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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): August 16, 2011**

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**AVISTA CORPORATION**

(Exact name of registrant as specified in its charter)

**Washington**  
(State or other jurisdiction  
of incorporation)

**1-3701**  
(Commission  
File Number)

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

**1411 East Mission Avenue, Spokane, Washington**  
(Address of principal executive offices)

**99202-2600**  
(Zip Code)

**Registrant's telephone number, including area code: 509-489-0500**

**Web site: <http://www.avistacorp.com>**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 – Other Events****Item 8.01 Other Events.**

On August 16, 2011 the Mortgage and Deed of Trust, dated as of June 1, 1939, between Avista Corporation (the Company) and Citibank, N.A., as trustee, as previously amended, under which the Company issues its first mortgage bonds, was further amended to reduce the principal amount of bonds that may be issued on the basis of property additions from 70% of the cost or fair value (whichever is less) of such property additions to 66-2/3% of such cost or fair value, as well as to make corresponding changes. The amendments are contained in the Fifty-second Supplemental Indenture, dated as of August 1, 2011, which is filed as Exhibit 4.1 hereto.

**Section 9 – Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

4.1 Fifty-second Supplemental Indenture, dated as of August 1, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AVISTA CORPORATION

(Registrant)

Date: August 25, 2011

/s/ Marian M. Durkin

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Marian M. Durkin  
Senior Vice President, General Counsel  
and Chief Compliance Officer

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**AVISTA CORPORATION**

**TO**

**CITIBANK, N.A.**

*As Successor Trustee under  
Mortgage and Deed of Trust,  
dated as of June 1, 1939*

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**Fifty-second Supplemental Indenture**

*Providing certain amendments to said  
Mortgage and Deed of Trust*

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Dated as of August 1, 2011

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**FIFTY-SECOND SUPPLEMENTAL INDENTURE**

**THIS INDENTURE**, dated as of the 1<sup>st</sup> day of August, 2011, between AVISTA CORPORATION (formerly known as The Washington Water Power Company), a corporation of the State of Washington, whose post office address is 1411 East Mission Avenue, Spokane, Washington 99202 (the "Company"), and CITIBANK, N.A., formerly First National City Bank (successor by merger to First National City Trust Company, formerly City Bank Farmers Trust Company), a national banking association incorporated and existing under the laws of the United States of America, whose post office address is 388 Greenwich Street, 14<sup>th</sup> Floor, New York, New York 10013 (the "Trustee"), as Trustee under the Mortgage and Deed of Trust, dated as of June 1, 1939 (the "Original Mortgage"), executed and delivered by the Company to secure the payment of bonds issued or to be issued under and in accordance with the provisions thereof, this indenture (the "Fifty-second Supplemental Indenture") being supplemental to the Original Mortgage, as heretofore supplemented and amended.

WHEREAS pursuant to a written request of the Company made in accordance with Section 103 of the Original Mortgage, Francis M. Pitt (then Individual Trustee under the Mortgage, as supplemented) ceased to be a trustee thereunder on July 23, 1969, and all of his powers as Individual Trustee have devolved upon the Trustee and its successors alone; and

WHEREAS by the Original Mortgage the Company covenanted that it would execute and deliver such further instruments and do such further acts as might be necessary or proper to carry out more effectually the purposes of the Original Mortgage and to make subject to the lien of the Original Mortgage any property thereafter acquired intended to be subject to the lien thereof; and

WHEREAS the Company has heretofore executed and delivered, in addition to the Original Mortgage, the indentures supplemental thereto, and has issued the series of bonds, set forth in Exhibit A hereto (the Original Mortgage, as supplemented and amended by the First through Fifty-first Supplemental Indentures, being herein sometimes called the "Mortgage"); and

WHEREAS the Original Mortgage and the First through Forty-seventh Supplemental Indentures have been appropriately filed or recorded in various official records in the States of Washington, Idaho, Montana and Oregon, as set forth in the First through Forty-eighth Supplemental Indentures and the Instrument of Further Assurance, dated December 15, 2001, hereinafter referred to; and

WHEREAS the Forty-eighth Supplemental Indenture, the Forty-ninth Supplemental Indenture, the Fiftieth Supplemental Indenture, each dated as of December 1, 2010, and the Fifty-first Supplemental Indenture, dated as of February 1, 2011, have been appropriately filed or recorded in the States of Washington, Idaho, Montana and Oregon, as set forth in Exhibit B hereto; and

WHEREAS for the purpose of confirming or perfecting the lien of the Mortgage on certain of its properties, the Company has heretofore executed and delivered a Short Form Mortgage and Security Agreement, in multiple counterparts dated as of various dates in 1992, and such instrument has been appropriately filed or recorded in the various official records in the States of Montana and Oregon; and

WHEREAS for the purpose of confirming or perfecting the lien of the Mortgage on certain of its properties, the Company has heretofore executed and delivered an Instrument of Further Assurance, dated as of December 15, 2001, and such instrument has been appropriately filed or recorded in the various official records in the States of Washington, Idaho, Montana and Oregon; and

WHEREAS in addition to the property described in the Mortgage the Company has acquired certain other property, rights and interests in property; and

WHEREAS Section 120 of the Original Mortgage, as heretofore amended, provides that, without the consent of any holders of bonds, the Company and the Trustee, at any time and from time to time, may enter into indentures supplemental to the Original Mortgage for various purposes set forth therein, including, without limitation, to cure ambiguities or correct defective or inconsistent provisions or to make other changes therein that shall not adversely affect the interests of the holders of bonds of any series in any material respect or to establish the form or terms of bonds of any series as contemplated by Article II; and

WHEREAS the Company now desires to amend Section 25 of the Original Mortgage, as heretofore amended, to reduce the bonding ratio set forth therein from seventy per centum (70%) to sixty-six and two-thirds per centum (66-2/3%) and to make corresponding changes, all as set forth on Exhibit D hereto; and

WHEREAS the execution and delivery by the Company of this Fifty-second Supplemental Indenture has been duly authorized by the Board of Directors of the Company by appropriate Resolutions of said Board of Directors; and all things necessary to make this Fifty-second Supplemental Indenture a valid, binding and legal instrument have been performed;

NOW, THEREFORE, THIS INDENTURE WITNESSETH: That the Company, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, hereby confirms the estate, title and rights of the Trustee (including, without limitation, the lien of the Mortgage on the property of the Company subjected thereto, whether now owned or hereafter acquired) held as security for the payment of both the principal of and interest and premium, if any, on the bonds from time to time issued under the Mortgage according to their tenor and effect and the performance of all the provisions of the Mortgage and of such bonds, and, without limiting the generality of the foregoing, hereby confirms the grant, bargain, sale, release, conveyance, assignment, transfer, mortgage, pledge, setting over and confirmation unto the Trustee, contained in the Mortgage, of all the following described properties of the Company, whether now owned or hereafter acquired, namely:

All of the property, real, personal and mixed, of every character and wheresoever situated (except any hereinafter or in the Mortgage expressly excepted) which the Company now owns or, subject to the provisions of Section 87 of the Original Mortgage, may hereafter acquire prior to the satisfaction and discharge of the Mortgage, as fully and completely as if herein or in the Mortgage specifically described, and including (without in anywise limiting or impairing by the enumeration of the same the scope and intent of the foregoing or of any general description contained in Mortgage) all lands, real estate, easements, servitudes, rights of way and leasehold and other interests in real estate; all rights to the use or appropriation of water, flowage rights, water storage rights, flooding rights, and other rights in respect of or relating to water; all plants for the generation of electricity, power houses, dams, dam sites, reservoirs, flumes, raceways, diversion works, head works, waterways, water works, water systems, gas plants, steam heat plants, hot water plants, ice or refrigeration plants, stations, substations, offices, buildings and other works and structures and the equipment thereof and all improvements, extensions and additions thereto; all generators, machinery, engines, turbines, boilers, dynamos, transformers, motors, electric machines, switchboards, regulators, meters, electrical and mechanical appliances, conduits, cables, pipes and mains; all lines and systems for the transmission and distribution of electric current, gas, steam heat or water for any purpose; all towers, mains, pipes, poles, pole lines, conduits, cables, wires, switch racks, insulators, compressors, pumps, fittings, valves and connections; all motor vehicles and automobiles; all tools, implements, apparatus, furniture, stores, supplies and equipment; all franchises (except the Company's franchise to be a corporation), licenses, permits, rights, powers and privileges; and (except as hereinafter or in the Mortgage expressly excepted) all the right, title and interest of the Company in and to all other property of any kind or nature.

