will be processed as promptly as possible after receipt of the request.

- Q: 9. Can I make a cash payment to reach a goal of a certain number of whole Reinvestment Shares?
- A: Yes, but since your cash payment must be in the Company's hands at least one day prior to the Investment Date, you would only be able to approximate the cash payment that you should make in order to reach your goal. After taking into consideration the approximate number of Reinvestment Shares which may be purchased with any dividend that is to be reinvested, you can estimate the cash payment required to purchase a certain number of Reinvestment Shares by using the current market price of the Company's Common Stock. You must also take into account that you will pay a brokerage commission when shares are being purchased on the open market. A request for a certificate for a specific number of Reinvestment Shares should be made AFTER you receive the reinvestment statement of account which reflects that you have either reached or exceeded your goal.
- Q: 10. If I elect to receive cash, what amount will I receive for my Reinvestment Shares?
- A: The amount cannot be determined until the Reinvestment Shares are sold. Your Reinvestment Shares will be sold by the Agent through the Broker as promptly as practicable, and you will receive the proceeds of the sale less any brokerage commission.
- Q: 11. Can the Agent sell shares for which I have certificates, as well as Reinvestment Shares held in my account?
- A: No, the Agent is only allowed to sell Reinvestment Shares.
- Q: 12. Do I have to pay tax on the dividends which are reinvested?
- A: Reinvested dividends are currently fully taxable. In the event it is determined that any portion of the dividend is estimated to be a non-taxable return of capital, shareholders would receive such information on the Form 1099-DIV in January of each year.
- Q: 13. Can I receive a cash dividend on a portion of the shares for which I have certificates and reinvest the dividend on the remainder of those Certificate Shares?
- A: The Plan does not provide for partial reinvestment in such a manner. However, you may contact the Company's Shareholder Services Department if you wish to transfer a portion of the shares for which you have certificates to a second account so that you could receive a cash dividend on those Certificate Shares. In addition, a shareholder may also "partially reinvest dividends" by receiving cash dividends on the portion of Certificate Shares retained in his/her name, and reinvest the dividends on any shares which he/she has deposited for Safekeeping.
- Q: 14. Can I get cash dividends on Reinvestment Shares?
- A: Dividends on Reinvestment Shares held by the Agent in its name for your reinvestment account must be automatically reinvested. If you wish to receive cash dividends on any or all whole Reinvestment Shares (instead of having them reinvested), you must first withdraw the Reinvestment Shares from your reinvestment account. (See "Certificates for Reinvestment Shares of Common Stock - Share Withdrawal.") You must also be enrolled in the Optional Cash Payments Only feature of the Plan, which allows you to receive cash dividends on any Certificate Shares you may hold.
- Q: 15. If I submit an Optional Cash Payment, how soon will my account be credited with a dividend on the Reinvestment Shares purchased with my cash payment?
- A: The Record Dates for the payment of dividends are approximately the 20th of February, May, August and November. The Dividend Payment Dates are normally the 15th of March, June, September and December. Therefore, holders of Reinvestment Shares purchased with Optional Cash Payments as of December 15, January 15 and February 15 would ordinarily be entitled to dividends on March 15; holders of Reinvestment Shares purchased with Optional Cash Payments as of March 15, April 15 and May 15 would ordinarily be entitled to dividends on June 15; and so on.
- Q: 16. Can I forward the Certificate Shares I hold to the Company for Safekeeping?
- A: Yes, you may elect to have the Company hold shares for any stock certificates now held by you. The stock certificates in your name would be cancelled, and the shares for such certificates would be credited to your reinvestment account and held by the Agent. The dividends on any shares held in this manner must be reinvested. Please note that it is the responsibility of the participant to retain his/her records relative to the cost of any Certificate Shares deposited for Safekeeping. See "Safekeeping" for additional information, or contact the Shareholder Services Department for

specific instructions.

Q: 17. Can beneficial owners of the Company's Common Stock, whose shares are registered in names other than their own, participate in the Plan?

A: Yes, beneficial owners may participate directly by having some or all of their shares transferred into their names. Or, they may participate indirectly by requesting their record holders (such as their

broker or bank nominee) to participate on their behalf. Such indirect participation must be through the registered holder of the shares.

Q: 18. When can I expect to receive my reinvestment statements of account?

A: Generally, no later than ten to fifteen days after the end of an Investment Period in which a transaction occurred. For example, the Investment Period for a June 15 Investment Date would end no later than July 7. You could expect to receive your reinvestment statement on or about July 17.

Q: 19. What happens when a participant sells or transfers all of the Certificate Shares registered in his/her name?

A: If a participant sells all Certificate Shares of stock registered in his/her name, the Agent will, unless otherwise instructed by the participant, continue to reinvest the dividends on the Reinvestment Shares credited to his/her account under the Plan as long as there is a balance.

If a participant transfers all Certificate Shares of stock registered in his/her name into a new shareholder registration, the Agent will not automatically transfer the reinvestment share balance to the new account. The participant must contact the Agent to request the transfer of Reinvestment Shares.

Q: 20. Can I transfer my shares to someone else?

A: Yes, Reinvestment Shares may be transferred to names other than the account name. Appropriate documentation with guaranteed signature(s) would be required. Please contact the Shareholder Services Department for specific instructions.

Q: 21. What information will I receive that I need to retain to allow me to determine the cost basis of shares acquired through the Plan?

A: It is important that you retain each year's December reinvestment statement of account as well as the last reinvestment statement you receive from the Company when your reinvestment account is terminated.

It is also critical that you retain all information relative to the cost of Common Stock Certificate Shares previously held by you which have been credited to your reinvestment account for Safekeeping by the Agent.

THE PLAN

PURPOSE

The purpose of the Plan is to provide Registered Shareholders of the Company's Common Stock with a simple and convenient method of investing cash dividends and/or Optional Cash Payments in additional shares of Common Stock of the Company at regular intervals, and with a method of selling those shares of Common Stock held by the Agent for the participants. Purchases will be made either using original issue stock or on the open market, at the election of the Company. The price of shares purchased on the open market will include a brokerage commission. No commission will be paid on any original issue shares which might be purchased directly from the Company under the Plan. Should it be necessary to utilize both open market and original issue shares for any particular Investment Period, the brokerage commission applicable to the open market shares will be included in the average price per share of all shares purchased.

ADVANTAGES

Participants in the Plan may (a) have cash dividends on all the shares of Common Stock registered in their names automatically reinvested or (b) have their cash dividends reinvested and, in addition, may also make up to \$100,000 per calendar year in Optional Cash Payments or (c) make only Optional Cash Payments up to \$100,000 per calendar year and continue to receive cash dividends on their Certificate Shares. Dividends on Reinvestment Shares must be automatically reinvested.

