SNAKE RIVER

HYDRO POWER

IDAHO POWER COMPANY

BOX 70 • BOISE, IDAHO 83707

September 11, 1987

JOSEPH W. MARSHALL
Vice President
Planning,
Resources and Rates

Zions Credit Corporation
P O Box 180
Salt Lake City, UT 84110

S & S Limited Partnership
1742 Targhee
Twin Falls, ID 83301

Re: Consent to Assignment of Amended Power Sales Agreement between S & S, L.P. and Idaho Power Company - Facility No 31415004
Project Name: Mud Creek

Gentlemen:

Idaho Power Company (the "Company"), acting through the undersigned authorized officer, subject to the following terms and conditions, does hereby consent to the assignment by S & S Limited Partnership ("S & S") of that certain Amended Power Sales Agreement ("Agreement") between S & S and the Company to Zions Credit Corporation ("Zions"):

1. Zions agrees that the Company is not a party to, nor is it bound by any agreement between Zions and S & S;

2. Zions agrees that it will assume all of S & S's duties, obligations and liabilities under the Agreement;

3. Zions and S & S agree that all notices under Article XVIII of the Agreement and all payments under said Agreement shall be made to Zions at the mailing address stated above;

4. This consent will not limit, in any way, the Company's right to pursue any remedy it might have against any of the above-referenced parties, including, but not limited to, the right to make any deductions or offsets to payments made pursuant to the Agreement;

5. The Company has not hereby consented to a release of S & S from its obligation under the Agreement and this assignment from S & S to Zions is not a novation as to S & S.

Unless we are otherwise advised in writing, the Company will assume that the foregoing terms and conditions are acceptable to both Zions and S & S.

Sincerely,

J W Marshall

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