The property so conveyed or intended to be so conveyed under the Mortgage shall include, but shall not be limited to, the property set forth in Exhibit C hereto, the particular description of which is intended only to aid in the identification thereof and shall not be construed as limiting the force, effect and scope of the foregoing.

TOGETHER WITH all and singular the tenements, hereditaments and appurtenances belonging or in anywise appertaining to the aforesaid property or any part thereof, with the reversion and reversions, remainder and remainders and (subject to the provisions of Section 57 of the Original Mortgage) the tolls, rents, revenues, issues, earnings, income, product and profits thereof, and all the estate, right, title and interest and claim whatsoever, at law as well as in equity, which the Company now has or may hereafter acquire in and to the aforesaid property and franchises and every part and parcel thereof.

THE COMPANY HEREBY CONFIRMS that, subject to the provisions of Section 87 of the Original Mortgage, all the property, rights, and franchises acquired by the Company after the date thereof (except any hereinbefore or hereinafter or in the Mortgage expressly excepted) are and shall be as fully embraced within the lien of the Mortgage as if such property, rights and franchises had been owned by the Company at the date of the Original Mortgage and had been specifically described therein.

PROVIDED THAT the following were not and were not intended to be then or now or hereafter granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed under the Mortgage and were, are and shall be expressly excepted from the lien and operation of the Mortgage namely: (1) cash, shares of stock and obligations (including bonds, notes and other securities) not hereafter specifically pledged, paid, deposited or delivered under the Mortgage or covenanted so to be; (2) merchandise, equipment, materials or supplies held for the purpose of sale in the usual course of business or for consumption in the operation of any properties of the Company; (3) bills, notes and accounts receivable, and all contracts, leases and operating agreements not specifically pledged under the Mortgage or covenanted so to be; (4) electric energy and other materials or products generated, manufactured, produced or purchased by the Company for sale, distribution or use in the ordinary course of its business; and (5) any property heretofore released pursuant to any provisions of the Mortgage and not heretofore disposed of by the Company; provided, however, that the property and rights expressly excepted from the lien and operation of the Mortgage in the above subdivisions (2) and (3) shall (to the extent permitted by law) cease to be so excepted in the event that the Trustee or a receiver or trustee shall enter upon and take possession of the Mortgaged and Pledged Property in the manner provided in Article XII of the Original Mortgage by reason of the occurrence of a Completed Default as defined in said Article XII.

TO HAVE AND TO HOLD all such properties, real, personal and mixed, granted, bargained, sold, released, conveyed, assigned, transferred, mortgaged, pledged, set over or confirmed by the Company in the Mortgage as aforesaid, or intended so to be, unto the Trustee, and its successors, heirs and assigns forever.

IN TRUST NEVERTHELESS, for the same purposes and upon the same terms, trusts and conditions and subject to and with the same provisos and covenants as set forth in the Mortgage, this Fifty-second Supplemental Indenture being supplemental to the Mortgage.



AND IT IS HEREBY FURTHER CONFIRMED by the Company that all the terms, conditions, provisos, covenants and provisions contained in the Mortgage shall affect and apply to the property in the Mortgage described and conveyed, and to the estates, rights, obligations and duties of the Company and the Trustee and the beneficiaries of the trust with respect to said property, and to the Trustee and its successors in the trust, in the same manner and with the same effect as if the said property had been owned by the Company at the time of the execution of the Original Mortgage, and had been specifically and at length described in and conveyed to said Trustee by the Original Mortgage as a part of the property therein stated to be conveyed.

The Company further covenants and agrees to and with the Trustee and its successor or successors in such trust under the Mortgage, as follows:

#### **ARTICLE I**

##### **Amendments to Original Mortgage (as heretofore amended)**

SECTION 1. The Original Mortgage, as heretofore amended, is hereby further amended as set forth on Exhibit D hereto.

#### **ARTICLE II**

##### **Miscellaneous Provisions**

SECTION 1. The terms defined in the Original Mortgage shall, for all purposes of this Fifty-second Supplemental Indenture, have the meanings specified in the Original Mortgage.

SECTION 2. The Trustee hereby confirms its acceptance of the trusts in the Original Mortgage declared, provided, created or supplemented and agrees to perform the same upon the terms and conditions in the Original Mortgage set forth, including the following:

The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Fifty-second Supplemental Indenture or for or in respect of the recitals contained herein, all of which recitals are made by the Company solely. Each and every term and condition contained in Article XVI of the Original Mortgage shall apply to and form part of this Fifty-second Supplemental Indenture with the same force and effect as if the same were herein set forth in full, with such omissions, variations and insertions, if any, as may be appropriate to make the same conform to the provisions of this Fifty-second Supplemental Indenture.

SECTION 3. Whenever in this Fifty-second Supplemental Indenture either of the parties hereto is named or referred to, this shall, subject to the provisions of Articles XV and XVI of the Original Mortgage be deemed to include the successors and assigns of such party, and all the covenants and agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company, or by or on behalf of the Trustee, or either of them, shall, subject as aforesaid, bind and inure to the respective benefits of the respective successors and assigns of such parties, whether so expressed or not.

SECTION 4. Nothing in this Fifty-second Supplemental Indenture, expressed or implied, is intended, or shall be construed, to confer upon, or to give to, any person, firm or corporation, other than the parties hereto and the holders of the bonds and coupons Outstanding under the Mortgage, any right, remedy or claim under or by reason of this Fifty-second Supplemental Indenture or any covenant, condition, stipulation, promise or agreement hereof, and all the covenants, conditions, stipulations, promises and agreements in this Fifty-second Supplemental Indenture contained by or on behalf of the Company shall be for the sole and exclusive benefit of the parties hereto, and of the holders of the bonds and of the coupons Outstanding under the Mortgage.

SECTION 5. This Fifty-second Supplemental Indenture shall be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 6. The titles of the several Articles of this Fifty-second Supplemental Indenture shall not be deemed to be any part thereof.

IN WITNESS WHEREOF, on the 16<sup>th</sup> day of August, 2011, AVISTA CORPORATION has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by its President or one of its Vice Presidents, and its corporate seal to be attested by its Corporate Secretary or one of its Assistant Corporate Secretaries for and in its behalf, all in The City of Spokane, Washington, as of the day and year first above written; and on the 16<sup>th</sup> day of August, 2011, CITIBANK, N.A., has caused its corporate name to be hereunto affixed, and this instrument to be signed and sealed by its President or one of its Vice Presidents or one of its Senior Trust Officers or one of its Trust Officers and its corporate seal to be attested by one of its Vice Presidents or one of its Trust Officers, all in The City of New York, New York, as of the day and year first above written.