Full investment of funds is possible under the Plan because the Plan permits fractions of shares, as well as whole shares, to be credited to participants reinvestment accounts. In addition, dividends in respect of such fractions, as well as whole shares, will be credited to participants' reinvestment accounts. Participants can avoid the cumbersome safekeeping of certificates for Reinvestment Shares credited to their reinvestment accounts and may also elect to deposit Certificate Shares of the Company's Common Stock now held in their name into their reinvestment account for Safekeeping. The deposit of such shares protects participants against loss, theft, or

destruction of stock certificates. Certificates so deposited will be held in the name of the Agent. The dividends on all Reinvestment Shares held by the Agent must be automatically reinvested. Regular

quarterly statements of account will be provided to all participants in the Plan. In addition, statements of account will be provided for months in which transactions affecting a participant's reinvestment account take place.

Under the Plan, purchases and sales of the Company's Common Stock on the open market for each participant will be aggregated for the purpose of making stock transactions in large volume. Thus, brokerage commissions are expected to be significantly less than participants would ordinarily pay if they purchased or sold the shares individually. Any such savings are therefore shared by all participants. The amount of the brokerage commission may be negotiated with the Broker from time to time. No other administrative fee or service charge will be paid by participants in connection with purchases or sales made on the open market.

ADMINISTRATION

The Company is the Agent for participants in the Plan and will administer the Plan, keep records, send statements of account and perform for the participants other duties relating to the Plan. Common Stock purchased under the Plan, as well as Certificate Shares placed with the Agent for Safekeeping, will be registered in the name of the Agent as Agent for the participants in the Plan.

PARTICIPATION

All Registered Shareholders of the Company's Common Stock are eligible to participate in the Plan. Beneficial owners of the Company's Common Stock whose shares are registered in names other than their own may participate directly by having some or all of their shares transferred into their names, or they may participate indirectly by requesting their record holders (such as a broker or bank nominee) to participate on their behalf. Such indirect participation must be through the registered holder of the shares.

A Registered Shareholder of the Company's Common Stock may enroll in the Plan by signing an Authorization Form and returning it in the envelope provided. An Authorization Form may be obtained at any time upon request to the Shareholder Services Department of the Company at P.O. Box 3647, Spokane, Washington 99220-3647, or by telephoning the Shareholder Services Department at (509) 489-0500 or 1-800-727-9170.

A participant may change the method of participation in the Plan by completing a new Authorization Form to indicate the manner of future participation and sending it to the Agent. Authorization Forms may be obtained by writing the Company at the address given in the preceding paragraph.

A Registered Shareholder of Common Stock may enroll in the Plan at any time. With respect to Optional Cash Payments, if the Authorization Form and Optional Cash Payment are received at least one day prior to an Investment Date, participation in the Plan will begin with that Investment Date. With respect to reinvestment of dividends, if the Authorization Form is received by the Company on or before a Record Date, participation in the Plan will begin with the next following Dividend Payment Date.

COSTS

Brokerage commissions are paid by participants in connection with purchases and sales of Reinvestment Shares made on the open market under the Plan. All other costs of administration of the Plan are to be paid by the Company.

INVESTMENT DATE AND INVESTMENT PERIOD

The Investment Date will normally be the 15th of every month or, if no trading of the Company's Common Stock occurs on such date, the last preceding date on which trading occurred.

The Investment Period for investing dividends and/or Optional Cash Payments in Common Stock of the Company will be the 30-day period beginning five business days prior to the Investment Date.

OPTIONAL CASH PAYMENTS

In addition to the investment of quarterly dividends, a participant in the Plan may also make up to \$100,000 per calendar year in Optional Cash Payments. There is no minimum amount required. Shares will be purchased monthly during the Investment Period. The same amount of money need not be sent each time an Optional Cash Payment is made. There is no obligation to make Optional Cash Payments.

An Optional Cash Payment may be made by a participant when joining the Plan by enclosing the payment with the Authorization Form. Thereafter,

Optional Cash Payments should be accompanied by the top portion of the statement of account provided to the participant. Optional Cash Payments should be made by check or money order payable to "WHP - Dividend Reinvestment."

Optional Cash Payments received by the Company from participants at least one day prior to an Investment Date will be invested in Common Stock during the Investment Period in which such investment date occurs. Optional Cash Payments received after the time specified above will be held and invested in Common Stock during the next Investment Period. No interest will be paid on Optional Cash Payments held by the Company.

Any Optional Cash Payment will be refunded if a written request for such refund is received by the Company more than forty-eight (48) hours prior to an Investment Date.

Any participant who elects to make Optional Cash Payments only and who does not make at least one cash payment within the same quarter in which enrolled will automatically be dropped from the Plan. A Registered Shareholder may re-enroll in the Plan at any time.

Cash payments will not be accepted by the Company if a participant imposes any restrictions with respect to the number of shares to be purchased, the price at which shares are to be purchased, the timing of the purchase, or what the participant's balance will be following a purchase. In addition, the Company cannot purchase shares for a participant without advance payment, nor can it refund any part of a participant's cash payment after shares are purchased. It is not possible for the Company to tell a participant in advance how much money to send for the purchase of a full or fractional share because the price per share will not be known at the time an Optional Cash Payment is made.

PURCHASES UNDER THE PLAN - GENERAL

On each Dividend Payment Date, the Company will pay to the Agent any cash dividends on the Certificate Shares of Common Stock registered in each participant's name as well as on Reinvestment Shares of Common Stock credited to the participant's reinvestment account. The Agent will promptly apply such dividends and any Optional Cash Payments received from such participant at least one day prior to such Dividend Payment Date to the purchase of additional shares of Common Stock for the reinvestment account of such participant, by one or both of the methods described below. On each Investment Date which is not also a Dividend Payment Date, the Company will pay to the Agent any Optional Cash Payments received from such participant at least one day prior to such Investment Date. The Agent will promptly apply such Optional Cash Payments to the purchase of additional shares of Common Stock for the reinvestment account of such participant, by one or both of the methods described below. See "Source of Shares."

Each participant's reinvestment account will be credited with that number of shares, including fractional share (computed to four decimal places), as of the last day of an Investment Period, or as of such earlier date on which all purchases for an Investment Period are completed, at a price per share equal to the total amount invested for the participant's reinvestment account divided by the average price (including brokerage commissions, if applicable) for all purchases for all participants during an Investment Period.

Purchases will be made either using original issue stock or on the open market, at the election of the Company. The price of shares purchased on the open market will include a brokerage commission.

