

**LETTER OF CREDIT AGREEMENT**

dated September 22, 2010

by and among

PACIFICORP,  
as the "Borrower"

and

WELLS FARGO BANK, NATIONAL ASSOCIATION,  
as the "Issuing Bank"

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\$22,485,000  
Converse County, Wyoming  
Pollution Control Revenue Refunding Bonds,  
Series 1992  
(PacifiCorp Project)

**THIS ENTIRE DOCUMENT IS CONSIDERED CONFIDENTIAL  
AND HAS BEEN REDACTED PER WAC 480-07-160**