AVISTA CORPORATION

By: /s/ Mark T. Thies  
Name: Mark T. Thies  
Title: Senior Vice President and Chief Financial Officer

Attest:

/s/ Susan Y. Fleming  
Name: Susan Y. Fleming  
Title: Assistant Corporate Secretary

Executed, sealed and delivered  
by AVISTA CORPORATION  
in the presence of:

/s/ Ryan L. Krasselt  
Name: Ryan L. Krasselt  
Title: Director of Finance

/s/ Damien T. Lysiak  
Name: Damien T. Lysiak  
Title: Treasury Analyst

CITIBANK, N.A., AS TRUSTEE

By: /s/ Wafaa Orfy

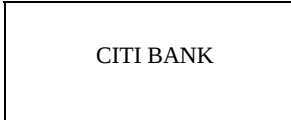
Name: Wafaa Orfy  
Title: Vice President

Attest:

/s/ Louis Piscitelli

Name: Louis Piscitelli  
Title: Vice President

Executed, sealed and delivered  
by CITIBANK, N.A.,  
as trustee, in the presence of:



/s/ John Hannon

Name: John Hannon

/s/ Cirino Emanuele

Name: Cirino Emanuele

STATE OF WASHINGTON )  
 ) ss.:  
COUNTY OF SPOKANE )

On the 16<sup>th</sup> day of August, 2011, before me personally appeared Mark T. Thies, to me known to be a Senior Vice President and the Chief Financial Officer of AVISTA CORPORATION, one of the corporations that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said Corporation for the uses and purposes therein mentioned and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said Corporation.

On the 16<sup>th</sup> day of August, 2011, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mark T. Thies, known to me to be a Senior Vice President and the Chief Financial Officer of AVISTA CORPORATION, one of the corporations that executed the within and foregoing instrument and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/s/ Rae An Cornell  
Notary Public

RAE AN CORNELL  
Notary Public  
State Of Washington  
Commission Expires January 29, 2014

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the 10<sup>th</sup> day of August, 2011, before me personally appeared Wafaa Orfy, to me known to be a Vice President of CITIBANK, N.A., one of the corporations that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said Corporation for the uses and purposes therein mentioned and on oath stated that he was authorized to execute said instrument and that the seal affixed is the corporate seal of said Corporation.

On the 10<sup>th</sup> day of August, 2011, before me, a Notary Public in and for the State and County aforesaid, personally appeared Wafaa Orfy, known to me to be a Vice President of CITIBANK, N.A., one of the corporations that executed the within and foregoing instrument and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

/s/ Noreen Iris Santos

Notary Public

NOREEN IRIS SANTOS  
Notary Public, State Of New York  
Registration #01SA6228750  
Qualified in Nassau County  
Commission Expires Sept. 27, 2014

## MORTGAGE, SUPPLEMENTAL INDENTURES

AND SERIES OF BONDS

| <u>MORTGAGE OR<br/>SUPPLEMENTAL<br/>INDENTURE</u> | <u>DATED AS OF</u> | <u>SERIES</u> |                        | <u>PRINCIPAL<br/>AMOUNT<br/>ISSUED</u> | <u>PRINCIPAL<br/>AMOUNT<br/>OUTSTANDING</u> |
|---|--------------------|---------------|------------------------|--|---|
|   |                    | <u>NO.</u>    | <u>DESIGNATION</u>     |  |   |
| Original  | June 1, 1939       | 1             | 3-1/2% Series due 1964 | \$22,000,000                           | None  |
| First   | October 1, 1952    | 2             | 3-3/4% Series due 1982 | 30,000,000                             | None  |
| Second  | May 1, 1953        | 3             | 3-7/8% Series due 1983 | 10,000,000                             | None  |
| Third   | December 1, 1955   |               | None                   |  |   |
| Fourth  | March 15, 1957     |               | None                   |  |   |
| Fifth   | July 1, 1957       | 4             | 4-7/8% Series due 1987 | 30,000,000                             | None  |
| Sixth   | January 1, 1958    | 5             | 4-1/8% Series due 1988 | 20,000,000                             | None  |
| Seventh   | August 1, 1958     | 6             | 4-3/8% Series due 1988 | 15,000,000                             | None  |
| Eighth  | January 1, 1959    | 7             | 4-3/4% Series due 1989 | 15,000,000                             | None  |
| Ninth   | January 1, 1960    | 8             | 5-3/8% Series due 1990 | 10,000,000                             | None  |
| Tenth   | April 1, 1964      | 9             | 4-5/8% Series due 1994 | 30,000,000                             | None  |
| Eleventh  | March 1, 1965      | 10            | 4-5/8% Series due 1995 | 10,000,000                             | None  |
| Twelfth   | May 1, 1966        |               | None                   |  |   |
| Thirteenth  | August 1, 1966     | 11            | 6 % Series due 1996    | 20,000,000                             | None  |
| Fourteenth  | April 1, 1970      | 12            | 9-1/4% Series due 2000 | 20,000,000                             | None  |
| Fifteenth   | May 1, 1973        | 13            | 7-7/8% Series due 2003 | 20,000,000                             | None  |
| Sixteenth   | February 1, 1975   | 14            | 9-3/8% Series due 2005 | 25,000,000                             | None  |
| Seventeenth                                       | November 1, 1976   | 15            | 8-3/4% Series due 2006 | 30,000,000                             | None  |

| MORTGAGE OR<br>SUPPLEMENTAL<br>INDENTURE | DATED AS OF       | SERIES |   | PRINCIPAL<br>AMOUNT<br>ISSUED | PRINCIPAL<br>AMOUNT<br>OUTSTANDING |
|--|-------------------|--------|---|-------------------------------|------------------------------------|
|  |                   | NO.    | DESIGNATION   |                               |                                    |
| Eighteenth                               | June 1, 1980      |        | None  |                               |                                    |
| Nineteenth                               | January 1, 1981   | 16     | 14-1/8% Series due 1991   | 40,000,000                    | None                               |
| Twentieth                                | August 1, 1982    | 17     | 15-3/4% Series due 1990-1992                                      | 60,000,000                    | None                               |
| Twenty-First                             | September 1, 1983 | 18     | 13-1/2% Series due 2013   | 60,000,000                    | None                               |
| Twenty-Second                            | March 1, 1984     | 19     | 13-1/4% Series due 1994   | 60,000,000                    | None                               |
| Twenty-Third                             | December 1, 1986  | 20     | 9-1/4% Series due 2016  | 80,000,000                    | None                               |
| Twenty-Fourth                            | January 1, 1988   | 21     | 10-3/8% Series due 2018   | 50,000,000                    | None                               |
| Twenty-Fifth                             | October 1, 1989   | 22     | 7-1/8% Series due 2013  | 66,700,000                    | None                               |
|  |                   | 23     | 7-2/5% Series due 2016  | 17,000,000                    | None                               |
| Twenty-Sixth                             | April 1, 1993     | 24     | Secured Medium-Term Notes,<br>Series A (\$250,000,000 authorized) | 250,000,000                   | 43,000,000                         |
| Twenty-Seventh                           | January 1, 1994   | 25     | Secured Medium-Term Notes,<br>Series B (\$250,000,000 authorized) | 161,000,000                   | None                               |
| Twenty-Eighth                            | September 1, 2001 | 26     | Collateral Series due 2002  | 220,000,000                   | None                               |
| Twenty-Ninth                             | December 1, 2001  | 27     | 7.75% Series due 2007   | 150,000,000                   | None                               |
| Thirtieth                                | May 1, 2002       | 28     | Collateral Series due 2003  | 225,000,000                   | None                               |
| Thirty-first                             | May 1, 2003       | 29     | Collateral Series due 2004  | 245,000,000                   | None                               |
| Thirty-second                            | September 1, 2003 | 30     | 6.125% Series due 2013  | 45,000,000                    | None                               |



