BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of	)	
PACIFICORP	)	DOCKET UE-_____
For an order establishing compliance	)	
with RCW 80.08.040 with respect to its	)	ORDER
proposal to issue and sell up to	)	
30,000,000 Shares of Common Stock to	)	
its Parent	)	

BACKGROUND

On June ___, 2006, PacifiCorp (the "Company") filed its application in the named matter requesting that the Commission confirm that the Company has complied with the requirements of RCW 80.08.040 with respect to its proposal to issue and sell, from time to time and for cash, up to 30,000,000 shares of the Company's Common Stock (the "Shares") to its direct corporate parent, PPW Holdings LLC, a Delaware limited liability company (the "Parent"). Such issuances would be separate from any equity contributions by the Parent to the Company for which no Shares would be issued. In 2002 and 2005, the Company had sought and received the Commission's confirmation that the Company had complied with RCW 80.08.040 with respect to the Company's proposal to issue up to a fixed number of Shares of Common Stock to its former direct corporate parent, PacifiCorp Holdings, Inc. The application is filed pursuant to Chapter 80.08 RCW and WAC 480-100-242.

FINDINGS

THE COMMISSION FINDS:

1. PacifiCorp, an Oregon corporation which conducts its electric utility operations in the State of Washington under the assumed business name of Pacific Power, is a public service company subject to the jurisdiction of this Commission under the provisions of Chapter 80.08 RCW.

2. As to form, the application herein meets the requirements of Chapter 80.08 RCW and the rules and regulations of the Commission adopted pursuant thereto.

3. The Company's application in this Docket contains (a) declaration by an authorized officer that the proceeds will be used for one or more purposes allowed by CRW 80.08.030; (b) a description of the proposed issuances, including the terms of financing; and (c) a statement as to why the proposed transactions are in the public interest.

4. The proceeds from the proposed issuances will be used for one or more of the purposes set forth in RCW 80.08.030.

5. An order consistent with the above findings should be entered.

<u>ORDER</u>

THE COMMISSION ORDERS:

1. PacifiCorp has complied with the requirements of RCW 80.08.040 with respect to the proposals set forth in its application. This confirmation shall remain in effect until all of the Shares have been issued.

2. To the extent that Shares of the Company's Common Stock covered in the Company's applications in Docket Nos. UE-021259 and UE-050555 have not previously been issued to the Company's former direct corporate parent, PacifiCorp Holdings, Inc., the confirmations with respect to the Company's compliance with RCW 80.08.040 contemplated by the Commission's orders in those dockets is hereby rescinded.

3. PacifiCorp shall file, as soon as available:

    a. The Report of Securities Issued required by the Commission's rules.

b. Verified copies of any agreement entered into in connection with any transaction pursuant to this order and all resolutions adopted by the Company's Board of Directors relating to the sale and issuance of the Shares.

c. A verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this order.

4. This order shall in no way affect the authority of this Commission over rates, service, accounts, valuations, estimates or determination of costs, or any matters whatsoever that may come before it, nor shall anything herein be construed as acquiescence in any estimate or determination of costs, or any valuation of property claimed or asserted.

The Commissioners, having determined this filing complies with the requirements of Chapter 80.08 RCW, directed the Secretary to enter this Order.

DATED at Olympia, Washington, and effective this _____ day of _____, 2006.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

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CAROLE J. WASHBURN, Secretary