Dividends, as and when declared by the Board of Directors of the Company, will be paid on shares purchased on the open market or purchased directly from the Company on subsequent Dividend Payment Dates.

SOURCE OF SHARES

OPEN MARKET PURCHASES

Shares purchased under the Plan on the open market will be purchased by the Broker. Subject to certain limitations, the Broker has full discretion as to all matters relating to open market purchases, including determination of the number of shares, if any, to be purchased on any day or at any time of day, the price paid for such shares, the markets on which such shares are purchased (including on any securities exchange, on the over-the-counter market or in negotiated transactions) and the persons (including other brokers and dealers) from or through whom such purchases are made.

PURCHASES DIRECTLY FROM THE COMPANY

Shares purchased directly from the Company will be original issue stock.

PURCHASE PRICE UNDER THE PLAN

PRICE OF COMMON STOCK PURCHASED ON THE OPEN MARKET

The price of the Common Stock purchased on the open market with reinvested dividends and/or with Optional Cash Payments will be the average cost of such shares, including brokerage commissions, incurred in connection with the purchase of such shares during an Investment Period. The price per share will be

determined by dividing the total cost (including all brokerage commissions) of all shares purchased with Optional Cash Payments and/or reinvested dividends during an Investment Period by the total number of shares purchased during such Investment Period.

PRICE OF COMMON STOCK PURCHASED DIRECTLY FROM THE COMPANY

The price of the Common Stock purchased directly from the Company with reinvested dividends or with Optional Cash Payments will be the average of the high and low sale prices of the Common Stock as reported on the Composite Tape for the applicable Investment Date.

Should it be necessary to utilize both open market and original issue shares for any particular Investment Period, the brokerage commission applicable to the open market shares will be included in the average price per share of all shares purchased.

REPORTS TO PARTICIPANTS

Each participant in the Plan will receive from the Company a quarterly statement of account. In addition, statements will be provided for months in which transactions affecting a participant's reinvestment account take place. Statements will be provided as soon as practicable after an Investment Period. These statements are a participant's continuing record of the cost of purchases and should be retained for income tax purposes. In addition, each participant will receive copies of the same communications sent to each other holder of Common Stock, including the Company's Quarterly Report to Shareholders, the Annual Report to Shareholders, the Notice of Annual Meeting and Proxy Statement and Internal Revenue Service information for reporting dividends paid. Each participant will receive notice relating to any modification made to the Plan.

SAFEKEEPING

A participant may elect to deposit Certificate Shares of the Company's Common Stock now held in his/her name into his/her reinvestment account for Safekeeping. Certificate Shares so deposited will be held in the name of the Agent. The dividends on all shares held by the Agent will be automatically reinvested.

Certificates for Safekeeping should be sent with a completed Safekeeping Authorization Form by registered mail to The Washington Water Power Company, Shareholder Services Department, P.O. Box 3647, Spokane, Washington 99220-3647. The certificate(s) should not be endorsed.

It is suggested that participants use registered mail when sending stock certificate(s) declaring a value equal to 2% of the market value of the shares on the date of mailing. This amount would be the approximate cost of replacing the certificate(s) should they be lost in the mail.

It is the responsibility of the participant to retain his/her records relative to the cost of any Certificate Shares deposited for Safekeeping as, in most cases, the Company/Agent would have no knowledge of the purchase price of such Certificate Shares.

SALE OF REINVESTMENT SHARES - GENERAL

SELLING PARTICIPANTS SHOULD BE AWARE THAT THE COMMON STOCK PRICE MAY FALL DURING THE PERIOD BETWEEN A REQUEST FOR SALE, ITS RECEIPT BY THE COMPANY, AND THE ULTIMATE SALE ON THE OPEN MARKET BY THE BROKER. THIS RISK SHOULD BE EVALUATED BY THE PARTICIPANT AND IS A RISK TO BE BORNE SOLELY BY THE PARTICIPANT.

CERTIFICATES FOR REINVESTMENT SHARES OF COMMON STOCK - SHARE WITHDRAWAL

Certificates for Reinvestment Shares of Common Stock credited to a participant's reinvestment account under the Plan will be issued to the Agent or its nominee as Agent for the participant. The number of Reinvestment Shares credited to a reinvestment account will be shown on the participant's statement of account. This convenience protects against loss, theft or destruction of stock certificates, permits ownership of a fractional share and reduces the cost to be borne by the Company.

Certificates for any number of whole Reinvestment Shares credited to a reinvestment account will be issued upon the written request of a participant intending to remain in the Plan, and the Reinvestment Shares represented by such certificates will be deducted from the participant's reinvestment account. Any remaining whole Reinvestment Shares and any fraction of a share will continue to be credited to the participant's reinvestment account. Certificates for fractional shares will not be issued under any circumstances.

Reinvestment Shares may not be pledged. A participant who wishes to

pledge such Reinvestment Shares must request that certificates for such Reinvestment Shares be issued in the participant's name.

CASH FOR REINVESTMENT SHARES OF COMMON STOCK - CASH WITHDRAWAL

A participant intending to remain in the Plan may request that a portion of the whole Reinvestment Shares credited to the participant's reinvestment account be sold. A participant must specify the number of Reinvestment Shares which are to be sold. The Reinvestment Shares sold will be deducted from the participant's reinvestment account, and any remaining whole Reinvestment Shares and any fraction of a share will continue to be credited to the participant's reinvestment account. The participant will receive a check for the proceeds of the sale less brokerage commission. See "Sale of Reinvestment Shares - General."

A request for a Cash Withdrawal received on or after an Ex-dividend Date will not be processed until after the related Dividend Payment Date. Such request, however, will be processed as promptly as possible after that Dividend Payment Date.

TERMINATION OF ACCOUNT - GENERAL

Any Optional Cash Payment sent to the Company prior to a request to terminate will be invested by the Company unless return of the amount is specifically indicated in the request to terminate. After termination of the reinvestment account, all subsequent dividends will be paid by check to the former participant unless re-enrolled in the Plan. See Stock Termination, Cash Termination, and Combined Termination below for specific details.

TERMINATION OF ACCOUNT - STOCK (STOCK TERMINATION)

When a participant closes the account or upon discontinuation of the Plan by the Company, certificates for whole Reinvestment Shares credited to a participant's reinvestment account will be issued and a check will be issued for any fractional share. Such payment for the fractional share will be based on the last sale price of the Common Stock as reported on the Composite Tape for the day on which the termination request is received by the Company.

A request for a Stock Termination received after a Record Date will not be processed until after the related Dividend Payment Date. Such request, however, will be processed as promptly as possible after that Dividend Payment Date.

