

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-3  
Post-Effective Amendment No. 2  
to  
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  
(509) 489-0500

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

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

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

(Name and address, including zip code, and telephone number, including area  
code, of agents for service)

It is respectfully requested that the Commission  
send copies of all notices, orders and communications to:

John E. Baugardner, Jr.  
Sullivan & Cromwell  
125 Broad Street  
New York, New York 10004  
212-558-4000

PART II

Item 16. Exhibits.  
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Reference is made to the Exhibit Index on p. II-3 hereof.

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Amendment to the 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 19th day of June, 1998.

THE WASHINGTON WATER POWER COMPANY

By /s/ J.E. Eliassen

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 J. E. Eliassen  
 Senior Vice President,  
 Chief Financial Officer  
 and Treasurer

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

Signature -----	Title -----	Date ----
Paul A. Redmond*		
----- Paul A. Redmond (Chairman of the Board and Chief Executive Officer)	Principal Executive Officer and Director	-----
/s/ J.E. Eliassen	Principal Financial and Accounting Officer	-----
----- J.E. Eliassen (Senior Vice President, Chief Financial Officer and Treasurer)		
W. Lester Bryan*	Director	-----
----- W. Lester Bryan (President and Chief Operating Officer)		
David A. Clark, Duane B. Hagadone, Sarah M.R. Jewell, John F. Kelly, Eugene W. Meyer, Bobby Schmidt, Larry A. Stanley, R. John Taylor	* Directors	-----

\*By /s/ J.E. Eliassen  
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 J.E. Eliassen (Attorney-in-Fact)

EXHIBIT INDEX

Exhibit      Description  
- - - - -      - - - - -

5(a)(2)-2 Opinion and Consent of Paine, Hamblen, Coffin, Brooke & Miller LLP.  
5(b)(2)-2 Opinion and Consent of Reid & Priest LLP.

June 19, 1998

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

Ladies and Gentlemen:

We are acting as counsel to The Washington Water Power Company (the "Company") in connection with the proposed issuance of unsecured notes of the Company described in the Pricing Supplement attached hereto as Annex A (the "Pricing Supplement"), such notes being hereinafter called the "Offered Notes". The Offered Notes constitute a tranche of the unsecured debt securities in an aggregate principal of up \$250,000,000 (the "Debt Securities") to be issued pursuant to the terms of an indenture from the Company to The Chase Manhattan Bank, as trustee (the "Indenture"), to be issued and sold from time to time by the Company in one or more public offerings. The Offered Notes are to be issued as contemplated in the Pricing Supplement which constitutes a supplement to the prospectus which forms part of the registration statement on Form S-3 (Registration No. 333-39551), filed by the Company with the Securities and Exchange Commission for the registration of the Offered Notes as a tranche of the Debt Securities under the Securities Act of 1933, as amended (the "Act"), said registration statement, as amended by Amendment No. 1 thereto ("Amendment No. 1") and including the exhibits thereto, being hereinafter called the "Registration Statement".

This opinion with respect to the Offered Notes is supplemental to our prior opinion dated April 20, 1998 also addressed to the Company with respect to the Debt Securities generally, which was filed with Amendment No. 1 as Exhibit 5(a)(1) to the Registration Statement.

We have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Indenture, (iii) the related resolutions of the Company's Board of Directors, (iv) the related orders of the Washington Utilities and Transportation Commission ("WUTC"), the California Public Utilities Commission ("CPUC"), the Idaho Public Utilities Commission ("IPUC") and the Public Utility Commission of Oregon ("OPUC"), and (v) a Certificate of Existence/Authorization issued by the Secretary of State of Washington. We have also examined such other documents and satisfied ourselves as to such other matters as we have deemed necessary in order to render this opinion. As to various facts material to the opinions expressed below, we have relied on certificates of public officials, certificates of officers or employees of the Company, representations contained in documents, and other oral or written assurances by officers or employees of the Company.

Based upon the foregoing and subject to the qualifications herein expressed, we are of the opinion that the Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Washington; and we are also of the opinion that:

(a) the issuance and sale by the Company of the Offered Notes as contemplated in the Registration Statement and the Pricing Supplement have been duly authorized by the Company's Board of Directors; and no further corporate action on the part of the Company is necessary to authorize such issuance and sale of the Offered Notes or in order for the Offered Notes, when so issued and sold, to constitute valid and binding obligations of the Company; and

(b) the issuance and sale by the Company of the Offered Notes as contemplated in the Registration Statement and the Pricing Supplement have been duly authorized by appropriate orders of the WUTC, CPUC, IPUC and OPUC; each of such orders, to the best of our knowledge, remains in full force and effect on the date hereof; and no further approval, authorization, consent or other order of, or filing with, any governmental agency of the States of Washington, California, Idaho, Montana and Oregon is legally required for the authorization of such issuance and sale of the Offered Notes or in order for the Offered Notes, when so issued and sold, to constitute valid and binding obligations of the Company.

The opinions expressed herein are limited to the laws of the States of Washington, California, Idaho, Montana and Oregon (excluding therefrom principles of conflicts of laws, state securities or blue sky laws and laws of political subdivisions of such States).

This opinion is given as of the date hereof, without any obligation upon us to update this opinion or to advise the addressee hereof or any other party of any changes in circumstances or laws that may hereafter be brought to our attention or occur which may affect this opinion.

We hereby consent to the filing of this opinion as Exhibit 5(a)(2)-2 to the Registration Statement and to the references to our firm, as counsel, under the headings "Legal Matters" in the prospectus which forms a part of the Registration Statement and in the supplement to such prospectus dated April 24, 1998 and the Pricing Supplement. In giving the foregoing consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder. Except as expressly permitted hereby, this opinion may not be used, delivered, circulated, filed, quoted or otherwise referred to.