| MORTGAGE OR<br>SUPPLEMENTAL<br>INDENTURE | DATED AS OF       | SERIES |                            | PRINCIPAL<br>AMOUNT<br>ISSUED | PRINCIPAL<br>AMOUNT<br>OUTSTANDING |
|--|-------------------|--------|----------------------------|-------------------------------|------------------------------------|
|  |                   | NO.    | DESIGNATION                |                               |                                    |
| Thirty-third                             | May 1, 2004       | 31     | Collateral Series due 2005 | 350,000,000                   | None                               |
| Thirty-fourth                            | November 1, 2004  | 32     | 5.45% Series due 2019      | 90,000,000                    | 90,000,000                         |
| Thirty-fifth                             | December 1, 2004  | 33     | Collateral Series 2004A    | 88,850,000                    | 25,000,000                         |
| Thirty-sixth                             | December 1, 2004  | 34     | Collateral Series 2004B    | 66,700,000                    | None                               |
|  |                   | 35     | Collateral Series 2004C    | 17,000,000                    | None                               |
| Thirty-seventh                           | December 1, 2004  | 36     | Collateral Series 2004D    | 350,000,000                   | None                               |
| Thirty-eighth                            | May 1, 2005       | 37     | Collateral Series 2005B    | 66,700,000                    | None                               |
|  |                   | 38     | Collateral Series 2005C    | 17,000,000                    | None                               |
| Thirty-ninth                             | November 1, 2005  | 39     | 6.25% Series due 2035      | 100,000,000                   | 100,000,000                        |
|  |                   |        |                            | 50,000,000                    | 50,000,000                         |
| Fortieth                                 | April 1, 2006     | 40     | Collateral Series due 2011 | 320,000,000                   | None                               |
| Forty-first                              | December 1, 2006  | 41     | 5.70% Series due 2037      | 150,000,000                   | 150,000,000                        |
| Forty-second                             | April 1, 2008     | 42     | 5.95% Series due 2018      | 250,000,000                   | 250,000,000                        |
| Forty-third                              | November 1, 2008  | 43     | Collateral Series 2008A    | 200,000,000                   | None                               |
| Forty-fourth                             | December 1, 2008  | 44     | 7.25% Series due 2013      | 30,000,000                    | None                               |
| Forty-fifth                              | December 1, 2008  | 45     | Collateral Series 2008B    | 17,000,000                    | None                               |
| Forty-sixth                              | September 1, 2009 | 46     | 5.125% Series due 2022     | 250,000,000                   | 250,000,000                        |
| Forty-seventh                            | September 1, 2009 | 47     | Collateral Series 2009A    | 75,000,000                    | None                               |

| MORTGAGE OR<br>SUPPLEMENTAL<br>INDENTURE | DATED AS OF      | SERIES |                         | PRINCIPAL<br>AMOUNT<br>ISSUED | PRINCIPAL<br>AMOUNT<br>OUTSTANDING |
|--|------------------|--------|-------------------------|-------------------------------|------------------------------------|
|  |                  | NO.    | DESIGNATION             |                               |                                    |
| Forty-eighth                             | December 1, 2010 | 48     | Collateral Series 2010A | 66,700,000                    | 66,700,000                         |
|  |                  | 49     | Collateral Series 2010B | 17,000,000                    | 17,000,000                         |
| Forty-ninth                              | December 1, 2010 | 50     | 3.89% Series due 2020   | 52,000,000                    | 52,000,000                         |
|  |                  | 51     | 5.55% Series due 2040   | 35,000,000                    | 35,000,000                         |
| Fiftieth                                 | December 1, 2010 | 52     | 1.68% Series due 2013   | 50,000,000                    | 50,000,000                         |
| Fifty-first                              | February 1, 2011 | 53     | Collateral Series 2011A | 400,000,000                   | 400,000,000                        |

**FILING AND RECORDING OF  
FORTY-EIGHTH SUPPLEMENTAL INDENTURE**

FILING IN STATE OFFICES

| State      | Office of          | Date    | Financing Statement Document Number |
|------------|--------------------|---------|-------------------------------------|
| Washington | Secretary of State | 1/26/11 | 2011-026-8681-3                     |
| Idaho      | Secretary of State | 1/26/11 | B201110884539                       |
| Montana    | Secretary of State | 1/26/11 | 5814233649                          |
| Oregon     | Secretary of State | 2/7/11  | 8718041                             |

RECORDING IN COUNTY OFFICES

| County                   | Office of | Date    | Real Estate Mortgage Records |      |      | Financing Statement Document Number |
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|                          |           |         | Document Number              | Book | Page |                                     |
| <b><u>Washington</u></b> |           |         |                              |      |      |                                     |
| Adams                    | Auditor   | 1/24/11 | 296972                       | N/A  | N/A  | N/A                                 |
| Asotin                   | Auditor   | 1/24/11 | 322921                       | N/A  | N/A  | N/A                                 |
| Benton                   | Auditor   | 1/24/11 | 2011-002671                  | N/A  | N/A  | N/A                                 |
| Douglas                  | Auditor   | 1/24/11 | 3149247                      | N/A  | N/A  | N/A                                 |
| Ferry                    | Auditor   | 1/24/11 | 277851                       | N/A  | N/A  | N/A                                 |
| Franklin                 | Auditor   | 1/24/11 | 1761729                      | N/A  | N/A  | N/A                                 |
| Garfield                 | Auditor   | 1/26/11 | 20110032                     | N/A  | N/A  | N/A                                 |
| Grant                    | Auditor   | 2/7/11  | 1282234                      | N/A  | N/A  | N/A                                 |
| Klickitat                | Auditor   | 1/24/11 | 1091802                      | N/A  | N/A  | N/A                                 |
| Lewis                    | Auditor   | 1/24/11 | 3357179                      | N/A  | N/A  | N/A                                 |
| Lincoln                  | Auditor   | 1/24/11 | 2011-0457249                 | 103  | 1629 | N/A                                 |
| Pend Oreille             | Auditor   | 1/24/11 | 20110307614                  | N/A  | N/A  | N/A                                 |
| Skamania                 | Auditor   | 1/24/11 | 2011177543                   | N/A  | N/A  | N/A                                 |
| Spokane                  | Auditor   | 1/28/11 | 5974473                      | N/A  | N/A  | N/A                                 |
| Stevens                  | Auditor   | 1/24/11 | 2011 0000545                 | N/A  | N/A  | N/A                                 |
| Thurston                 | Auditor   | 2/3/11  | 4196037                      | N/A  | N/A  | N/A                                 |
| Whitman                  | Auditor   | 1/24/11 | 703024                       | N/A  | N/A  | N/A                                 |

