

3 According to the application and supporting materials filed by the Company,
the proceeds of the financing are for one or more of the purposes allowed by
RCW 80.08.030.

FINDINGS AND CONCLUSIONS

4 (1) PacifiCorp is engaged in the business of electrical service within the state
of Washington. As a public service company, it is subject to the
jurisdiction of the Commission under the provisions of Chapter 80.08
RCW.

5 (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. *Chapter 480-146 WAC.*

6 (3) This matter was brought before the Commission at its regularly scheduled
meeting on May 11, 2005.

7 (4) The Company's application in this Docket contains: (a) a certification by
an authorized officer that the proceeds will be used for one or more
purposes allowed by RCW 80.08.030; (b) a description of the proposed
issuance, including the terms of financing, and (c) a statement as to why
the proposed transaction is in the public interest.

ORDER

THE COMMISSION ORDERS:

8 (1) PacifiCorp, dba Pacific Power & Light Company has complied with the
requirements of RCW 80.08.040 with respect to the proposals set forth in

its application to issues additional common stock to PacifiCorp Holdings, Inc., its parent.

- 9 (2) The Company is directed to file a Report of Securities Issued as required by WAC 480-146-340. The Company is also required to file verified copies of any agreement entered into in connection with any transaction pursuant to this Order. Finally, the Company shall file a verified statement setting forth in reasonable detail the disposition of the proceeds of each offering made pursuant to this Order.
- 10 (3) This Order shall in no way affect the authority of this Commission over rates, services, 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 11th day of May, 2005.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN, Secretary