

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of)	DOCKET UE-021259
PACIFICORP for an order establishing)	
compliance with RCW 80.08.040 with)	ORDER ESTABLISHING
respect to its proposal to issue and sell)	COMPLIANCE WITH
up to 50,000,000 shares of its Common)	RCW 80.08.040; APPLICATION
Stock to its Parent)	TO SELL COMMON STOCK
)	

BACKGROUND

On April ___, 2005, PacifiCorp (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, as amended, with respect to its proposal to issue and sell, from time to time and for cash, up to 14,851,485 additional shares of its Common Stock to PacifiCorp Holdings, Inc., a Delaware corporation and the Company's immediate corporate parent. These shares would be in addition to the 35,148,515 shares available to be issued to the Parent in this Docket, resulting in aggregate of 50,000,000 shares of Company Common Stock (Shares) that may be issued in the future. The Application is filed pursuant to Chapter 80.08 RCW and WAC 480-146-080.

FINDINGS

- (1) PacifiCorp, an Oregon corporation which conducts its electric utility operations in the State of Washington under the assumed business name of Pacific Power & Light Company, 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) a description of the purposes for which the proposed securities will be issued, certified by an authorized officer; (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) The proposed issuances are also generally consistent with the commitments made in the ScottishPower merger docket. (Fifth Supplemental Order in Docket No. UE-981627.)
- (6) An order consistent with the above findings should be entered.

ORDER

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.
- (2) PacifiCorp file, as soon as available:
 - a. The Report of Securities Issued required by RCW Chapter 80.
 - b. Verified copies of any agreement entered into in connection with any transaction pursuant to this order.
 - c. A verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this order.
- (3) 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 an acquiescence in any estimate or determination of costs, or any valuation of property claimed or asserted.

DATED at Olympia, Washington, and effective this _____ day of _____, 2005.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Mark H. Sidran, Chairman

Philip B. Jones, Commissioner

Patrick J. Oshie, Commissioner