

June 8, 2006

Ms. Carole Washburn
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Drive Southwest
P.O. Box 47250
Olympia, WA 98504-7250

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
issue and sell up to 30,000,000 Shares of Common
Stock to its Parent

Dear Commissioners:

PacifiCorp (the "Company") respectfully requests that the Commission enter its order, effective upon issuance, confirming that the Company has complied with the requirements of RCW 80.08.040 with respect to the Company's proposed sale and issuance, from time to time and for cash, of up to 30,000,000 shares of its Common Stock (the "Shares") to the Company's immediate corporate parent, PPW Holdings LLC, a Delaware limited liability company (the "Parent") and wholly-owned subsidiary of MidAmerican Energy Holdings Company.

The Company's application contains a description of the purposes for which the Shares will be issued certified by an authorizing officer, a description of the proposed issuance, including the terms of financing, and a statement as to why the proposed financing is in the public interest. Accordingly, the Company believes that it has complied with the requirements of RCW 80.08.040 and requests that the Commission confirm that the Company has complied with the requirements of RCW 80.08.040.

As discussed in the enclosed application, the Company believes that the proposed sale and issuance of the Shares to the Parent, from time to time and in amounts that the Company may deem appropriate, would be reasonably required to (i) maintain or improve its capitalization ratio, (ii) maintain or improve the Company's access to capital on reasonable terms, (iii) assist the Company in maintaining its current investment grade credit ratings and (iv) enable the Company to acquire, construct, improve and maintain sufficient utility facilities to serve its customers adequately and reliably at a reasonable cost. In addition, the Company anticipates ongoing capital expenditure requirements, including those contemplated in the Commitments in the Commission's Order No. 08 issued in Docket No. UE-051090. The Parent may make

Washington Utilities and Transportation Commission

June 8, 2006

Page 2

common equity contributions to the Company in exchange for the Company's issuance of Shares to the Parent, but such contributions would be at the Parent's option and not be subject to specific time or dollar limitations. In addition, the Parent may elect to contribute equity into the Company for no consideration (*i.e.*, without the Company issuing any Shares), and the Company believes that such contributions may be made without an order of the Commission. As such, any such contributions would not affect the number of Shares included in any order issued by the Commission in this docket.

The requested confirmation is consistent with the Company's filings with the Idaho Public Utilities Commission, the Oregon Public Utility Commission and the Public Service Commission of Utah for the Company to issue the Shares to the Parent.

The enclosed Exhibit D (Balance Sheet) and Exhibit E (Income Statement) contain pro forma calculations of issuances of all the Shares, in each case based on the Company's unaudited financial statements for the quarter ended December 31, 2005 and assuming that all the Shares were issued and sold in their entirety at the same time. These calculations assume a per Share price equal to \$11.08, the per Share book value of the Company's Common Stock at February 28, 2006. Because the issuances are expected to occur over time, the Company's actual capitalization will likely be different from that included in the enclosed pro forma financial statements.

As the Company's financial flexibility is important, the Company respectfully requests that the Commission issue its order on or before June 23, 2006. The Company also respectfully requests twenty certified copies of any order issued in this matter.

Your attention to this matter is appreciated.

Sincerely,

Bruce N. Williams
Treasurer

Enclosures: Application, including exhibits (1 original and 2 copies)
Proposed Form of Order (1 original and 2 copies)
CD Rom (containing Cover Letter, Application (including exhibits) and proposed
Form of Order (1 CD Rom))