

BRUCE N. WILLIAMS  
Treasurer

825 N.E. Multnomah, Suite 1900  
Portland, Oregon 97232-4116  
(503) 813-5662  
FAX (503) 813-5673



October 12, 2005

**VIA OVERNIGHT MAIL**

Washington Utilities & Transportation Commission  
Statehouse  
1300 S. Evergreen Park Drive S. W.  
Olympia, WA 98504-7250  
Attn: Ms. Carole Washburn  
Executive Secretary

**Re: Case No. UE-050555  
Order No. 01  
Report of Sale and Issuance of Common Stock by PacifiCorp (the "Company") to the  
Company's Immediate Corporate Parent, PacifiCorp Holdings, Inc. ("PacifiCorp  
Holdings")**

Dear Commissioners:

Pursuant to the referenced Order, PacifiCorp (the "Company") submits to the Commission one verified copy of each of the following documents relating to the September 30, 2005 sale and issuance of shares of the Company's Common Stock to PacifiCorp Holdings:

1. Subscription Agreement dated September 30, 2005
2. Report of Securities Issued

With Regard to the disposition of the proceeds from the issuance of the Common Stock, the Company intends to use these proceeds to retire short-term debt obligations of the Company.

Under penalty of perjury, I declare that I know the contents of the enclosed documents, and they are true, correct, and complete.

Please contact me if you have any questions about this letter or the enclosed documents.

Sincerely,

A handwritten signature in cursive script that reads "Bruce N. Williams".

Bruce N. Williams  
Treasurer

Enclosures

cc: Andrew MacRitchie  
Doug Larson  
Karl Anderberg  
Doug Kusyk  
Jeff Larsen  
Ron Lowder  
Christy Omohundro

**REPORT OF SECURITIES ISSUED**  
**September 30, 2005**

**PACIFICORP**  
**(the "Company")**

Description of securities: 11,617,101 Shares of the Company's Common Stock at a price of \$125,000,000 (\$10.76 per share).

<u>Description</u>		<u>Amount</u>
1.	Gross proceeds	\$125,000,000
2.	Underwriter's spread or commission	
3.	Securities and Exchange Commission registration fee	
4.	State commission fee	
5.	Fee for recording indenture	
6.	United States document tax	
7.	Printing and engraving expenses	
8.	Trustee's charges	
9.	Counsel fees	
10.	Accountant's fees	
11.	Cost of listing	
12.	Miscellaneous expenses of issue (Describe large items)	
13.	Total deductions	
14.	Net amount realized	\$125,000,000.00

All amounts rounded to nearest 1,000.

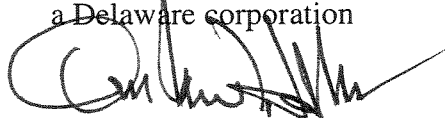
## SUBSCRIPTION AGREEMENT

The undersigned, PacifiCorp Holdings, Inc., a Delaware corporation, subscribes for and agrees to purchase 11,617,101 shares (the "Shares") of Common Stock of PacifiCorp, an Oregon corporation (the "Company"), effective immediately. In consideration for the Shares and upon acceptance of this subscription by the Board of Directors of the Company or by its duly authorized officer, the undersigned agrees to pay the Company \$125,000,000 in cash (equal to \$10.76 per share), which is the per share book value of the Common Stock of the Company.

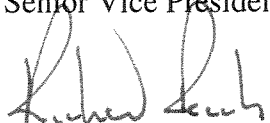
The Shares are being purchased for investment and not with a view to distribution. The undersigned acknowledges that the Shares have not been registered under any state or federal securities laws in reliance upon exemptions from the registration requirements and that a legend referring to compliance with federal and state securities laws shall be placed on the certificate representing the Shares.

Dated: September 30, 2005

**PACIFICORP HOLDINGS, INC.,**  
a Delaware corporation



By: Andrew P. Haller  
Its: Senior Vice President



By: Richard D. Peach  
Its: Senior Vice President - Finance



By: Bruce N. Williams  
Its: Treasurer

Accepted and called for payment  
upon the terms set forth above:

**PACIFICORP,**  
an Oregon corporation



By: Bruce N. Williams  
Its: Treasurer