RECORDING IN COUNTY OFFICES

| County                      | Office of        | Date    | Real Estate Mortgage Records |      |       | Financing Statement Document Number |
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|                             |                  |         | Document Number              | Book | Page  |                                     |
| <b><u>Idaho</u></b>         |                  |         |                              |      |       |                                     |
| Benewah                     | Recorder         | 1/24/11 | 259252                       | N/A  | N/A   | N/A                                 |
| Bonner                      | Recorder         | 1/24/11 | 804978                       | N/A  | N/A   | N/A                                 |
| <b><u>Idaho (cont.)</u></b> |                  |         |                              |      |       |                                     |
| Boundary                    | Recorder         | 1/24/11 | 249147                       | N/A  | N/A   | N/A                                 |
| Clearwater                  | Recorder         | 1/24/11 | 216073                       | N/A  | N/A   | N/A                                 |
| Idaho                       | Recorder         | 1/24/11 | 476709                       | N/A  | N/A   | N/A                                 |
| Kootenai                    | Recorder         | 1/24/11 | 2299912000                   | N/A  | N/A   | N/A                                 |
| Latah                       | Recorder         | 1/24/11 | 542441                       | N/A  | N/A   | N/A                                 |
| Lewis                       | Recorder         | 1/24/11 | 139117                       | N/A  | N/A   | N/A                                 |
| Nez Perce                   | Recorder         | 1/24/11 | 788181                       | N/A  | N/A   | N/A                                 |
| Shoshone                    | Recorder         | 1/24/11 | 461214                       | N/A  | N/A   | N/A                                 |
| <b><u>Montana</u></b>       |                  |         |                              |      |       |                                     |
| Big Horn                    | Clerk & Recorder | 1/25/11 | 343779                       | 114  | 635   | N/A                                 |
| Broadwater                  | Clerk & Recorder | 1/24/11 | 164831                       | 134  | 922   | N/A                                 |
| Golden Valley               | Clerk & Recorder | 1/24/11 | 80598                        | M    | 15178 | N/A                                 |
| Meagher                     | Clerk & Recorder | 1/24/11 | 138065                       | N/A  | N/A   | N/A                                 |
| Mineral                     | Clerk & Recorder | 1/24/11 | 107543                       | N/A  | N/A   | N/A                                 |
| Rosebud                     | Clerk & Recorder | 1/25/11 | 108032                       | 131  | 565   | N/A                                 |
| Sanders                     | Clerk & Recorder | 1/24/11 | 71395                        | N/A  | N/A   | N/A                                 |
| Stillwater                  | Clerk & Recorder | 1/24/11 | 346627                       | N/A  | N/A   | N/A                                 |
| Treasure                    | Clerk & Recorder | 1/24/11 | 81362                        | 19   | 671   | N/A                                 |
| Wheatland                   | Clerk & Recorder | 1/24/11 | 106729                       | M    | 22722 | N/A                                 |
| Yellowstone                 | Clerk & Recorder | 1/24/11 | 3577660                      | N/A  | N/A   | N/A                                 |
| <b><u>Oregon</u></b>        |                  |         |                              |      |       |                                     |
| Douglas                     | Recorder         | 1/24/11 | 2011-002241                  | N/A  | N/A   | N/A                                 |
| Jackson                     | Recorder         | 1/24/11 | 2011-002843                  | N/A  | N/A   | N/A                                 |
| Josephine                   | Recorder         | 1/25/11 | 2011-001072                  | N/A  | N/A   | N/A                                 |
| Klamath                     | Recorder         | 1/25/11 | 2011-000891                  | N/A  | N/A   | N/A                                 |
| Morrow                      | Recorder         | 1/24/11 | 2011-27506                   | N/A  | N/A   | N/A                                 |

RECORDING IN COUNTY OFFICES

| County  | Office of | Real Estate Mortgage Records |                 |      |      | Financing Statement Document Number |
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| Union   | Recorder  | 1/25/11                      | 20110279        | N/A  | N/A  | N/A                                 |
| Wallowa | Recorder  | 1/25/11                      | 64846           | N/A  | N/A  | N/A                                 |

**FILING AND RECORDING OF  
FORTY-NINTH SUPPLEMENTAL INDENTURE**

FILING IN STATE OFFICES

| State      | Office of          | Date    | Financing Statement Document Number |
|------------|--------------------|---------|-------------------------------------|
| Washington | Secretary of State | 1/31/11 | 2011-033-0419-8                     |
| Idaho      | Secretary of State | 1/31/11 | B 2011-1088660-4                    |
| Montana    | Secretary of State | 1/31/11 | 581478700                           |
| Oregon     | Secretary of State | 2/11/11 | 8719778                             |

RECORDING IN COUNTY OFFICES

| County                   | Office of | Real Estate Mortgage Records |                 |      |      | Financing Statement Document Number |
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|                          |           | Date                         | Document Number | Book | Page |                                     |
| <b><u>Washington</u></b> |           |                              |                 |      |      |                                     |
| Adams                    | Auditor   | 2/7/11                       | 297111          | N/A  | N/A  | N/A                                 |
| Asotin                   | Auditor   | 2/7/11                       | 323152          | N/A  | N/A  | N/A                                 |
| Benton                   | Auditor   | 2/8/11                       | 2011-004294     | N/A  | N/A  | N/A                                 |
| Douglas                  | Auditor   | 2/7/11                       | 3149591         | N/A  | N/A  | N/A                                 |
| Ferry                    | Auditor   | 2/7/11                       | 277916          | N/A  | N/A  | N/A                                 |
| Franklin                 | Auditor   | 2/7/11                       | 1762389         | N/A  | N/A  | N/A                                 |
| Garfield                 | Auditor   | 2/7/11                       | 20110049        | N/A  | N/A  | N/A                                 |
| Grant                    | Auditor   | 2/7/11                       | 1282301         | N/A  | N/A  | N/A                                 |
| Klickitat                | Auditor   | 2/8/11                       | 1092008         | N/A  | N/A  | N/A                                 |
| Lewis                    | Auditor   | 2/7/11                       | 3357891         | N/A  | N/A  | N/A                                 |
| Lincoln                  | Auditor   | 2/7/11                       | 2011 0457354    | 103  | 2065 | N/A                                 |
| Pend Oreille             | Auditor   | 2/7/11                       | 20110307737     | N/A  | N/A  | N/A                                 |
| Skamania                 | Auditor   | 2/7/11                       | 2011177642      | N/A  | N/A  | N/A                                 |
| Spokane                  | Auditor   | 2/7/11                       | 5977474         | N/A  | N/A  | N/A                                 |
| Stevens                  | Auditor   | 2/7/11                       | 2011 0000961    | N/A  | N/A  | N/A                                 |
| Thurston                 | Auditor   | 2/8/11                       | 4196708         | N/A  | N/A  | N/A                                 |

