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April 8, 2005

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UTIL. AND TRANSP.  
COMM. DIVISION

Ms. Carole Washburn  
Washington Utilities and Transportation Commission  
P.O. Box 47250  
1300 S. Evergreen Park Drive Southwest  
Olympia, WA 98504-8002

Re: Docket No. UE- \_\_\_\_\_ :

In the Matter of the Application of PacifiCorp for an order establishing compliance with RCW 80.08.040 with respect to its proposal to: (1) issue and sell or exchange not more than \$1,000,000,000 of debt, (2) enter into credit support arrangements, (3) enter into currency swaps, and (4) contribute or sell additional debt to special purpose entities.

Dear Commissioners:

PacifiCorp (the "Company") transmits its Statement in the named matter with this letter. An original and one copy are tendered.

Based on the Commission's "Interpretive Statement Regarding Filing Requirements Prior to Issuance of Securities," issued in Docket No. A-020334, the Company is hereby providing background information with respect to the Company's plan to (1) issue and sell or exchange, in one or more public offerings or private placements, fixed or floating rate debt (the "Debt") in the aggregate principal amount not to exceed \$1,000,000,000 or, if the Debt is issued at an original issue discount, such greater amount as shall result in an aggregate offering price of not more than \$1,000,000,000 (or its equivalent amount in, or based upon, foreign currencies determined at the time of issue), (2) enter into letter of credit arrangements with one or more banks or such other agreements or arrangements as may be necessary or appropriate, from time to time, to provide additional credit support for the payment of the principal of, interest on and premium (if any) on such Debt, (3) enter into one or more currency swaps, and (4) contribute or sell additional Debt to special purpose entities (SPE) in an amount based upon the common securities of the SPE.

The Debt would be offered and sold pursuant to (i) the Company's shelf registration statement on Form S-3, as filed with the Securities and Exchange Commission on November 11, 1999 (the "1999 Form S-3"), and (ii) a separate shelf registration statement on Form S-3, yet to be filed with the Securities and Exchange Commission (the "2005 Form S-3" and, together with the 1999 Form S-3, the "Shelf Registration Statements"). The Company intends to register \$750 million in Debt on the 2005 Form S-3, and \$250 million of Debt remains available for offer and sale pursuant to the 1999 Form S-3.

The Company is not requesting a written order with respect to the entire \$1,000,000,000 of Debt with this filing. Instead, in this Statement the Company requests an order establishing compliance with RCW 80.08.040 with respect to its proposal to issue up to \$400,000,000 of the Company's First Mortgage Bonds (as that term is defined in the Statement), which the Company anticipates issuing by September 30, 2005. As such, the Statement is informational as to \$600,000,000 of Debt securities. The Company will file supplemental applications in the future in this docket with respect to the remaining \$600,000,000 of Debt securities to be offered and sold pursuant to the Shelf Registration Statements. In those supplemental applications, the Company will incorporate the background information in this Statement by reference but will augment that information with reasonably detailed information about the Company's more specific financing plans as they are developed.

The \$1,000,000,000 of Debt securities is expected to accommodate the Company's future financing requirements, which include the refinancing of approximately \$650,000,000 of debt that matures over the next three years. The proposed order requesting confirmation of the Company's compliance with RCW 80.08.040 with respect to \$400,000,000 of the Company's First Mortgage Bonds is consistent with the order that the Commission had previously issued in Docket No. UE-991745 (the "1999 Order"). The 1999 Order established the Company's compliance with RCW 80.08.040 for the issuance of up to \$1,600,000,000 of securities similar to those covered in the enclosed Statement. The Company has issued all of the securities contemplated under the 1999 Order. The enclosed Statement is substantially similar to the Statement submitted in connection with the 1999 Order.

Because the Company has submitted a separate request for compliance with respect to its proposal to issue common stock, the attached pro forma financial exhibits include all \$1,500,000,000 of these securities, assuming that the securities in both the common stock statement and in this Statement (*i.e.*, the entire \$1,000,000,000 in Debt securities) were issued and sold in their entirety at the same time.

The Company respectfully requests that the Commission issue its order by May 31, 2005. The Company also requests twenty certified copies of any order issued in this matter.

Your attention to this matter is appreciated.

Sincerely,



Bruce N. Williams  
Treasurer

Enclosures: Statement (1 original and 1 copy)  
Proposed Form of Order (1 original and 1 copy)  
Diskette containing Proposed Form of Order