TERMINATION OF ACCOUNT - CASH (CASH TERMINATION)

In lieu of receiving certificates for whole Reinvestment Shares, the participant may, upon terminating the reinvestment account, request that all of the Reinvestment Shares, both whole and fractional, credited to the reinvestment account be sold. The participant will receive a check for the proceeds of the sale less brokerage commission. See "Sale of Reinvestment Shares - General."

A request for a Cash Termination received on or after an Ex-dividend Date will not be processed until after the related Dividend Payment Date. Such request, however, will be processed as promptly as possible after that Dividend Payment Date.

TERMINATION OF ACCOUNT - STOCK AND CASH (COMBINED TERMINATION)

A participant may, upon terminating the reinvestment account, request that a certificate be issued for a portion of the whole Reinvestment Shares credited to the reinvestment account and that the balance of the whole and fractional shares credited to the reinvestment account be sold. The participant will receive a certificate for the whole Reinvestment Shares specified and will also receive a check for the proceeds of the sale of the remaining Reinvestment Shares less brokerage commission. See "Sale of Reinvestment Shares - General."

A request for a Combined Termination received on or after an Ex-dividend Date will not be processed until after the related Dividend Payment Date. Such request, however, will be processed as promptly as possible after that Dividend Payment Date.

DISPOSITION OF ALL SHARES REGISTERED IN PARTICIPANT'S NAME

If a participant disposes of all Certificate Shares of Common Stock registered in the participant's name, the Company will continue to reinvest the dividends on the Reinvestment Shares credited to the participant's reinvestment account until notified in writing by such participant that the participant wishes to terminate the reinvestment account.

RIGHTS OFFERING

A rights offering takes place when the Company issues to the existing

shareholders the right to purchase additional shares of Common Stock of the Company in proportion to the shares they already own. In a rights offering by the Company, rights on all Reinvestment Shares will be issued to the Agent or its nominee. The

Company as Agent will sell such rights, credit each participant's reinvestment account in proportion to the whole and fractional shares held therein on the Record Date for such rights, and apply the proceeds to the purchase of additional shares of Common Stock of the Company. Any participant who wishes to exercise, transfer or sell stock purchase rights on the participant's Reinvestment Shares must request, prior to the Record Date for the issuance of any such rights, that the whole Reinvestment Shares credited to the participant's reinvestment account be withdrawn from the reinvestment account and registered in the participant's name. See "Certificates for Reinvestment Shares of Common Stock - Share Withdrawal."

Rights on Certificate Shares registered in the name of the participant will be mailed directly to the participant in the same manner as to shareholders not participating in the Plan.

STOCK DIVIDEND OR STOCK SPLIT

Any stock dividends or split shares distributed by the Company on Reinvestment Shares credited to the reinvestment account of a participant will be added to the participant's reinvestment account. Stock dividends or split shares distributed on Certificate Shares registered in the name of the participant will be mailed directly to the participant in the same manner as to shareholders who are not participants in the Plan.

VOTING OF REINVESTMENT SHARES

Each participant in the Plan will receive a Notice of Annual Meeting, a Proxy Statement, a proxy card and the Company's Annual Report to Shareholders. The proxy card will include Reinvestment Shares held in the participant's reinvestment account as well as any shares for which a participant has certificates. The proxy card may be completed, signed and forwarded to the Company in the return envelope provided for such purpose. If the returned proxy card is properly signed and marked for voting, all the shares covered by such proxy will be voted as marked. If no instructions are received on a returned proxy card, properly signed, with respect to any item thereon, all of the participant's shares will be voted with respect to such item(s) in accordance with the recommendations of the Company's management.

FEDERAL INCOME TAX CONSEQUENCES OF PARTICIPATION IN THE PLAN

The following is a summary of Federal income tax consequences of participating in the Plan. The tax consequences to a particular investor may vary on account of the particular circumstances. A participant should consult his or her tax advisor as to the income tax consequences based upon his or her particular circumstances and as to the consequences under state and local law.

In general, a participant will be treated as having received dividends reinvested under the Plan and such dividends shall be fully taxable currently. While the specific tax rules vary slightly depending upon whether dividends are used to purchase shares on the open market or to purchase shares directly from the Company, in general, a participant will be treated as receiving an amount of taxable income equal to the amount of dividends to which he or she was entitled. A participant who purchases shares with Optional Cash Payments will recognize no taxable income upon such purchases.

In general, the tax basis of shares purchased with reinvested dividends and/or with optional cash payments, will be the applicable price determined in the above section entitled "Purchase Price Under the Plan." The holding period for full or fractional shares purchased for a participant will commence no later than the date following the day on which the shares are credited to the participant's account.

All distributions will be treated as dividends and will be taxable as ordinary income to the extent of the Company's earnings and profits. Form 1099-Div sent to each participant annually will indicate the total amount of dividends paid to the participant.

A participant does not realize any taxable income when such participant receives certificates for Reinvestment Shares credited to a reinvestment account, either upon such participant's request, or upon termination of the investment account, or upon discontinuation of the Plan by the Company. However, gain or loss will be realized by the participant when whole shares are sold by the Plan pursuant to such participant's request. In addition, a participant who receives a cash payment for a fraction of a share credited to a reinvestment account will realize a gain or loss with respect to such fraction. The amount of any such gain or loss would be the difference between the amount which the participant receives for such participant's shares or fraction of a share and his tax basis therefor.

Temporary "Backup Withholding" regulations have been promulgated by the Internal Revenue Service. Under these regulations, dividends which are

reinvested pursuant to the Plan may be subject to the withhold-

ing tax generally applicable to dividends unless the participant provides the Company with the participant's taxpayer identification number. Any amount so withheld will be treated as a taxable dividend received by the participant under the foregoing rules and will be reflected on such participant's Form 1099-Div together with other dividends actually received by such participant.

For other tax consequences of participation in the Plan, including state and local income taxation, participants should consult their tax advisor. The above Federal Income Tax discussion is based on Federal income tax law as in effect as of the date hereof. Participants should consult their tax advisors with respect to the impact of any future legislative proposals or legislation enacted after the date of this Prospectus.

SHAREHOLDERS SUBJECT TO WITHHOLDING

In the case of foreign shareholders who elect to have their dividends reinvested and whose dividends are subject to United States income tax withholding, or in the case of domestic shareholders whose dividends are subject to backup withholding, the Agent will invest in Common Stock an amount equal to the net dividends of such participants, after deduction of the withholding amount. The amount so withheld will be reflected on a Form 1099-DIV in January as tax withheld.