RECORDING IN COUNTY OFFICES

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| Whitman                     | Auditor          | 2/7/11  | 703248                       | N/A  | N/A   | N/A                                 |
| <b><u>Idaho</u></b>         |                  |         |                              |      |       |                                     |
| Benewah                     | Recorder         | 2/14/11 | 259373                       | N/A  | N/A   | N/A                                 |
| Bonner                      | Recorder         | 2/7/11  | 805592                       | N/A  | N/A   | N/A                                 |
| Boundary                    | Recorder         | 2/7/11  | 249293                       | N/A  | N/A   | N/A                                 |
| <b><u>Idaho (cont.)</u></b> |                  |         |                              |      |       |                                     |
| Clearwater                  | Recorder         | 2/7/11  | 216155                       | N/A  | N/A   | N/A                                 |
| Idaho                       | Recorder         | 2/7/11  | 476859                       | N/A  | N/A   | N/A                                 |
| Kootenai                    | Recorder         | 2/7/11  | 2301833000                   | N/A  | N/A   | N/A                                 |
| Latah                       | Recorder         | 2/7/11  | 542728                       | N/A  | N/A   | N/A                                 |
| Lewis                       | Recorder         | 2/7/11  | 139172                       | N/A  | N/A   | N/A                                 |
| Nez Perce                   | Recorder         | 2/7/11  | 788729                       | N/A  | N/A   | N/A                                 |
| Shoshone                    | Recorder         | 2/7/11  | 461383                       | N/A  | N/A   | N/A                                 |
| <b><u>Montana</u></b>       |                  |         |                              |      |       |                                     |
| Big Horn                    | Clerk & Recorder | 2/8/11  | 343834                       | 114  | 865   | N/A                                 |
| Broadwater                  | Clerk & Recorder | 2/7/11  | 164916                       | 135  | 249   | N/A                                 |
| Golden Valley               | Clerk & Recorder | 2/8/11  | 80616                        | M    | 15240 | N/A                                 |
| Meagher                     | Clerk & Recorder | 2/7/11  | 138094                       | N/A  | N/A   | N/A                                 |
| Mineral                     | Clerk & Recorder | 2/7/11  | 107601                       | N/A  | N/A   | N/A                                 |
| Rosebud                     | Clerk & Recorder | 2/8/11  | 108091                       | 131  | 762   | N/A                                 |
| Sanders                     | Clerk & Recorder | 2/7/11  | 71518                        | N/A  | N/A   | N/A                                 |
| Stillwater                  | Clerk & Recorder | 2/7/11  | 346784                       | N/A  | N/A   | N/A                                 |
| Treasure                    | Clerk & Recorder | 2/7/11  | 81379                        | 19   | 704   | N/A                                 |
| Wheatland                   | Clerk & Recorder | 2/7/11  | 106755                       | M    | 22833 | N/A                                 |
| Yellowstone                 | Clerk & Recorder | 2/7/11  | 3579107                      | N/A  | N/A   | N/A                                 |
| <b><u>Oregon</u></b>        |                  |         |                              |      |       |                                     |
| Douglas                     | Recorder         | 2/7/11  | 2011-002889                  | N/A  | N/A   | N/A                                 |
| Jackson                     | Recorder         | 2/9/11  | 2011-004439                  | N/A  | N/A   | N/A                                 |
| Josephine                   | Recorder         | 2/8/11  | 2011-001686                  | N/A  | N/A   | N/A                                 |

## RECORDING IN COUNTY OFFICES

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| Klamath                      | Recorder  | 2/9/11 | 2011-001468        | N/A  | N/A  | N/A                             |
| Morrow                       | Recorder  | 2/7/11 | 2011-27584         | N/A  | N/A  | N/A                             |
| Union                        | Recorder  | 2/7/11 | 20110428           | N/A  | N/A  | N/A                             |
| Wallowa                      | Recorder  | 2/7/11 | 64910              | N/A  | N/A  | N/A                             |

B-2-21



**FILING AND RECORDING OF  
FIFTIETH SUPPLEMENTAL INDENTURE**

FILING IN STATE OFFICES

| State      | Office of          | Date    | Financing<br>Statement<br>Document Number |
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| Washington | Secretary of State | 2/7/11  | 2011-039-1926-2                           |
| Idaho      | Secretary of State | 2/7/11  | B 2011-1088879-7                          |
| Montana    | Secretary of State | 2/7/11  | 581568043                                 |
| Oregon     | Secretary of State | 2/11/11 | 8721935                                   |

RECORDING IN COUNTY OFFICES

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|                          |           | Date                         | Document<br>Number | Book | Page |  |
| <b><u>Washington</u></b> |           |                              |                    |      |      |  |
| Adams                    | Auditor   | 2/7/11                       | 297112             | N/A  | N/A  | N/A  |
| Asotin                   | Auditor   | 2/7/11                       | 323153             | N/A  | N/A  | N/A  |
| Benton                   | Auditor   | 2/8/11                       | 2011-004295        | N/A  | N/A  | N/A  |
| Douglas                  | Auditor   | 2/7/11                       | 3149592            | N/A  | N/A  | N/A  |
| Ferry                    | Auditor   | 2/7/11                       | 277917             | N/A  | N/A  | N/A  |
| Franklin                 | Auditor   | 2/7/11                       | 1762390            | N/A  | N/A  | N/A  |
| Garfield                 | Auditor   | 2/7/11                       | 20110050           | N/A  | N/A  | N/A  |
| Grant                    | Auditor   | 2/7/11                       | 1282302            | N/A  | N/A  | N/A  |
| Klickitat                | Auditor   | 2/8/11                       | 1092009            | N/A  | N/A  | N/A  |
| Lewis                    | Auditor   | 2/7/11                       | 3357892            | N/A  | N/A  | N/A  |
| Lincoln                  | Auditor   | 2/7/11                       | 2011 0457355       | 103  | 2101 | N/A  |
| Pend Oreille             | Auditor   | 2/7/11                       | 20110307738        | N/A  | N/A  | N/A  |
| Skamania                 | Auditor   | 2/7/11                       | 2011177643         | N/A  | N/A  | N/A  |
| Spokane                  | Auditor   | 2/7/11                       | 5977475            | N/A  | N/A  | N/A  |
| Stevens                  | Auditor   | 2/7/11                       | 2011 0000962       | N/A  | N/A  | N/A  |
| Thurston                 | Auditor   | 2/8/11                       | 4196709            | N/A  | N/A  | N/A  |
| Whitman                  | Auditor   | 2/7/11                       | 703249             | N/A  | N/A  | N/A  |

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| <b><u>Idaho</u></b>         |                  |         |                              |      |       |                                     |
| Benewah                     | Recorder         | 2/14/11 | 259374                       | N/A  | N/A   | N/A                                 |
| Bonner                      | Recorder         | 2/7/11  | 805593                       | N/A  | N/A   | N/A                                 |
| Boundary                    | Recorder         | 2/7/11  | 249294                       | N/A  | N/A   | N/A                                 |
| Clearwater                  | Recorder         | 2/7/11  | 216156                       | N/A  | N/A   | N/A                                 |
| <b><u>Idaho (cont.)</u></b> |                  |         |                              |      |       |                                     |
| Idaho                       | Recorder         | 2/7/11  | 476860                       | N/A  | N/A   | N/A                                 |
| Kootenai                    | Recorder         | 2/7/11  | 2301834000                   | N/A  | N/A   | N/A                                 |
| Latah                       | Recorder         | 2/7/11  | 542729                       | N/A  | N/A   | N/A                                 |
| Lewis                       | Recorder         | 2/7/11  | 139173                       | N/A  | N/A   | N/A                                 |
| Nez Perce                   | Recorder         | 2/7/11  | 788731                       | N/A  | N/A   | N/A                                 |
| Shoshone                    | Recorder         | 2/7/11  | 461384                       | N/A  | N/A   | N/A                                 |
| <b><u>Montana</u></b>       |                  |         |                              |      |       |                                     |
| Big Horn                    | Clerk & Recorder | 2/8/11  | 343835                       | 114  | 901   | N/A                                 |
| Broadwater                  | Clerk & Recorder | 2/7/11  | 164917                       | 135  | 285   | N/A                                 |
| Golden Valley               | Clerk & Recorder | 2/8/11  | 80617                        | M    | 15276 | N/A                                 |
| Meagher                     | Clerk & Recorder | 2/7/11  | 138095                       | N/A  | N/A   | N/A                                 |
| Mineral                     | Clerk & Recorder | 2/7/11  | 107602                       | N/A  | N/A   | N/A                                 |
| Rosebud                     | Clerk & Recorder | 2/8/11  | 108092                       | 131  | 798   | N/A                                 |
| Sanders                     | Clerk & Recorder | 2/7/11  | 71519                        | N/A  | N/A   | N/A                                 |
| Stillwater                  | Clerk & Recorder | 2/7/11  | 346785                       | N/A  | N/A   | N/A                                 |
| Treasure                    | Clerk & Recorder | 2/7/11  | 81380                        | 19   | 740   | N/A                                 |
| Wheatland                   | Clerk & Recorder | 2/7/11  | 106756                       | M    | 22869 | N/A                                 |
| Yellowstone                 | Clerk & Recorder | 2/7/11  | 3579108                      | N/A  | N/A   | N/A                                 |
| <b><u>Oregon</u></b>        |                  |         |                              |      |       |                                     |
| Douglas                     | Recorder         | 2/7/11  | 2011-002890                  | N/A  | N/A   | N/A                                 |
| Jackson                     | Recorder         | 2/9/11  | 2011-004440                  | N/A  | N/A   | N/A                                 |
| Josephine                   | Recorder         | 2/8/11  | 2011-001687                  | N/A  | N/A   | N/A                                 |
| Klamath                     | Recorder         | 2/9/11  | 2011-001469                  | N/A  | N/A   | N/A                                 |
| Morrow                      | Recorder         | 2/7/11  | 2011-27585                   | N/A  | N/A   | N/A                                 |
| Union                       | Recorder         | 2/7/11  | 20110429                     | N/A  | N/A   | N/A                                 |
| Wallowa                     | Recorder         | 2/7/11  | 64911                        | N/A  | N/A   | N/A                                 |

