

REPORT OF SECURITIES ISSUED
December 30, 2005

PACIFICORP
(the "Company")

Description of securities: 11,627,907 Shares of the Company's Common Stock at a price of \$125,000,000 (\$10.75 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 11,627,907 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 \$10.75 per share), which is the per share book value of the Common Stock of the Company.

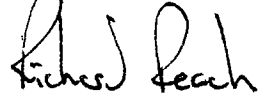
The Shares are being purchased for investment and not with a view to distribution. The undersigned acknowledges that the Shares have not been registered under any state or federal securities laws in reliance upon exemptions from the registration requirements and that a legend referring to compliance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

Dated: December 30, 2005

PACIFICORP HOLDINGS, INC.,
a Delaware corporation



By: Andrew P. Haller
Its: Senior Vice President



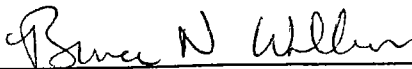
By: Richard D. Peach
Its: Senior Vice President - Finance



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