RESPONSIBILITY OF THE COMPANY AND THE AGENT UNDER THE PLAN

Neither the Company, the Company as Agent, nor the Broker will be liable for any act done in good faith or for any good faith omission to act, including, without limitation, any claim of liability arising out of failure to terminate a participant's account upon such participant's death prior to receipt of notice in writing of such death or with respect to any fluctuation in market value before or after any purchase or sale of Reinvestment Shares.

The participant should recognize that neither the Company, the Company as Agent, nor the Broker can assure the participant of a profit or protect the participant against a loss on shares purchased or sold under the Plan.

MODIFICATION OR DISCONTINUANCE OF THE PLAN

The Company reserves the right to suspend, modify or discontinue the Plan at any time by action of its Board of Directors. Notice of any such suspension, modification or discontinuance will be given to all participants.

Upon discontinuance of the Plan by the Company, certificates for whole Reinvestment Shares held in a participant's account under the Plan will be issued and a cash payment will be made for any fractional share.

INTERPRETATION AND REGULATION OF THE PLAN

The Company reserves the right to interpret and regulate the Plan as it deems necessary or desirable in connection with its operation.

DESCRIPTION OF COMMON STOCK

The authorized capital stock of the Company consists of 10,000,000 shares of Preferred Stock, cumulative, without nominal or par value, which is issuable in series, and 200,000,000 shares of Common Stock without nominal or par value. Following is a brief description of certain of the rights and privileges attaching to the Common Stock of the Company. For a complete description, reference is made to the Company's Restated Articles of Incorporation, as amended (the "Articles"), and to the laws of the State of Washington. The following summary, which does not purport to be complete, is qualified in its entirety by such reference.

DIVIDEND RIGHTS

After full provision for all Preferred Stock dividends declared or in arrears, the holders of Common Stock of the Company are entitled to receive such dividends as may be lawfully declared from time to time by the Board of Directors of the Company.

VOTING RIGHTS

The holders of the Common Stock have sole voting power, except as indicated below or as otherwise provided by law, and each holder of Common Stock is entitled to vote cumulatively for the election of directors. If dividends payable on any shares of Preferred Stock shall be in arrears in an amount equal to the aggregate amount of dividends accumulated on such shares of Preferred Stock over the eighteen (18) month period ended on such date, the holders of such stock become entitled, as one class, to elect a majority of the Board of

Directors, which right does not cease until all defaults in the payment of dividends on the Preferred Stock shall have been cured. In addition, the consent of various proportions of the Preferred Stock at the time outstanding is required to adopt any amendment to the Articles which would authorize any new class of stock ranking prior to or on a parity with the Preferred Stock as to certain matters, to increase the authorized number of shares of the Preferred Stock or to change any of the rights or preferences of outstanding Preferred Stock.

CLASSIFIED BOARD OF DIRECTORS

Both the Articles and the Company's Bylaws, as amended (the "Bylaws") provide for a Board of Directors divided into three classes, each of which will generally serve for a term of three years, with only one class of directors being elected in each year. The Articles and Bylaws also provide that directors may be removed only for cause and only by the affirmative vote of the holders of at least a majority of the Common Stock. The Articles and Bylaws further require an affirmative vote of the holders of at least 80% of the Common Stock to alter, amend or repeal the provisions relating to the classification of the Board of Directors and the removal of members from, and the filling of vacancies on, the Board of Directors.

CHANGE IN CONTROL

The Articles contain a "fair price" provision which requires the affirmative vote of the holders of at least 80% of the Common Stock for the consummation of certain business combinations, including mergers, consolidations, recapitalizations, certain dispositions of assets, certain issuances of securities, liquidations and dissolutions involving the Company and a person or entity who is or, under certain circumstances, was, a beneficial owner of 10% or more of the outstanding shares of Common Stock (an "Interested Shareholder") unless (a) such business combination shall have been approved by a majority of the directors unaffiliated with the Interested Shareholder or (b) certain minimum price and procedural requirements are met. The Articles provide that the "fair price" provision may be altered, amended or repealed only by the affirmative vote of the holders of at least 80% of the Common Stock.

PREFERRED SHARE PURCHASE RIGHTS

Reference is made to the Rights Agreement, dated as of February 16, 1990, as amended ("Rights Agreement"), between the Company and The Bank of New York, successor Rights Agent to First Chicago Trust Company of New York, filed with the Securities and Exchange Commission. The following statements are qualified in their entirety by such reference.

The Company has adopted a shareholder rights plan pursuant to which holders of Common Stock outstanding on March 2, 1990 or issued thereafter have been granted one preferred share purchase right ("Right") on each outstanding share of Common Stock. The description and terms of the Rights are set forth in the Rights Agreement. Certain of the capitalized terms used in the following description have the meanings set forth in the Rights Agreement.

The Rights have certain anti-takeover effects. The Rights may cause substantial dilution to a person or group that attempts to acquire the Company on terms not approved by the Company's Board of Directors, except pursuant to an offer conditioned on a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors of the Company prior to the time that a person or group has acquired beneficial ownership of 10% or more of the Common Stock since until such time the Rights may be redeemed as hereinafter described.

Each Right, initially evidenced by and traded with the shares of Common Stock, entitles the registered holder to purchase one two-hundredth of a share of Preferred Stock of the Company, without par value ("Preferred Shares"), at an exercise price of \$40, subject to certain adjustments, regulatory approval and other specified conditions. The Rights will be exercisable only if a person or group acquires 10% or more of the Common Stock or announces a tender offer, the consummation of which would result in the beneficial ownership by a person or group of 10% or more of the Common Stock.

If any person or group acquires 10% or more of the outstanding Common Stock, each Right will entitle its holder (other than such person or members of such group), subject to regulatory approval and other specified conditions, to purchase that number of shares of Common Stock or Preferred Shares having a market value of twice the Right's exercise price. In addition, in the event that any person or group has acquired 10% or more of the outstanding Common Stock or the Company consolidates or merges with or into, or sells 50% or more of its assets or earning power to, any person or group, or engages in certain "self-dealing" transactions with any

person or group owning 10% or more of the outstanding Common Stock, proper provision will be made so that each Right would thereafter entitle its holder to purchase that number of the acquiring company's common shares having a market value at that time of twice the Right's exercise price.

At any time after a person or group acquires more than 10% but less than 50% of the outstanding Common Stock, the Board of Directors of the Company may, subject to any necessary regulatory approval, require each outstanding Right to be exchanged for one share of Common Stock or cash, securities or other assets having a value equal to the market value of one share of Common Stock.

The Rights may be redeemed, at a redemption price of \$.005 per Right, by the Board of Directors of the Company at any time until any person or group has acquired 10% or more of the Common Stock. Under certain circumstances, the decision to redeem the Rights will require the concurrence of a majority of the Continuing Directors. The Rights will expire on February 16, 2000.

