

BEFORE THE WASHINGTON STATE
UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Joint Application)	DOCKET NO. UE-051090
of)	
)	
MIDAMERICAN ENERGY)	
HOLDINGS COMPANY AND)	
PACIFICORP, d/b/a PACIFIC)	NOTICE OF PREHEARING
POWER & LIGHT COMPANY)	CONFERENCE
)	(Set for July 26, 2005, 9:30 a.m.)
For an Order Authorizing Proposed)	
Transaction)	
.....)	

1 On July 15, 2005, MidAmerican Energy Holdings Company (MidAmerican Energy) and PacifiCorp, d/b/a Pacific Power & Light Company (PacifiCorp) filed with the Commission a joint application for an order authorizing proposed transaction. MidAmerican Energy proposes to acquire all of PacifiCorp’s outstanding common stock and PacifiCorp would become an indirect wholly owned subsidiary of MidAmerican Energy.

2 The Commission will hear this matter pursuant to Part IV of chapter 34.05 RCW pertaining to adjudicative proceedings, including but not limited to RCW 34.05.413, RCW 34.05.422, RCW 34.05.431, RCW 34.05.440, RCW 34.05.449, and RCW 34.05.452. The Commission has jurisdiction over this matter pursuant to Title 80 RCW, having legal authority to regulate the rates, services, and practices of electric utilities, and pursuant to chapter 80.12 RCW, concerning transfers of property, mergers, and acquisitions. Statutes involved, in addition to those previously cited, include those within chapters 80.01 RCW, 80.04 RCW and 80.28 RCW, and chapters 480-100 WAC, 480-143 WAC, and 480-07 WAC, including but not limited to RCW 80.01.040, RCW 80.04.020.

3 The ultimate issues include whether the proposed application complies with the
above referenced statutes and is otherwise in the public interest.

4 MidAmerican Energy and PacifiCorp request that the Commission endeavor to
complete its review of the proposed transaction and enter an order by February
28, 2006, considering the March 31, 2006 date upon which the companies plan to
complete the transaction. The Commission determines that good cause exists for
this matter to be heard on shortened notice, in accordance with WAC 480-07-
440(1)(a).

5 **THE COMMISSION GIVES NOTICE That a prehearing conference in this
matter will be held at 9:30 a.m., on Tuesday, July 26, 2005, in the Commission's
Hearing Room, Second Floor, Chandler Plaza Building, 1300 S. Evergreen Park
Drive S.W., Olympia, Washington.**

6 The purpose of the prehearing conference is to take interventions, establish dates
for distribution of evidence and workpapers and other scheduling matters,
consider formulating the issues in the proceeding and to determine other matters
to aid in its disposition, as specified in WAC 480-07-430.

7 Petitions to intervene should be made in writing at least three business days
prior to the date scheduled for the prehearing conference, as required in WAC
480-07-355(a). The Commission will consider petitions to intervene made orally
during the conference, but strongly prefers written petitions to intervene. In
addition, party representatives must file notices of appearance with the
Commission, as required by WAC 480-07-345(2), no later than the day prior to
the conference. If any party or witness needs an interpreter or other assistance,
please fill out the form attached to this notice and return it to the Commission.
The time and place for any evidentiary hearings will be set at the prehearing
conference, on the record of a later conference or hearing session, or by later
written notice.

8 **THE COMMISSION GIVES NOTICE that any party who fails to attend or participate in the prehearing conference set by this Notice, or any other stage of this proceeding, may be held in default in accordance with RCW 34.05.440. The parties are further advised that the sanction provisions of WAC 480-07-450 are specifically invoked.**

9 The names and mailing addresses of all parties and their known representatives are as follows:

Applicant: Douglas L. Anderson
Senior Vice President & General Counsel
MidAmerican Energy Holdings Company
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(402) 231-1642

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Senior Vice President – Law
MidAmerican Energy Holdings Company
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Representative: James M. Van Nostrand
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
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(503) 294--9679

Applicant: Andrea L. Kelly
Managing Director - Strategy
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825 NE Multnomah Street, Suite 956
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(503) 813-6043

Representative: James M. Van Nostrand
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
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Commission: Washington Utilities and
Transportation Commission
1300 S. Evergreen Park Drive S.W.
P.O. Box 47250
Olympia, WA 98504-7250
(360) 664-1160

Representative: Robert D. Cedarbaum
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1400 S. Evergreen Park Drive S.W.
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Olympia, WA 98504-0128
(360) 664-1188

Public Counsel: Robert Cromwell
Office of the Attorney General
900 Fourth Avenue, Suite 2000
Seattle, WA 98164-1012
(206) 464-6595

- 10 The Commissioners of the WUTC and Administrative Law Judge Dennis J. Moss, from the Utilities and Transportation Commission's Administrative Law Division, will preside during this proceeding.
- 11 The Public Counsel section of the Office of the Attorney General has been designated by the Attorney General to represent the public. The address of the Commission, shown below, may be used for inquiries of Public Counsel, or Public Counsel may be contacted directly by writing or calling the address or telephone number listed below.
- 12 Notice of any other procedural phase will be given in writing or on the record, as the Commission may deem appropriate during the course of this proceeding.

DATED at Olympia, Washington, and effective this 15th day of July, 2005.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

CAROLE J. WASHBURN
Executive Secretary

Inquiries may be address to:

Secretary
Washington Utilities and
Transportation Commission
Chandler Plaza Building
1300 S. Evergreen Park Drive S.W.
P.O. Box 47250
Olympia, WA 98504-7250
(360) 664-1160

- or - Public Counsel Section
Office of the Attorney General
900 Fourth Avenue, Suite 2000
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(206) 464-7744

NOTICE

PLEASE NOTE: The hearing facilities are accessible to interested people with disabilities; that smoking is prohibited; and if limited English-speaking or hearing-impaired parties or witnesses are involved in a hearing and need an interpreter, a qualified interpreter will be appointed at no cost to the party or witness.

The information needed to provide an appropriate interpreter or other assistance should be stated below and returned to Washington Utilities and Transportation Commission, Attention: Carole J. Washburn, 1300 S. Evergreen Park Drive SW, P. O. Box 47250, Olympia, WA 98504-7250. (PLEASE SUPPLY ALL REQUESTED INFORMATION)

Docket No.: _____

Case Name: _____

Hearing Date: _____ Hearing Location: _____

Primary Language: _____

Hearing Impaired (Yes) _____ (No) _____

Do you need a certified sign language interpreter:

Visual _____ Tactile _____

Other type of assistance needed: _____

English-speaking person who can be contacted if there are questions:

Name: _____

Address: _____

Phone No.: (____) _____