**FILING AND RECORDING OF  
FIFTY-FIRST SUPPLEMENTAL INDENTURE**

FILING IN STATE OFFICES

| <u>State</u> | <u>Office of</u>   | <u>Date</u> | <u>Financing Statement Document Number</u> |
|--------------|--------------------|-------------|--|
| Washington   | Secretary of State | 3/21/11     | 2011-081-1884-4                            |
| Idaho        | Secretary of State | 3/31/11     | B 2011-1090402-7                           |
| Montana      | Secretary of State | 3/21/11     | 582035841                                  |
| Oregon       | Secretary of State | 3/21/11     | 8745521                                    |

RECORDING IN COUNTY OFFICES

| <u>County</u>            | <u>Office of</u> | <u>Real Estate Mortgage Records</u> |                        |             |             | <u>Financing Statement Document Number</u> |
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| <b><u>Washington</u></b> |                  |                                     |                        |             |             |  |
| Adams                    | Auditor          | 3/21/11                             | 297473                 | N/A         | N/A         | N/A  |
| Asotin                   | Auditor          | 3/21/11                             | 323790                 | N/A         | N/A         | N/A  |
| Benton                   | Auditor          | 3/24/01                             | 2011-008705            | N/A         | N/A         | N/A  |
| Douglas                  | Auditor          | 3/21/11                             | 3150526                | N/A         | N/A         | N/A  |
| Ferry                    | Auditor          | 3/22/11                             | 278097                 | N/A         | N/A         | N/A  |
| Franklin                 | Auditor          | 3/21/11                             | 1764120                | N/A         | N/A         | N/A  |
| Garfield                 | Auditor          | 3/22/11                             | 20110150               | N/A         | N/A         | N/A  |
| Grant                    | Auditor          | 3/22/11                             | 1284205                | N/A         | N/A         | N/A  |
| Klickitat                | Auditor          | 4/1/11                              | 1092677                | N/A         | N/A         | N/A  |
| Lewis                    | Auditor          | 3/21/11                             | 3359825                | N/A         | N/A         | N/A  |
| Lincoln                  | Auditor          | 3/21/11                             | 2011-0457647           | 103         | 3216        | N/A  |
| Pend Oreille             | Auditor          | 3/21/11                             | 20110308105            | N/A         | N/A         | N/A  |
| Skamania                 | Auditor          | 3/28/11                             | 2011177945             | N/A         | N/A         | N/A  |
| Spokane                  | Auditor          | 3/30/11                             | 5989697                | N/A         | N/A         | N/A  |
| Stevens                  | Auditor          | 4/5/11                              | 2011-0002373           | N/A         | N/A         | N/A  |
| Thurston                 | Auditor          | 4/4/11                              | 4205071                | N/A         | N/A         | N/A  |
| Whitman                  | Auditor          | 3/22/11                             | 703888                 | N/A         | N/A         | N/A  |
| <b><u>Idaho</u></b>      |                  |                                     |                        |             |             |  |
| Benewah                  | Recorder         | 3/21/11                             | 259574                 | N/A         | N/A         | N/A  |
| Bonner                   | Recorder         | 3/21/11                             | 807302                 | N/A         | N/A         | N/A  |

RECORDING IN COUNTY OFFICES

Real Estate Mortgage Records

| County                      | Office of        | Date    | Document Number | Book | Page  | Financing Statement Document Number |
|-----------------------------|------------------|---------|-----------------|------|-------|-------------------------------------|
| Boundary                    | Recorder         | 3/21/11 | 250076          | N/A  | N/A   | N/A                                 |
| <b><u>Idaho (cont.)</u></b> |                  |         |                 |      |       |                                     |
| Clearwater                  | Recorder         | 3/21/11 | 216456          | N/A  | N/A   | N/A                                 |
| Idaho                       | Recorder         | 3/21/11 | 477734          | N/A  | N/A   | N/A                                 |
| Kootenai                    | Recorder         | 3/21/11 | 2306752000      | N/A  | N/A   | N/A                                 |
| Latah                       | Recorder         | 3/21/11 | 543381          | N/A  | N/A   | N/A                                 |
| Lewis                       | Recorder         | 3/21/11 | 139282          | N/A  | N/A   | N/A                                 |
| Nez Perce                   | Recorder         | 3/21/11 | 789902          | N/A  | N/A   | N/A                                 |
| Shoshone                    | Recorder         | 3/21/11 | 461833          | N/A  | N/A   | N/A                                 |
| <b><u>Montana</u></b>       |                  |         |                 |      |       |                                     |
| Big Horn                    | Clerk & Recorder | 3/21/11 | 343989          | 115  | 399   | N/A                                 |
| Broadwater                  | Clerk & Recorder | 3/21/11 | 165132          | 136  | 62    | N/A                                 |
| Golden Valley               | Clerk & Recorder | 3/21/11 | 80670           | M    | 15332 | N/A                                 |
| Meagher                     | Clerk & Recorder | 3/22/11 | 138171          | N/A  | N/A   | N/A                                 |
| Mineral                     | Clerk & Recorder | 3/21/11 | 107717          | N/A  | N/A   | N/A                                 |
| Rosebud                     | Clerk & Recorder | 3/22/11 | 108235          | 132  | 181   | N/A                                 |
| Sanders                     | Clerk & Recorder | 3/21/11 | 71791           | N/A  | N/A   | N/A                                 |
| Stillwater                  | Clerk & Recorder | 3/21/11 | 347172          | N/A  | N/A   | N/A                                 |
| Treasure                    | Clerk & Recorder | 3/21/11 | 81421           | 19   | 816   | N/A                                 |
| Wheatland                   | Clerk & Recorder | 3/21/11 | 106827          | M    | 22972 | N/A                                 |
| Yellowstone                 | Clerk & Recorder | 3/21/11 | 3582598         | N/A  | N/A   | N/A                                 |
| <b><u>Oregon</u></b>        |                  |         |                 |      |       |                                     |
| Douglas                     | Recorder         | 3/21/11 | 2011-005153     | N/A  | N/A   | N/A                                 |
| Jackson                     | Recorder         | 3/24/11 | 2011-009143     | N/A  | N/A   | N/A                                 |
| Josephine                   | Recorder         | 3/22/11 | 2011-003616     | N/A  | N/A   | N/A                                 |
| Klamath                     | Recorder         | 3/22/11 | 2011-003856     | N/A  | N/A   | N/A                                 |
| Morrow                      | Recorder         | 3/22/11 | 2011-27782      | N/A  | N/A   | N/A                                 |
| Union                       | Recorder         | 3/22/11 | 20110924        | N/A  | N/A   | N/A                                 |
| Wallowa                     | Recorder         | 3/22/11 | 65160           | N/A  | N/A   | N/A                                 |

