

Exhibit No. 5  
Docket No. UE-06 \_\_\_\_\_

**BEFORE THE  
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Application of

**PACIFICORP,**

For an Order Authorizing the Sale of Its  
Interest in the Centralia Transmission Line

Docket No. UE-06 \_\_\_\_\_

**APPLICATION**

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STATE OF WASH.  
UTIL. AND TRANSP.  
COMMISSION

**PACIFICORP**

**APPLICATION EXHIBIT NO. 5**

**Assignment of the Option Agreement**

**January 2006**

**ASSIGNMENT OF OPTION AGREEMENT**

THIS ASSIGNMENT ("Assignment") is entered into this 18th day of October, 2004, by, between, and among TRANSALTA CENTRALIA MINING, LLC ("TCM"), a Washington limited liability corporation, and TRANSALTA CENTRALIA GENERATION, LLC, a Washington limited liability corporation ("TCG").

**WITNESSES**

WHEREAS, TCM and PacificCorp are parties to the Option Agreement for the purchase and sale of a 230 kV transmission line dated May 4, 2000 as amended ("Option Agreement");

WHEREAS, TCM desires to assign all of its rights, interests and obligations under the Option Agreement to TCG.;

WHEREAS, TCG. desires to accept such assignment from TCM by assuming all the rights, interests, and obligations of TCM under the Option Agreement; and

NOW THEREFORE, in consideration of the premises and mutual covenants set forth herein, the parties agree as follows:

1. TCM hereby assigns to TCG all of the rights, interests and obligations arising out of and to be received or performed under the Option Agreement.
2. TCG hereby accepts such assignment of all TCM's rights, interest and obligations under the Option Agreement and TCG hereby agrees to fulfill all duties and obligations of TCM arising out of and to be performed under the Option Agreement.
3. This Assignment shall become effective the day first written above.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized representatives as of the day and year first written above.

TRANSALTA CENTRALIA MINING, LLC

TRANSALTA CENTRALIA GENERATION, LLC

By: \_\_\_\_\_

By: \_\_\_\_\_

Name/Title: \_\_\_\_\_

Name/Title: \_\_\_\_\_

*President*

*President*