

June 4, 2012

***VIA ELECTRONIC FILING
AND OVERNIGHT DELIVERY***

Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive S.W.
P.O. Box 47250
Olympia, WA 98504-7250

Attention: David W. Danner
Executive Secretary

RE: Affiliated Interest Filing for PacifiCorp

Dear Mr. Danner:

Pursuant to the provisions of RCW 80.16.020 and WAC 480-100-245, PacifiCorp, d.b.a. Pacific Power & Light Company (PacifiCorp or Company), provides notice of an affiliate interest transaction with Wells Fargo Bank, N.A. and Wells Fargo Securities, LLC (Wells Fargo). PacifiCorp has selected Wells Fargo to be one of three passive joint lead arrangers as well as a lender under a revolving credit agreement that the Company intends to enter into in the near future. In addition, the Company anticipates that Wells Fargo will serve as one of the three active lead arrangers as well as a lender under a separate revolving credit agreement that is expected to be entered into during the first half of 2013.

Included with this filing are two supporting documents, to which Wells Fargo will be a party. A copy of the draft Confidential Joinder Agreement is included as Attachment A. A copy of the draft Confidential Additional Arranger Fee Letter is included as Attachment B. These Confidential Attachments contain commercially-sensitive information and are submitted in accordance with the provisions of WAC 480-07-160. These documents contain "draft" designations, which will be removed prior to their execution. No material changes are expected to the terms and conditions of these letters. PacifiCorp also expects to enter into an Engagement Letter with Wells Fargo related to the 2013 credit agreement and will separately file the form of that agreement when available.

PacifiCorp is a wholly-owned indirect subsidiary of MidAmerican Energy Holdings Company (MEHC). MEHC is a subsidiary of Berkshire Hathaway, Inc (Berkshire Hathaway). As of March 31, 2010, Warren E. Buffet (an individual who may be deemed to control Berkshire Hathaway), Berkshire Hathaway, various subsidiaries of Berkshire Hathaway and various employee benefit plans of Berkshire Hathaway subsidiaries together held an interest in excess of 5 percent in Wells Fargo common stock. RCW 80.16.020 includes in its definition of "affiliated interest," "every

corporation five percent or more of whose voting securities are owned by any person or corporation owning five percent or more of the voting securities of such public service company or by any person or corporation in any such chain of successive ownership of five percent or more of voting securities.” Therefore, Berkshire Hathaway’s ownership interest in Wells Fargo creates an affiliated interest.

PacifiCorp intends to enter into two new revolving credit agreements over the next nine to twelve months as part of an overall plan to replace existing facilities that expire over the same approximate time period. In anticipation of the replacement process, PacifiCorp and its parent company, MEHC, held discussions with and solicited proposals from a number of banks concerning replacing PacifiCorp’s credit agreements. Several banks, including Wells Fargo, provided information on bank market conditions, structural considerations including tenors and impact on pricing and fees, syndication strategies, arrangement and upfront fees, experience in arranging comparable facilities for utilities and other corporate borrowers and other considerations.

The Company selected Wells Fargo as one of six lead arrangers that will be engaged to assist PacifiCorp in arranging the two new revolving credit agreements. The selection of Wells Fargo as one of the six lead arrangers was based on their experience in syndicating comparable facilities for utilities, knowledge of current bank market conditions, credit ratings, willingness to make significant credit commitments to PacifiCorp, knowledge of the utility industry, the Company and its operations, successful outcomes in prior financing transactions for the Company and reasonable arrangement and other fees.

The selection of Wells Fargo was not influenced by Berkshire Hathaway’s ownership interest. Wells Fargo’s fees will be equal to the fees paid to three of the five other lead arrangers (while one bank will be paid slightly more and one bank slightly less due to expected roles and work) and at what PacifiCorp believes to be market rates or better for the Company. PacifiCorp anticipates Wells Fargo’s arrangement and upfront fees related to the first credit agreement will be approximately \$155,000. In addition, Wells Fargo will be paid an ongoing commitment fee at the same rate as all other banks in the facility.

The Commission has previously authorized PacifiCorp to enter into one or more revolving credit agreements and borrowings thereunder in Docket UE-980404.

As a public utility, the Company is expected to acquire, construct, improve, and maintain sufficient utility facilities to serve its customers adequately and reliably at reasonable cost. Revolving credit agreements and borrowings thereunder are part of a program to finance the Company’s facilities taking into consideration prudent capital ratios, earning coverage tests and market uncertainties as to the relative merits of the various types of securities the Company could sell. Accordingly, the transaction with Wells Fargo is consistent with the public interest.

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Also included with this filing is a notarized verification from Bruce N. Williams, Vice President and Treasurer, PacifiCorp, regarding the Confidential Attachments.

Please do not hesitate to contact Carla Bird, Regulatory Manager, (503) 813-5269 or Carla.bird@pacificorp.com if you have any questions.

Sincerely,

William R. Griffith
Vice President, Regulation
Pacific Power

Enclosures

WASHINGTON AFFILIATED INTEREST FILING

CONFIDENTIAL

ATTACHMENT A

FORM OF JOINDER AGREEMENT

CONFIDENTIAL PER WAC 480-07-160

**This entire document is designated as
Confidential per WAC 480-07-160**

CONFIDENTIAL

ATTACHMENT B

FORM OF ADDITIONAL ARRANGER FEE LETTER

CONFIDENTIAL PER WAC 480-07-160

**This entire document is designated as
Confidential per WAC 480-07-160**

WASHINGTON AFFILIATED INTEREST FILING

VERIFICATION

VERIFICATION

I, Bruce N. Williams, am an officer of PacifiCorp and am authorized to make this verification on its behalf. Based on my personal knowledge about the attached Form of Underwriting Agreement, I verify that each of the Form of Joinder Agreement and Additional Arranger Fee Letter is a true and accurate copy.

I declare upon the penalty of perjury, that the foregoing is true and correct.

Executed on _____, 2012 at Portland, Oregon.

Bruce N. Williams
Vice President and Treasurer

Subscribed and sworn to me on this ____ day of June, 2012.

Notary Public for Oregon

My Commission expires: _____