**PROPERTY ADDITIONS****First**

**THE ADDITIONAL ELECTRIC SUBSTATIONS AND SUBSTATION SITES OF THE COMPANY**, in the State of Washington, including all buildings, structures, towers, poles, equipment, appliances and devices for transforming, converting and distributing electric energy, and the lands of the company on which the same are situated and all of the company's real estate and interests therein, machinery, equipment, appliances, devices, appurtenances and supplies, franchises, permits and other rights and other property forming a part of said substations or any of them, or used or enjoyed or capable of being used or enjoyed in connection with any thereof, including, but not limited to, the following situated in the State of Washington, to wit:

1. Spokane County, Washington: "Hillyard 115kV Sub"; Property No. WA-32-083; Grantor: Terryfour, LLC, Merilee Tombari Moser 1994 Trust, and David & Susan Hamer; Portion of Lot 6, All of Lots 7, 8, 9, 10, Block 3, Hillyard Acre Tracts in NE/4, Section 34, Township 26 North, Range 43 East, W.M.
2. Spokane County, Washington: "Garden Springs 115kV Sub"; Property No. WA-32-054; Grantor: James D. and Carol M. Prather; Portion of SW/4 SE/4 in Section 27, Township 25 North, Range 42 East, W.M.
3. Spokane County, Washington: "Garden Springs 115kV Sub"; Property No. WA-32-054; Grantor: Jereal L. Hill; Portion of SE/4 in Section 27, Township 25 North, Range 42 East, W.M.
4. Spokane County, Washington: "Southeast 115kV Sub"; Property No. WA-32-032; Grantor: Richard W. Perednia; Portion of Tracts 22 and 23, Pine Wood Acres in the SE/4 in Section 4, Township 24 North, Range 43 East, W.M.

**Second**

**THE GAS MANUFACTURING PLANT, REGULATOR AND ODORIZER STATION SITES OF THE COMPANY**, in the States of Washington, Idaho and Oregon, including all improvements, gas manufacturing equipment, regulator and odorizer station equipment, general equipment, appliances and devices for distributing natural gas and the lands of the Company on which the same are situated and all of the Company's real estate and interests therein, machinery, equipment, appliances, devices, appurtenances and supplies, franchises, permits, and other rights and other property, real, personal, or mixed, forming a part of said Plant and Stations or any of them, or used or enjoyed or capable of being used or enjoyed in connection with any thereof, including, but not limited, the following situated in the State of Idaho, to wit:

1. Kootenai County, Idaho: "Post Falls Gas Regulator Station #216"; Property No. ID-K-205; Grantor: City of Post Falls; Lot 1, Block 2, Covington Commercial Park in NE/4, Section 1, Township 50 North, Range 5 West, B.M.

**Third**

**ADDITIONAL ELECTRIC GENERATING PLANT** of the Company, in the State of Washington, including all power houses, buildings, and other works and structures forming a part of or appertaining to said generating plant, or used or enjoyed or capable of being used or enjoyed in conjunction therewith, and all lands of the Company on which the same are situated, and all fuel delivery equipment including gas mains, services, meters, regulatory and general equipment, and all boilers, turbines, generators, control stations and equipment, poles, wires, transformers, switches, and all other property, real, personal and mixed, forming part of or used, occupied or enjoyed in connection with or in anywise appertaining to such generating plant, and all other of the Company's real estate and interests therein, rights in respect of or relating to fuel, water, machinery, equipment, appurtenances, supplies, franchises, licenses, permits and other rights and other property, real, personal and mixed, forming a part of or appertaining to said generating plant, or used or enjoyed or capable of being used or enjoyed in conjunction therewith, including, but not limited to, the following in the State of Washington, to-wit:

1. Spokane County, WA: "Boulder Park Small Generation Buffer"; Property No. WA-32-262; Grantor: Avista Development; Parcel Q of Survey in Book 92, Page 15C, located in NW/4 of Section 5, Township 25 North, Range 45 East, W.M.

**Fourth**

**ADDITIONAL PROTECTION, MITIGATION AND ENHANCEMENT PROPERTY** of the Company, in the States of Idaho and Montana, real, personal, or mixed, acquired, constructed and/or installed in, on, under and/or proximate to the Company's Clark Fork hydroelectric development (including, without limitation, the Cabinet Gorge Hydroelectric Generating Station and the Noxon Rapids Hydroelectric generating Station) for the purpose of protecting and/or enhancing wildlife (including fish and aquatic life), botanical life and/or wetlands, and/or mitigating any harm or damage thereto, and all other property, real, personal or mixed, used or enjoyed or capable of being used or enjoyed in conjunction therewith, including, but not limited to, the following in the State of Montana, to wit:

1. Sanders County, Montana: "Cabinet Gorge Mitigation": Property No. MT-35-251; Grantor: Cabinet Gorge RV Park, Inc.; Part of Lot 5, the E/2 E/2 of Lot 4 and the E/2 E/2 NW/4 NE/4, all located in Section 9, Township 26 North, Range 33 West, P.M.M.

**AMENDMENTS TO ORIGINAL MORTGAGE**  
**(as heretofore amended)**

The Original Mortgage as heretofore amended, is hereby further amended to reduce the bonding ratio from seventy per centum (70%) to sixty-six and two-thirds (66-2/3%) and to make corresponding changes, as specifically set forth below:

1. Section 25 of the Original Mortgage, as heretofore amended, is hereby amended by deleting the words "seventy per centum (70%)" from the first sentence thereof and substituting therefor the words "sixty-six and two-thirds per centum (66-2/3%)";

2. Section 26 of the Original Mortgage, as heretofore amended, is hereby amended:

(a) by deleting the words "ten sevenths (10/7)" from the first paragraph thereof and substituting therefor the words "three-halves (3/2)";

(b) by deleting the words "seventy per centum (70%)" from each of clause (c) and clause (d) of the fourth paragraph thereof and substituting therefor, in each case, the words "sixty-six and two-thirds per centum (66-2/3%)";

(c) by deleting the words "seventy per centum (70%)" from the fifth paragraph thereof and substituting therefor the words "sixty-six and two-thirds per centum (66-2/3%)"; and

3. Section 59 of the Original Mortgage, as heretofore amended, is hereby amended:

(a) by deleting the words "ten sevenths (10/7)" from clause (c) of subdivision (4) of the first paragraph thereof and substituting therefor the words "three-halves (3/2)";

(b) by deleting the words "seventy per centum (70%)" from the proviso to subdivision (4) of the first paragraph thereof and substituting therefor the words "sixty-six and two-thirds per centum (66-2/3%)";



(c) by deleting the words “seventy per centum (70%)” from the second and third paragraphs thereof and substituting therefor, in each case, the words “sixty-six and two-thirds per centum (66-2/3%);

4. Section 61 of the Original Mortgage, as heretofore amended, is hereby amended:

(a) by deleting the words “ten sevenths (10/7)” from subdivision (2) of the first paragraph thereof and substituting therefor the words “three-halves (3/2)”;and

(b) by deleting the words “seventy per centum (70%)” from the second and third paragraphs thereof and substituting therefor, in each case, the words “sixty-six and two-thirds per centum (66-2/3%)”; and

5. Section 4 of the Original Mortgage, as heretofore amended, is hereby amended by inserting the words “three-halves (3/2) of” at the beginning of clause (b) in the third paragraph thereof;