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UTILITY AND TRANSPORTATION
COMMISSION

April 8, 2005

Ms. Carole Washburn
Washington Utilities and Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive Southwest
Olympia, WA 98504-8002

Re: Docket No. UE-021259:

In the Matter of the Application of PACIFICORP
for an order establishing compliance with
RCW 80.08.040 with respect to its proposal to
issue and sell up to 50,000,000 shares of its
Common Stock to its Parent

Dear Commissioners:

On October 23, 2002, the Commission issued its order in Docket No. UE-021259 establishing that PacifiCorp (Company) has complied with RCW 80.08.040 with respect to its proposal to issue, from time to time and for cash, up to 50,000,000 shares of the Company's Common Stock to PacifiCorp Holdings, Inc., a Delaware corporation and the Company's immediate corporate parent (Parent).

To date, of the 50,000,000 shares of Company Common Stock covered by the Commission's previous order in Docket No. UE-021259, the Company has issued 14,851,485 shares to its Parent. The Company is now proposing to increase the 35,148,515 shares remaining in Docket No. UE-021259 by 14,851,485 shares, such that an aggregate of 50,000,000 shares of Company Common Stock (Shares) may be issued to the Parent in the future.

The Company's Application contains a description of the purposes for which the Shares will be issued certified by an authorizing officer, a description of the proposed issuance, including the terms of financing, and a statement as to why the proposed financing is in the public interest. Accordingly, the Company believes that it has complied with the requirements of RCW 80.08.040, as amended, and requests that the Commission confirm that the Company has complied with the requirements of RCW 80.08.040 for the additional 14,851,485 shares.

The Company is submitting a separate filing concerning its proposal to (1) issue and sell or exchange, in one or more public offerings or private placements, fixed or floating rate debt in the aggregate principal amount not to exceed \$1,000,000,000 or, if such debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than \$1,000,000,000 (or its equivalent amount in, or based upon, foreign currencies determined at the time of issue), (2) enter into letter of credit arrangements with one or more banks or such other

agreements or arrangements as may be necessary or appropriate, from time to time, to provide additional credit support for the payment of the principal of, interest on and premium (if any) on such debt, (3) enter into one or more currency swaps, and (4) contribute or sell additional debt to special purpose entities (SPE) in an amount based on the common securities of the SPE (collectively, Debt). The Company's filing with respect to the Debt includes a request that the Commission issue an order in that separate docket establishing compliance with RCW 80.08.040 with respect to the Company's proposal to issue up to \$400,000,000 of Debt.

The enclosed Exhibit A (Balance Sheet) and Exhibit B (Income Statement) contain pro forma calculations of issuances of (i) all the Shares and (ii) all of the Debt, in each case based on the Company's unaudited financial statements for the quarter ended December 31, 2004 and assuming that all the Shares and Debt were issued and sold in their entirety at the same time. These calculations assume a per Share price equal to \$10.69, the book value of the Company's Common Stock at November 30, 2004. Balances at December 31, 2004 include the 14,851,485 shares previously issued by the Company to its Parent. Because the exact amount of the issuances will vary with book value, and because the Company will be under no obligation to issue all or any portion of Shares, it is not possible to set forth precise capitalization ratios on a pro forma basis at future dates.

Prayer

The Company respectfully requests that the Commission enter its order in Docket No. UE-021259, effective upon issuance, establishing compliance with RCW 80.08.040 with respect to the proposed issuance and sale by the Company to its Parent, from time to time and for cash, of up to 14,851,485 additional shares of the Company's Common Stock. Such shares would be in addition to the remaining 35,148,515 shares under the Commission's previous order in Docket No. UE-021259.

The Company respectfully requests that the Commission issue its order on or before May 31, 2005. The Company respectfully requests twenty certified copies of any order issued in this matter.

Your attention to this matter is appreciated.

Sincerely,



Bruce N. Williams
Treasurer

Enclosures: Application (1 original and 4 copies)
 Proposed Form of Order (1 original and 4 copies)
 Diskette containing the proposed Form of Order
 Exhibit A (Balance Sheet, actual and pro forma, dated December 31, 2004)
 Exhibit B (Income Statement, actual and pro forma, for the 12 months ended
 December 31, 2004)
 Exhibit C (Resolutions of the Board of Directors authorizing the proposed
 issuances)