

BRUCE N. WILLIAMS
Treasurer

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March 22, 2006

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

RECEIVED
RECORDS MANAGEMENT
06 MAR 23 AM 10:26
STATE OF WASHINGTON
UTILITY AND TRANSPORTATION
COMMISSION

**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 at the Time of Issuance, 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 March 21, 2006 sale and issuance of shares of the Company's Common Stock to PacifiCorp Holdings:

1. Subscription Agreement dated March 21, 2006
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: Andrea Kelly
Melissa Seymour
Doug Kusyk
Jennifer Kahl
Peggy Ryan

REPORT OF SECURITIES ISSUED

March 21, 2006

PACIFICORP (the "Company")

Description of securities: 9,902,728 Shares of the Company's Common Stock at a price of \$109,722,222 (\$11.08 per share).

<u>Description</u>		<u>Amount</u>
1.	Gross proceeds	\$109,722,222
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	\$109,722,222

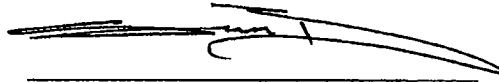
SUBSCRIPTION AGREEMENT

The undersigned, PacifiCorp Holdings, Inc., a Delaware corporation, subscribes for and agrees to purchase 9,902,728 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 \$109,722,222 in cash (equal to \$11.08 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: March 21, 2006

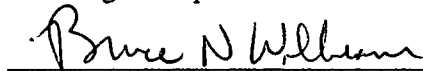
PACIFICORP HOLDINGS, INC.,
a Delaware corporation



By: Susan Reilly
Its: Executive Vice President

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

PACIFICORP,
an Oregon corporation



By: Bruce N. Williams
Its: Treasurer