LIQUIDATION RIGHTS

In the event of any liquidation of the Company, after satisfaction of the preferential liquidation rights of the Preferred Stock, the holders of the Common Stock would be entitled to share ratably in all assets of the Company available for distribution to stockholders.

PRE-EMPTIVE RIGHTS

No holder of any stock of the Company has any pre-emptive rights.

MISCELLANEOUS

The presently outstanding shares of Common Stock of the Company are fully paid and nonassessable and, upon the sales as herein described, the shares of Common Stock will continue to be fully paid and nonassessable.

The Common Stock of the Company is listed on the New York and Pacific Stock Exchanges.

The New York Transfer Agent and Registrar for the Common Stock is The Bank of New York, 101 Barclay Street, 11th Floor, New York, New York 10286. The Company, P.O. Box 3647, Spokane, Washington 99220-3647, is an additional Transfer Agent and Registrar for the Common Stock.

USE OF PROCEEDS

Unless shares of Common Stock are purchased directly from the Company, the Company will receive no proceeds from the offering of Common Stock under the Plan. The Company does not know the number of shares of Common Stock that will ultimately be sold pursuant to the Plan, the prices at which such shares will be sold, or the number of shares, if any, that will be purchased directly from the Company, and therefore, cannot estimate the amount of proceeds to be received from any purchase of such shares. To the extent that shares are purchased directly from the Company, the proceeds are expected to be used for the Company's construction program, the interim financing of such construction program, the refunding of other securities of the Company, or to reimburse the treasury for funds previously expended for such purposes.

VALIDITY OF NEW COMMON STOCK

The validity of the Common Stock issued by the Company under the Plan has been passed upon for the Company by Paine, Hamblen, Coffin, Brooke & Miller, Spokane, Washington, General Counsel for the Company and Reid & Priest, New York, New York. Reid & Priest has relied as to all matters of Washington, California, Idaho, Montana and Oregon law upon the opinion of Paine, Hamblen, Coffin, Brooke & Miller. Paine, Hamblen, Coffin, Brooke & Miller and Reid & Priest are not aware of any court decision applying Washington law that addresses plans similar to the Rights Agreement. However, such counsel have concluded that a court applying such law, in the context of the authorization and issuance of shareholder rights similar to the Rights, would most likely look to and apply Delaware corporate law. Accordingly, the opinions of such counsel, insofar as the Rights are concerned, are based upon such conclusion, and Paine, Hamblen, Coffin, Brooke & Miller has relied as to such matters of Delaware corporate law upon the opinion of Reid & Priest.

EXPERTS

The financial statements and related financial statement schedules incorporated in this prospectus by reference from the Company's Annual Report have been audited by Deloitte & Touche, independent auditors, as stated in their reports, which are incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The statements made as to matters of law and legal conclusions under "Federal Income Tax Consequences of Participation in the Plan" have been reviewed by Reid & Priest. Such statements are set forth herein in reliance upon the opinion of that firm given upon their authority as experts.

THE WASHINGTON WATER
POWER COMPANY

[LOGO]

Dividend Reinvestment
and Stock Purchase Plan

Shares of Common Stock
(no par value)

No person has been authorized to give any information or to make any representations, other than those contained in this Prospectus, in connection with the offer described herein; and, if given or made, such information or representations must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offering of any securities other than those to which it specifically relates, nor an offering of any securities in any jurisdiction to any person to whom it is unlawful to make such offer in such jurisdiction.

Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has not been any change in the affairs of the Company or its subsidiaries since the date hereof.

PROSPECTUS

PART II

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION (ESTIMATED).

Filing fee--Securities and Exchange Commission	\$21,724
Fees of state regulatory authorities	2,252
Legal counsel fees	5,000
Auditors' fees	1,000
Listing fees	9,000
Printing, including Form S-3, prospectus, exhibits, etc.	15,000
Miscellaneous expenses	15,024

Total Estimated Expenses	\$69,000
	=====

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Article Seventh of the Company's Restated Articles of Incorporation ("Articles") provides, in part, as follows:

"The Corporation shall, to the full extent permitted by applicable law, as from time to time in effect, indemnify any person made a party to, or otherwise involved in, any proceeding by reason of the fact that he or she is or was a director of the Corporation against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him or her in connection with any such proceeding. The Corporation shall pay any reasonable expenses incurred by a director in connection with any such proceeding in advance of the final determination thereof upon receipt from such director of such undertakings for repayment as may be required by applicable law and a written affirmation by such director that he or she has met the standard of conduct necessary for indemnification, but without any prior determination, which would otherwise be required by Washington law, that such standard of conduct has been met. The Corporation may enter into agreements with each director obligating the Corporation to make such indemnification and advances of expenses as are contemplated herein. Notwithstanding the foregoing, the Corporation shall not make any indemnification or advance which is prohibited by applicable law. The rights to indemnity and advancement of expenses granted herein shall continue as to any person who has ceased to be a director and shall inure to the benefit of the heirs, executors and administrators of such a person."

The Company has entered into indemnification agreements with each director as contemplated in Article Seventh of the Articles.

Article IX of the Company's Bylaws contains a similar provision as that contained in the Articles and in addition, provides in part, as follows:

"SECTION 2. LIABILITY INSURANCE. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is, or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the laws of the State of Washington."

Reference is made to Washington business corporation act 23B.08.510, which sets forth the extent to which indemnification is permitted under the laws of the State of Washington.

Insurance is maintained on a regular basis (and not specifically in connection with this offering) against liabilities arising on the part of directors and officers out of their performance in such capacities or arising on the part of the Company out of its foregoing indemnification provisions, subject to certain exclusions and to the policy limits.

ITEM 16. EXHIBITS.

Reference is made to the Exhibit Index on page II-5 hereof.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any Prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) to reflect in the Prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; or (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that the registrant need not file a post-effective amendment to include the information required to be included by subsection (i) or (ii) if such information is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, which are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted against the registrant by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

POWER OF ATTORNEY

The Registrant hereby appoints each Agent for Service named in this Registration Statement as its attorney-in-fact to sign in its name and behalf, and to file with the Commission, any and all amendments, including post-effective amendments, to this Registration Statement, and each director and/or officer of the Registrant whose signature appears below hereby appoints each such Agent for Service as his attorney-in-fact with like authority to sign in his name and behalf, in any and all capacities stated below, and to file with the Commission, any and all such amendments.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Spokane and State of Washington on the 16th day of May, 1994.