Very truly yours,

PAINE, HAMBLÉN, COFFIN,  
BROOKE & MILLER LLP

/s/ Paine-Hamblen

Annex A

Pricing Supplement No. 2  
Dated June 19, 1998  
(To Prospectus dated April 22,  
1998 as supplemented by the  
Prospectus Supplement dated  
April 24, 1998)

Filing under Rule 424(b)(3)  
Registration No. 333-39551

THE WASHINGTON WATER POWER COMPANY  
Medium-Term Notes, Series C

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Principal amount: \$25,000,000	Redeemable: Yes	No X
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Original Interest Accrual Date: June 19, 1998	Initial Redemption Date:	
Stated Maturity: June 19, 2028	Initial Redemption Price:	
Interest Rate: 6.37%	Reduction Percentage:	
Interest Payment Dates: April 1 and October 1	Redemption Limitation Date:	
Regular Record Dates: March 15 and September 15		

Redeemable at Holder's Option: Yes X No

Holder's Option Redemption Date(s): June 19, 2008  
Redemption Price: 100%

OID: Yes No X

Total Amount of OID (%):  
Yield to Maturity (%):  
Initial Accrual  
Period OID (%):  
(Constant - Yield Method)

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Use of Proceeds: To reduce short-term debt.

Other Provisions: See Attachment 1 to this Pricing Supplement

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As used herein, "N/A" means "Not Applicable".

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MORGAN STANLEY DEAN WITTER

MERRILL LYNCH & CO.

SALOMON SMITH BARNEY

## ATTACHMENT 1

The Notes to which this Pricing Supplement pertains (all capitalized terms used herein and not otherwise defined having the meanings given them in the Prospectus Supplement attached hereto) will be redeemable by the Company at the option of the Holders thereof prior to the Stated Maturity date. Such Notes will be subject to redemption at the option of the Holders thereof on any Holder's Option Redemption Date specified above, in whole or from time to time in part in increments of \$1,000, at a redemption price equal to 100% of the unpaid principal amount to be redeemed, together with accrued interest to the date of redemption. For such Notes to be redeemed, such Notes must be received, together with the form thereon entitled "Option to Elect Redemption" duly completed, by the Trustee at its office maintained for such purpose in The City of New York, currently the Corporate Trust Office of the Trustee located at 450 West 33rd Street, New York, New York 10001, not more than 60 nor less than 30 days prior to the date of redemption. Exercise of such redemption option by the Holder will be irrevocable.

Only the DTC (or a successor depositary), as the registered Holder of the Notes to which this Pricing Supplement pertains, may exercise the redemption option in respect of such Notes. Accordingly, Beneficial Owners of interests in such Notes that desire to have all or any portion of such interests redeemed must instruct the Participant through which they own their interest to direct DTC (or any successor depositary) to exercise the redemption option on their behalf by delivering the related Global Note and duly completed election form to the Trustee as aforesaid. In order to ensure that such Global Note and election form are received by the Trustee on a particular day, the Beneficial Owner must so instruct the Participant through which it owns its interest before such Participant's deadline for accepting instruction for that day. Different firms may have different deadlines for accepting instructions from their customers. Accordingly, Beneficial Owners should consult the Participants through which they own their interests for the respective deadlines for such Participants. All instructions given to Participants from Beneficial Owners relating to the option to elect redemption will be irrevocable. See "--Book-Entry Only Issuance - The Depositary Trust Company" in the Prospectus Supplement attached hereto.

June 19, 1998

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

Ladies and Gentlemen:

We refer to our opinion, dated April 20, 1998 (the "April 20 Opinion"), addressed to The Washington Water Power Company (the "Company") with respect to \$250,000,000 in aggregate principal amount of Debt Securities registered under the Securities Act of 1933, as amended (the "Act"), on the Registration Statement on Form S-3 (Registration No. 333-39551), said registration statement, as heretofore amended and as proposed to be amended and including the exhibits thereto, being hereinafter called the "Registration Statement". This opinion is supplemental to the April 20 Opinion.

We further refer to the notes of the Company described in the Pricing Supplement attached hereto as Annex A. Such notes constitute a tranche of the aforesaid Debt Securities and are hereinafter called the "Offered Notes"; and such Pricing Supplement constitutes a supplement to the prospectus contained in the Registration Statement and is hereinafter called the "Pricing Supplement".

Based upon the foregoing and subject to the qualifications hereinafter expressed, we are of the opinion that the Offered Notes, when issued and sold as contemplated in the Registration Statement and the Pricing Supplement, will be legally issued and will be binding obligations of the Company.

The opinions expressed herein are limited to the laws of the State of New York and the federal law of the United States (excluding therefrom principles of conflicts of laws and state securities or blue sky laws). To the extent that such opinions relate to or are dependent upon matters governed by the laws of other States, we have assumed the legal conclusions set forth in the opinions of Paine, Hamblen, Coffin, Brooke & Miller LLP, which have been and are being filed as Exhibits to the Registration Statement.

We hereby consent to the filing of this opinion as Exhibit 5(b)(2)-2 to the Registration Statement and to the references to our firm, as counsel, in the supplements to the prospectus contained in the Registration Statement relating to the Offered Notes. In giving the foregoing consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Reid & Priest LLP

REID & PRIEST LLP

Annex A

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Dated June 19, 1998  
(To Prospectus dated April 22,  
1998 as supplemented by the  
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Holder's Option Redemption Date(s): June 19, 2008  
Redemption Price: 100%

OID: Yes No X

Total Amount of OID (%):  
Yield to Maturity (%):  
Initial Accrual  
Period OID (%):  
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