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STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

November 3, 2004

State of Washington
Washington Utilities and Transportation Commission
1300 Evergreen Park Drive South
Olympia WA 98504-7250

Attention: Ms. Carole Washburn, Secretary

Docket No. UE-971300 & UE-011475

Transmitted herewith are one executed and two conformed copies of a petition to modify existing orders UE-971300 and UE-011475. The petition contains as much information as is presently known. If other applicable data or documents become available, they will be forwarded to your attention.

The Company requests to receive an Order of Approval from the Commission by December 3, 2004. When complete, please send two (2) executed copies of the Order of Approval to:

Ms. Diane C. Thoren
Assistant Treasurer
Avista Corporation
East 1411 Mission Avenue
Spokane WA 99202-2600

If any questions arise or additional information is needed, please do not hesitate to contact Paul Kimball at 509-495-4584.

Sincerely,

A handwritten signature in cursive script that reads "Diane Thoren".

Diane C. Thoren
Assistant Treasurer

Enclosures

BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

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STATE OF WASH.
UTILITIES AND TRANSP.
COMMISSION

In the matter of the request of)
AVISTA CORPORATION)
for an order establishing compliance)
with RCW 80.08)

Application

Docket No. UE-971300
and Docket No. UE-011475

PETITION TO MODIFY EXISTING ORDERS

Avista Corporation (the Applicant) requests authorization from the Washington Utilities and Transportation Commission (the Commission) to modify the authority contained the Orders issued in Docket No. UE-971300 and in Docket No. UE-011475. Specifically, the Applicant proposes to issue secured obligations (i.e. first mortgage bonds issued under the Applicant's Mortgage and Deed of Trust, dated as of June 1, 1939) to the trustee for holders of the Applicant's Medium-Term Notes, Series C, issued under the Order in Docket No. UE-971300 (the Series C Notes), and to the bond insurer of those certain City of Forsyth, Montana, Pollution Control Revenue Refunding Bonds (Avista Corporation Colstrip Project) Series 1999A and Series 1999B, issued under the Order in Docket No. UE-011475 (the Colstrip Pollution Control Bonds).

I. INTRODUCTION

In October 1997, the Applicant received approval from the Commission to issue up to \$250,000,000 of debt securities (and to refinance \$85,000,000 of securities related to certain tax-exempt debt securities, which was later supplemented by the authority granted in Docket No. UE-011445). The Applicant issued \$109,000,000 of Series C Notes under the authority granted in Docket No. UE-971300. \$88,850,000 of Series C Notes are presently outstanding. The Series C Notes are unsecured obligations of the Applicant. Certain provisions of the Series C Notes limit the amount of secured debt the Applicant can issue, unless the Applicant secures the Series C Notes.

In November 2001, the Applicant received approval from the Commission to issue up to \$83,700,000 of securities in connection with the refunding of certain pollution control bonds issued by the City of Forsyth, Montana, the proceeds of which had been loaned to the Applicant. The Applicant issued \$83,700,000 of securities related to the Colstrip Pollution Control Bonds under the authority granted in Docket No. UE-011475. \$83,700,000 of Colstrip Pollution Control Bonds are presently outstanding. The securities issued by the Applicant related to the Colstrip Pollution Control Bonds are unsecured obligations of the Applicant. Conditions in the bond insurance policy for the Colstrip Pollution Control Bonds similarly limit the amount of secured debt the Applicant can issue, unless the Applicant secures its obligations related to the Colstrip Pollution Control Bonds.

Recent developments in the financial markets have offered the Applicant several favorable opportunities, which involve the issuance of additional secured debt that would otherwise violate the restrictions contained in the Series C Notes and in the bond insurance policy for the Colstrip Pollution Control Bonds. In light of these opportunities, the Applicant believes that it is necessary to secure both the Series C Notes and its obligations related to the Colstrip Pollution Control Bonds in order to remove the restrictions on the Applicant's issuance of additional secured debt. Removal of these negative covenants will provide the Applicant more flexibility on issuing debt, will enable the Applicant to restructure its credit facility on more favorable terms and at competitive rates, and will allow the Applicant to better manage its debt. The Applicant expects that these opportunities will allow the Applicant to reduce its overall costs and expenses related to its credit facilities and borrowings.

The Applicant is now requesting modification of the Commission's Orders issued Docket No. UE-971300 and Docket No. UE-011475 as described below.

II. PROPOSED MODIFICATIONS

The Applicant is requesting that the Commission's Orders issued in Docket No. UE-971300 and Docket No. UE-011475 be modified to allow the Applicant to issue secured obligations (i.e. first mortgage bonds issued under the Applicant's Mortgage and Deed of Trust, dated as of June 1, 1939) in order to remove the negative covenants contained in the conditions of the Series C Notes and the bond insurance policy for the Colstrip Pollution Control Bonds. The requested authority will not increase the amount of debt outstanding under either the Series C Notes or the Colstrip Pollution Control Bonds. The issuance of additional secured obligations will only operate to convert the Applicant's obligations under the Series C Notes and the Colstrip Pollution Control Bonds from unsecured obligations to secured obligations. The Applicant anticipates that its secured obligations will be issued (i) to the trustee for benefit of holders of

the Series C Notes, and (ii) to the bond insurer under the bond insurance policy for the Colstrip Pollution Control Bonds, or alternatively to the trustee for the benefit of holders of the Colstrip Pollution Control Bonds.

III. RELIEF REQUESTED

The Applicant respectfully requests that the Commission grant this petition, ex parte:

(A) Modifying the Orders issued in Docket No. UE-971300 and Docket No. UE-011475 to allow the Applicant to issue secured obligations in order to remove the negative covenants contained in the conditions of the Series C Notes and the bond insurance policy for the Colstrip Pollution Control Bonds; and

(B) Providing that the authority granted in such decision or order will be effective at the earliest date permitted by law.

Dated at Spokane, Washington, this 3rd day of November 2004.

Respectfully submitted,
AVISTA CORPORATION



Diane C. Thoren
Assistant Treasurer