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STATE OF WASH.  
UTIL. AND TRANSP.  
COMMISSION



January 25, 2005

**VIA OVERNIGHT MAIL**

Washington Utilities and Transportation Commission  
Chandler Plaza Building  
1300 S. Evergreen Park Drive Southwest  
Olympia, Washington 98504-8002  
Attn: Carole Washburn  
Secretary

**Re: Docket No. UE-940247  
Report of Amendments to Credit Enhancement Arrangements  
Amendments No. 1, dated as of January 21, 2005, to each of the Standby  
Bond Purchase Agreements dated as of November 15, 2002 by and among  
PacifiCorp, the Banks party thereto and JPMorgan Chase Bank, N.A.  
(successor by merger to Bank One, NA), as Agent (collectively, the  
"Standby Bond Purchase Agreements"), relating to the reoffering of  
certain Pollution Control Revenue Refunding Bonds (the "Bonds")**

Dear Commissioners:

Pursuant to the referenced Order, PacifiCorp submits to the Commission one set of verified copies of each of the following documents relating to the referenced credit enhancement arrangements in support of the Bonds:

1. Reoffering Circular dated January 13, 2005
2. Amendments No. 1 to each of the Standby Bond Purchase Agreements for the following Bond issues:
  - (a) \$9,365,000 Carbon County, Utah Pollution Control Revenue Refunding Bonds (PacifiCorp Project) Series 1994
  - (b) \$8,190,000 Converse County, Wyoming Pollution Control Revenue Refunding Bonds (PacifiCorp Project) Series 1994
  - (c) \$15,060,000 Lincoln County, Wyoming Pollution Control Revenue Refunding Bonds (PacifiCorp Project) Series 1994
  - (d) \$40,655,000 Moffat County, Colorado Pollution Control Revenue Refunding Bonds (PacifiCorp Project) Series 1994

- (e) \$21,260,000 Sweetwater County, Wyoming Pollution Control Revenue Refunding Bonds (PacifiCorp Project) Series 1994

In connection with the execution of the original Standby Bond Purchase Agreements, PacifiCorp has previously provided copies of those documents to the Commission.

Under penalty of perjury, I declare that I know the contents of the enclosed documents, and they are true, correct, and complete.

Please contact me if you have any questions about this letter or the enclosed documents.

Sincerely,



Bruce N. Williams  
Treasurer

Enclosures