THE WASHINGTON WATER POWER COMPANY

By /s/ PAUL A. REDMOND

Paul A. Redmond
Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/PAUL A. REDMOND ----- Paul A. Redmond (Chairman of the Board, President and Chief Executive Officer)	Principal Executive Officer and Director	May 16, 1994
/s/J.E. ELIASSEN ----- J.E. Eliassen (Vice President - Finance and Chief Financial Officer)	Principal Financial and Accounting Officer	May 16, 1994
/s/DAVID A. CLACK ----- David A. Clack	Director	May 16, 1994
/s/DUANE B. HAGADONE ----- Duane B. Hagadone	Director	May 16, 1994
/s/ROBERT S. JEPSON JR. ----- Robert S. Jepson Jr.	Director	May 16, 1994
/s/EUGENE W. MEYER ----- Eugene W. Meyer	Director	May 16, 1994
----- Gen. H. Norman Schwarzkopf	Director	
/s/B. JEAN SILVER ----- B. Jean Silver	Director	May 16, 1994
/s/LARRY A. STANLEY ----- Larry A. Stanley	Director	May 16, 1994
/s/R. JOHN TAYLOR ----- R. John Taylor	Director	May 16, 1994
/s/EUGENE THOMPSON		

Eugene Thompson

Director

May 16, 1994

II-3

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of The Washington Water Power Company on Form S-3 of our reports dated January 28, 1994 (February 15, 1994, as to Note 14), appearing in the Annual Report on Form 10-K of The Washington Water Power Company for the year ended December 31, 1993, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/DELOITTE & TOUCHE
Seattle, Washington
May 16, 1994

EXHIBIT INDEX

Exhibit	Previously Filed++ With Registration Number	As Exhibit	
4(a)	1-3701 (with Form 10-Q for quarter ended March 31, 1994)	4(a)	Restated Articles of Incorporation, as amended, of the Company.
4(b)	1-3701 (with 1993 Form 10-K)	3(b)	Bylaws of the Company, as amended.
4(c)	1-3701 (with Form 8-K dated February 16, 1990)	4(n)	Rights Agreement dated as of February 16, 1990, between the Company and First Chicago Trust Company.
4(d)	1-3701 (with Form 10-Q for quarter ended March 31, 1994)	4(b)	Amendment No. 1 to Rights Agreement dated May 10, 1994, between the Company and The Bank of New York, as successor Rights Agent.
5(a)	*		Opinion of Paine, Hamblen, Coffin, Brooke & Miller.
5(b)	*		Opinion of Reid & Priest.
8	*		Opinion of Reid & Priest (see Exhibit 5(b)).
23	*		See Page II-4 for the consent of Deloitte & Touche. The consents of Paine, Hamblen, Coffin, Brooke & Miller and Reid & Priest are included in their opinions filed as Exhibits 5(a) and 5(b) above.
24	*		See Page II-3 for Power of Attorney.

 ++ Incorporated herein by reference.

* Filed herewith.

Paine, Hamblen, Coffin, Brooke & Miller
Suite 1200, Washington Trust Financial Center
717 West Sprague Avenue
Spokane, Washington 99204-0464

May 16, 1994

The Washington Water Power Company
1411 East Mission Avenue
Spokane, Washington 99202

Dear Sirs:

We are acting as counsel for The Washington Water Power Company (the "Company") in connection with the proposed offering by it of shares of its Common Stock, without par value (the "Stock"), and the preferred share purchase rights (the "Rights") appurtenant thereto, pursuant to the terms of the Company's Dividend Reinvestment and Stock Purchase Plan (the "Plan"), as contemplated by the registration statement on Form S-3 proposed to be filed by the Company with the Securities and Exchange Commission on or about the date hereof for the registration of the Stock and the Rights under the Securities Act of 1933, as amended (the "Act"), as it may be amended, said registration statement being hereinafter called the "Registration Statement".

We are of the opinion that:

I. The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Washington and is duly qualified to do business as a foreign corporation in the States of California, Idaho, Montana and Oregon.

II. The Washington Utilities and Transportation Commission, the California Public Utilities Commission, the Idaho Public Utilities Commission and the Public Utility Commission of Oregon ("OPUC") have issued appropriate orders, which to the best of our knowledge remain in full force and effect on the date of this

opinion, authorizing the issuance and sale of authorized but unissued shares of Stock by the Company pursuant to the terms of the Plan and no further action on the part of any regulatory authority is required for the authorization of such issuance and sale of the Shares except such further approval as may be required by the OPUC for the issuance and sale of Stock on and after January 13, 1996.

III. The Company's Board of Directors has taken such actions as may be necessary to authorize the offer and sale of the Stock on the terms set forth in or contemplated by the Registration Statement and to authorize such other action as may be necessary in connection with the consummation of the offer and sale of the Stock.

We are further of the opinion that, subject to the qualifications hereinafter expressed:

(1) With respect to outstanding shares of Stock to be purchased in the open market for sale pursuant to the Plan, when

(a) the Registration Statement shall have become effective under the Act, and

(b) such shares of Stock, including the Rights appurtenant thereto, shall have been so purchased,

such Stock will have been legally and validly issued and will be fully paid and nonassessable and such Rights will have been duly and validly issued; provided, however, that with respect to Stock, including Rights appurtenant thereto, issued pursuant to the Plan and pursuant to employee benefit plans and other offerings to employees, we have necessarily assumed, without investigation, that the certificates for such Stock have been duly countersigned and registered by a transfer agent and registrar and that, upon the issuance of such Stock, the Company received the full consideration therefor authorized by the Company's Board of Directors; and provided, further, that this opinion does not extend to Stock, including Rights appurtenant thereto, issued

subsequent to the date hereof except as indicated in paragraph (2) below; and

(2) With respect to authorized but unissued shares of Stock to be issued and sold pursuant to the plan, when

(a) the Registration Statement shall have become effective under the Act,

(b) such Stock shall have been issued, sold and delivered by the Company pursuant to the Plan, all as contemplated by, and in conformity with, the acts, proceedings and documents referred to above and the Company's Restated Articles of Incorporation, as amended, and

(c) the Rights appurtenant to such Stock shall have been issued in accordance with the terms of the Rights Agreement dated as of February 6, 1990, as amended, between the Company and The Bank of New York, as successor Rights Agent (the "Rights Agreement"),

such Stock will have been validly issued and will be fully paid and non-assessable and such Rights will have been duly and validly issued.

We note that we are not aware of any court decision applying the law of the State of Washington that addresses plans similar to the Rights Agreement, and that, as a consequence, it is difficult to predict how a court applying such law would rule with respect to the due authorization and valid issuance of the Rights. After conferring with Reid & Priest of New York, New York, counsel for the Company, we, with the concurrence of Reid & Priest, have concluded that a court applying the law of the State of Washington, when presented with novel questions concerning takeover matters such as the authorization and issuance of the Rights, after giving effect to reported court decisions concerning the "business judgment rule" under Washington law, most likely would look to and apply the corporate law of the State of Delaware. Accordingly, the opinions relating to the Rights expressed in paragraphs (1) and (2) above are based upon such conclusion.

