

APPENDIX 3
DRAFT LANGUAGE FOR PROPOSED ORDER

On December 31, 1998, Joint Applicants PacifiCorp and Scottish Power plc (the "Joint Applicants") submitted a Joint Application seeking an order establishing compliance with RCW 80.08.040 with respect to the issuance of common stock in connection with the transaction. An Amendment to Joint Application was filed on April 1, 1999, which included an Amended and Restated Agreement and Plan of Merger.

The transaction for which approval is sought is the issuance of common stock to NA General Partnership in connection with the transaction. (NA General Partnership is an entity indirectly and wholly owned by Scottish Power plc, or "HoldCo" as shown in the Corporate Structure shown on Appendix 1.) **Under the transaction, the Partnership will acquire the outstanding shares of PacifiCorp common stock from PacifiCorp's shareholders, and the shares of PacifiCorp common stock acquired by the Partnership will then be canceled and replaced by new shares of common stock issued to the Partnership.** A detailed description of this transaction is contained in Section 2.01 of the Amended and Restated Agreement and Plan of Merger included as Appendix 1-A to the Amendment to Joint Application filed with the Commission on April 1, 1999 in this docket. In the merger, each share of PacifiCorp common stock will be converted into 0.58 American Depositary Shares (ADSs) or, at the election of the shareholder, 2.32 ordinary shares of Scottish Power plc.

According to the Application, the issuance will be made for one or more of the purposes allowed by RCW 80.08.030, and the public interest is served inasmuch as the stock issuance is necessary to effect the transaction between PacifiCorp and Scottish Power plc. For reasons stated elsewhere in this Order, we conclude that the transaction is consistent with the public interest.

FINDINGS

THE COMMISSION FINDS:

___ On December 31, 1998, Joint Applicants PacifiCorp and Scottish Power plc submitted a Joint Application seeking an order establishing compliance with RCW 80.08.040 with respect to the issuance of common stock in connection with the transaction. An Amendment to Joint Application was filed on April 1, 1999, which included an Amended and Restated Agreement and Plan of Merger.

___ The Joint Application, as amended, contains (1) a description of the purposes for which the proposed securities will be issued, certified by an authorized officer, (2) a description of the proposed issuance, including the terms of financing, and (3) a statement as to why the proposed transaction is in the public interest.

___ An Order consistent with the above findings should be entered.

ORDER

WHEREFORE, THE COMMISSION HEREBY ORDERS:

—. PacifiCorp has complied with the requirements of RCW 80.080.040 with respect to its proposal to issue shares of its common stock in connection with the merger.

[BA992440.040]