May 16, 1994

We are members of the bars of the states of Washington, California, Idaho, Montana and Oregon and do not hold ourselves out as experts on the laws of any other state. Accordingly, in rendering the opinions relating to the Rights expressed in paragraphs (1) and (2) above, we have relied, to the extent that the matters addressed in such opinions are deemed governed by the corporate law of the state of Delaware, upon the opinion of even date herewith addressed to you by Reid & Priest, counsel for the Company, which is being filed as Exhibit 5(b) to the Registration Statement.

This letter is not being delivered for the benefit of, nor may it be relied upon by, the holders of the Shares or any other party to which it is not specifically addressed or to which reliance has not expressly been permitted.

We hereby authorize and consent to the use of this opinion as Exhibit 5(a) to the Registration Statement, and authorize and consent to the references to our firm in the Registration Statement and in the prospectus constituting a part thereof.

Very truly yours,

/s/ Paine, Hamblen, Coffin

Brooke & Miller

PAINE, HAMBLEN, COFFIN,
BROOKE & MILLER

Reid & Priest
40 West 57th Street
New York, New York 10019

New York, New York
May 16, 1994

The Washington Water Power Company
1411 East Mission Avenue
Spokane, Washington 99202

Dear Sirs:

We are acting as counsel for The Washington Water Power Company (the "Company") in connection with the proposed offering by it of shares of its Common Stock, without par value (the "Stock"), and the preferred share purchase rights (the "Rights") appurtenant thereto, pursuant to the terms of the Company's Dividend Reinvestment and Stock Purchase Plan (the "Plan"), as contemplated by the registration statement on Form S-3 proposed to be filed by the Company with the Securities and Exchange Commission on or about the date hereof for the registration of the Stock and the Rights under the Securities Act of 1933, as amended (the "Act"), as it may be amended, said registration statement being hereinafter called the "Registration Statement".

We are of the opinion that, subject to the qualifications hereinafter expressed:

I. The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Washington and is duly qualified to do business as a foreign corporation in the States of California, Idaho, Montana and Oregon.

II. The Washington Utilities and Transportation Commission, the California Public Utilities Commission, the Idaho Public Utilities Commission and the Public Utility Commission of Oregon ("OPUC") have issued appropriate orders, which to the best of our knowledge remain in full force and effect on the date of this opinion, authorizing the issuance and sale of authorized but unissued shares of Stock by the Company pursuant to the terms of the Plan and no further on the part of any

regulatory authority is required for the authorization of such issuance and sale of the Shares except such further approval as may be required by the OPUC for the issuance and sale of Stock on and after January 13, 1996.

III. The Company's Board of Directors has taken such actions as may be necessary to authorize the offer and sale of the Stock on the terms set forth in or contemplated by the Registration Statement and to authorize such other action as may be necessary in connection with the consummation of the offer and sale of the Stock.

We are further of the opinion that, subject to the qualifications hereinafter expressed:

(1) With respect to outstanding shares of Stock to be purchased in the open market for sale pursuant to the Plan, when

(a) the Registration Statement shall have become effective under the Act, and

(b) such shares of Stock, including the Rights appurtenant thereto, shall have been so purchased,

such Stock will have been legally and validly issued and will be fully paid and nonassessable and such Rights will have been duly and validly issued; provided, however, that with respect to Stock, including Rights appurtenant thereto, heretofore issued pursuant to the Plan and pursuant to employee benefit plans and other offerings to employees, we have necessarily assumed, without investigation, that the certificates for such Stock have been duly countersigned and registered by a transfer agent and registrar and that, upon the issuance of such Stock, the Company received the full consideration therefor authorized by the Company's Board of Directors; and provided, further, that this opinion does not extend to Stock, including Rights appurtenant thereto, issued subsequent to the date hereof except as indicated in subparagraph (2) below; and

(2) With respect to authorized but unissued shares of Stock to be issued and sold pursuant to the Plan, when

(a) the Registration Statement shall have become effective under the Act,

(b) such Stock shall have been issued, sold and delivered by the Company pursuant to the Plan, all as contemplated by, and in conformity with, the acts, proceedings and documents referred to above and the Company's Restated Articles of Incorporation, as amended, and

(c) the Rights appurtenant to such Stock shall have been issued in accordance with the terms of the Rights Agreement dated as of February 6, 1990, as amended, between the Company and The Bank of New York, as successor Rights Agent (the "Rights Agreement"),

such Stock will have been validly issued and will be fully paid and non-assessable and such Rights will have been duly and validly issued.

We note that we are not aware of any court decision applying the law of the State of Washington that addresses plans similar to the Rights Agreement, and that, as a consequence, it is difficult to predict how a court applying such law would rule with respect to the due authorization and valid issuance of the Rights. After conferring with Paine, Hamblen, Coffin, Brooke & Miller of Spokane, Washington, General Counsel for the Company, we, with the concurrence of General Counsel, have concluded that a court applying the law of the State of Washington, when presented with novel questions concerning takeover matters such as the authorization and issuance of the Rights, after giving effect to reported court decisions concerning the "business judgment rule" under Washington law, most likely would look to and apply the corporate law of the State of Delaware. Accordingly, the opinions relating to the Rights expressed in paragraphs (1) and (2) above are based upon such conclusion.

We are further of the opinion that the statements contained in the Prospectus under "Federal Income Tax Consequences of Participation in the Plan" describing certain federal income tax consequences to holders of the Stock, as qualified therein, are accurate as of this date.

We are members of the New York bar and do not hold ourselves out as experts on the laws of Washington, California, Idaho, Montana or Oregon. Accordingly, in rendering the opinions set forth above, we have relied, as to the incorporation of the Company and as to all other matters governed by the laws of said States, upon the opinion of even date herewith of Messrs. Paine, Hamblen, Coffin, Brooke &

May 16, 1994

Miller of Spokane, Washington, General Counsel for the Company, which is being filed as Exhibit 5(a) to the Registration Statement.

This letter is not being delivered for the benefit of, nor may it be relied upon by, the holders of the Shares or any other party to which it is not specifically addressed or to which reliance has not expressly been permitted.

We hereby authorize and consent to the use of this opinion as Exhibit 5(b) to the Registration Statement, and authorize and consent to the references to our firm in the Registration Statement and in the prospectus constituting a part thereof.

Very truly yours,

/s/ Reid & Priest

REID & PRIEST